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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

☐ **Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**

or

☒ **Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2021

Commission File Number 001-40459

ERO COPPER CORP.
(Exact name of registrant as specified in its charter)

British Columbia, Canada	1000	N/A
(Province or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification No.)

625 Howe Street, Suite 1050
Vancouver, British Columbia
V6C 2T6
(604) 449-9236
(Address and telephone number of registrant's principal executive offices)

CT Corporation System
28 Liberty Street
New York, NY 10005
(212) 894-8940
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s):	Name of Each Exchange On Which Registered:
Common Shares, no par value	**ERO**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form:

☒ **Annual Information Form** ☒ **Audited Annual Financial Statements**

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report: 90,204,378 common shares were outstanding as at December 31, 2021.

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☐

FORWARD LOOKING STATEMENTS

This Annual Report of Ero Copper Corp. (the "Company") on Form 40-F, including the exhibits hereto (collectively, the "Annual Report"), includes certain statements that constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws and United States securities laws (collectively, "forward-looking statements"). The disclosure provided under "Cautionary Note Regarding Forward Looking Statements" on pages 3 through 5 of the Company's Annual Information Form for the year ended December 31, 2021 (the "AIF"), attached hereto as Exhibit 99.1, is incorporated by reference herein. Forward-looking information contained in, or incorporated by reference into, this Annual Report are made as of the date of this Annual Report and the Company disclaims any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

RESOURCE AND RESERVE ESTIMATES

This Annual Report has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ in certain material respects from the disclosure requirements promulgated by the Securities and Exchange Commission (the "SEC" or the "Commission"). For example, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") - CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. These definitions differ from the definitions in the disclosure requirements promulgated by the SEC. Accordingly, information contained in this Annual Report, the documents attached hereto and the documents incorporated by reference herein, may not be comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

DISCLOSURE CONTROLS AND PROCEDURES

A. Evaluation of disclosure controls and procedures.

Disclosure controls and procedures are designed to ensure that (i) information required to be disclosed by the Company in reports that it files or submits to the Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in the Company's reports filed under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure.

At the end of the period covered by this Annual Report, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). The evaluation included documentation review, inquiries and other procedures considered by management to be appropriate in the circumstances. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this Annual Report, the Company's disclosure controls and procedures were effective.

B. Management's report on internal control over financial reporting and attestation report of the registered public accounting firm.

This Annual Report does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of the Company's registered public accounting firm due to a transition period established by rules of the SEC for newly public companies.

C. Changes in internal control over financial reporting.

During the period covered by this Annual Report, no change occurred in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company's management, including the CEO and CFO, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Given the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

IDENTIFICATION OF THE AUDIT COMMITTEE AND FINANCIAL EXPERT

The Company has a separately-designed standing audit committee (the “Audit Committee”) in accordance with section 3(a)(58)(A) of the Exchange Act. As at December 31, 2021 and the date of the Annual Report, the Audit Committee consists of Matthew Wubs (Chair), Lyle Braaten, Chantal Gosselin and John Wright, all of whom are independent under the criteria of Rule 10A-3 of the Exchange Act as required by the New York Stock Exchange (the “NYSE”).

The Company’s board of directors (the “Board”) has determined that Mr. Wubs is an “audit committee financial expert” within the meaning of the Commission’s rules. The Commission has indicated that the designation of Mr. Wubs as an audit committee financial expert does not make him an “expert” for any purpose, does not impose on him any duties, obligations or liability that are greater than those imposed on Mr. Wubs as a member of the Audit Committee and the Board in the absence of such designation, and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board.

The Audit Committee’s mandate sets out its responsibilities and duties, qualifications for membership, procedures for committee appointment and reporting to the Board. A copy of the current mandate is attached to the AIF as Appendix A (see Exhibit 99.1) and is available on the Company’s website at www.erocopper.com.

CODE OF CONDUCT

The Company has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that applies to its officers and employees, including the CEO, CFO, principal accounting officer or controller and persons performing similar functions. A copy of the Code of Ethics is available on the Company’s website at www.erocopper.com.

During the financial year ended December 31, 2021, no waivers of the Code of Ethics were granted and the Company did not make any amendments to its Code of Ethics. All amendments to the Code of Ethics, and all waivers of the Code of Ethics with respect to any of the officers covered by it, will be posted on the Company’s website at www.erocopper.com.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

KPMG LLP, Chartered Professional Accountants, Vancouver, British Columbia, Canada, Audit Firm ID: 85 (“**KPMG**”) acted as the independent external auditor of the Company for the financial year ended December 31, 2021.

The information provided under the heading “Audit Committee” on pages 108 through 110 of the AIF (see Exhibit 99.1) is incorporated by reference herein. See page 110 of the AIF for the total amount billed to the Company by KPMG for services performed in the last two fiscal years by category of service (for audit fees, audit-related fees, tax fees, and other fees) in U.S. dollars. No audit-related fees, tax fees or other non-audit fees were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET TRANSACTIONS

The Company does not have any off-balance sheet transactions that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The disclosure provided under "Contractual Obligations and Commitments" on page 16 of Management's Discussion & Analysis for the financial year ended December 31, 2021, attached hereto as Exhibit 99.2, is incorporated by reference herein.

CORPORATE GOVERNANCE PRACTICES

There are certain differences between the corporate governance practices applicable to the Company and those applicable to U.S. companies under NYSE listing standards. A summary of the significant differences can be found on the Company's website at www.erocopper.com.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the Commission a written consent to service of process and power of attorney on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Company.

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this Registration Statement.

Exhibit Number	Documents
Annual Information	
99.1	Annual Information Form for the year ended December 31, 2021
99.2	Management's Discussion and Analysis for the year ended December 31, 2021
99.3	Audited Consolidated Financial Statements for the years ended December 31, 2021 and 2020
Certifications	
99.4	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	Certificate of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002
99.7	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002
Consents	
99.8	Consent of KPMG LLP
99.9	Consent of Porfirio Cabaleiro Rodriguez, FAIG
99.10	Consent of Paulo Roberto Bergmann, FAusIMM
99.11	Consent of Bernardo Horta de Cerqueira Viana, MAIG
99.12	Consent of Fábio Valério Câmara Xavier, MAIG
99.13	Consent of Dr. Augusto Ferreira Mendonça, RM SME
99.14	Consent of Dr. Beck (Alizeibek) Nader, FAIG
99.15	Consent of Leonardo de Moraes Soares, MAIG
99.16	Consent of Kevin Murray, P. Eng.
99.17	Consent of Erin L. Patterson, P.E.
99.18	Consent of Scott C. Elfen, P.E.
99.19	Consent of Carlos Guzmán, FAusIMM RM CMC
99.20	Consent of Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission)
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Scheme Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Scheme Definition Linkbase
101.LAB	XBRL Taxonomy Extension Scheme Label Linkbase
101.PRE	XBRL Taxonomy Extension Scheme Presentation Linkbase

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ERO Copper Corp.

By: /s/ Deepk Hundal
Name: Deepk Hundal
Title: SVP, General Counsel and Corporate Secretary

Date: March 11, 2022



ANNUAL INFORMATION FORM

of

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V6C 2T6

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For the Year Ended December 31, 2021

Dated: March 11, 2022

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PRELIMINARY NOTES

Date of Information

In this Annual Information Form ("**AIF**"), Ero Copper Corp., together with its subsidiaries, as the context requires, is referred to as " **Ero**", "**Ero Copper**" or the "**Company**". All information contained herein is presented as at December 31, 2021, unless otherwise stated.

Currency

All dollar amounts in this AIF are expressed in Canadian dollars, except as otherwise indicated. References to "$" or "dollars" are to Canadian dollars, references to "US$" and "USD" are to US dollars and references to "R$" and "BRL" are to Brazilian Reais.

Cautionary Note Regarding Forward Looking Statements

This AIF contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"). Forward-looking statements include statements that use forward-looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Forward-looking statements may include, but are not limited to, statements with respect to Mineral Reserve and Mineral Resource (as defined below) estimates; targeting additional Mineral Resources and expansion of deposits; capital and operating cost estimates and economic analyses (including cash flow projections), including those from the MCSA Mining Complex Technical Report (as defined below), the NX Gold Technical Report (as defined below) and the Boa Esperança Technical Report (as defined below); the Company's expectations, strategies and plans for the MCSA Mining Complex (as defined below), the NX Gold Property (as defined below) and the Boa Esperança Property (as defined below), including the Company's planned exploration, development, construction and production activities; the results of future exploration and drilling; estimated completion dates for certain milestones; successfully adding or upgrading Mineral Resources and successfully developing new deposits; the costs and timing of future exploration, development and construction including but not limited to the Deepening Extension Project (as defined below) at the MCSA Mining Complex and the Boa Esperança Property; the timing and amount of future production at the MCSA Mining Complex, the Boa Esperança Property and the NX Gold Property; the impacts of COVID-19 on the Company's business and operations; the timing, receipt and maintenance of necessary approvals, licenses and permits from applicable governments, regulators or third parties; expectations regarding consumption, demand and future price of copper, gold and other metals; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity, capital structure, competitive position and payment of dividends; the possibility of entering judgments outside of Canada; expectations regarding future currency exchange rates; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual results, actions, events, conditions, performance or achievements to materially differ from those expressed or implied by the forward-looking statements, including, without limitation, risks related to:

- copper and gold prices are volatile and may be lower than expected;
- mining operations are risky;
- mining operations require geologic, metallurgic, engineering, title, environmental, economic and financial assessments that may be materially incorrect and thus the Company may not produce as expected;
- geotechnical, hydrological and climatic events could suspend mining operations or increase costs;
- actual production, capital and operating costs may be different than those anticipated;
- the Company's financial performance and results of operations are dependent on the MCSA Mining Complex;
- infectious diseases, such as COVID-19, may affect the Company's business and operations;
- changes in climate conditions may affect the Company's operations;
- currency fluctuations can result in unanticipated losses;
- the successful operation of the MCSA Mining Complex and the NX Gold Property and the successful development, construction and operation of the Boa Esperança Property depend on the skills of the Company's management and teams;
- operations during mining cycle peaks are more expensive;

- title to the MCSA Mining Complex, the NX Gold Property and/or the Boa Esperança Property may be disputed;
- the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses;
- the failure of a tailings dam could negatively impact the Company's business, reputation and results of operations;
- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development, construction and mining activities;
- the construction and start-up of new mines and projects at existing mines is subject to a number of factors and the Company may not be able to successfully complete new construction projects;
- land reclamation and mine closure requirements may be burdensome and costly;
- the mining industry is intensely competitive;
- inadequate infrastructure may constrain mining operations;
- operating cash flow may be insufficient for future needs;
- fluctuations in the market prices and availability of commodities and equipment affect the Company's business;
- the Company is subject to restrictive covenants that limit its ability to operate its business;
- the Company's indebtedness could adversely affect its financial condition and prevent the Company from fulfilling its obligations under debt instruments;
- the Company may not be able to generate sufficient cash to service all of its indebtedness and may be forced to take other actions to satisfy its obligations under such indebtedness, which may not be successful;
- counterparties may default on their contractual obligations to the Company;
- a failure to maintain satisfactory labour relations can adversely impact the Company;
- the Company's insurance coverage may be inadequate to cover potential losses;
- it may be difficult to enforce judgments and effect service of process on directors, officers and experts named herein;
- the directors and officers may have conflicts of interest with the Company;
- future acquisitions may require significant expenditures and may result in inadequate returns;
- disclosure and internal control deficiencies may adversely affect the Company;
- failures of information systems or information security threats can be costly;
- the Company may be subject to costly legal proceedings;
- the Company may be subject to shareholder activism;
- the Boa Esperança Property is located in an underdeveloped rural area;
- product alternatives may reduce demand for the Company's products;
- a lowering or withdrawal of the ratings assigned to the Company's debt securities by rating agencies may increase the Company's future borrowing costs and reduce its access to capital
- the Company's Brazilian operations are subject to political and other risks associated with operating in a foreign jurisdiction;
- the Company may be negatively impacted by changes to mining laws and regulations;
- a failure to maintain relationships with the communities in which the Company operates and other stakeholders may adversely affect the Company's business;
- inaccuracies, corruption and fraud in Brazil relating to ownership of real property may adversely affect the Company's business;
- the Company is exposed to the possibility that applicable taxing authorities could take actions that result in increased tax or other costs that might reduce the Company's cash flow;
- inflation in Brazil, along with Brazilian governmental measures to combat inflation, may have a significant negative effect on the Brazilian economy and also on the Company's financial condition and results of operations;
- exchange rate instability may have a material adverse effect on the Brazilian economy;
- the Company's operations may be impaired as a result of restrictions to the acquisition or use of rural properties by foreigner investors or Brazilian companies under foreign control;
- recent disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company;
- the Company may be responsible for corruption and anti-bribery law violations;
- investors may lose their entire investment;
- dilution from equity financing could negatively impact holders of the common shares of the Company (the "**Common Shares**");
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Company does not currently intend to pay dividends;
- public companies are subject to securities class action litigation risk;

- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline; and
- global financial conditions can reduce the price of the Common Shares.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results, actions, events, conditions, performance or achievements to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements to differ from those anticipated, estimated or intended.

Forward-looking statements are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements involves statements about the future and are inherently uncertain, and the Company's actual results, achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this AIF under the heading "*Risk Factors*".

The Company's forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made, many of which may be difficult to predict and beyond the Company's control. In connection with the forward-looking statements contained in this AIF, the Company has made certain assumptions about, among other things: continued effectiveness of the measures taken by the Company to mitigate the possible impact of COVID-19 on its workforce and operations; favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the production, development and exploration of the Company's properties and assets; future prices of copper, gold and other metal prices; the timing and results of exploration and drilling programs; the accuracy of any Mineral Reserve and Mineral Resource estimates; the geology of the MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property being as described in the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report, respectively; production costs; the accuracy of budgeted exploration, development and construction costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; work force continuing to remain healthy in the face of prevailing epidemics, pandemics or other health risks (including COVID-19), political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms; requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; availability of equipment; positive relations with local groups and the Company's ability to meet its obligations under its agreements with such groups; and satisfying the terms and conditions of the Company's current loan arrangements. Although the Company believes that the assumptions inherent in forward-looking statements are reasonable as of the date of this AIF, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this AIF.

Forward-looking statements contained herein are made as of the date of this AIF and the Company disclaims any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

Scientific and Technical Information

Except as set out below, scientific and technical information contained in this AIF relating to the MCSA mining complex, which is located within the Curaçá Valley, northeastern Bahia State, Brazil (the "**MCSA Mining Complex**" or the "**Vale do Curaçá Property**"), is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the report prepared in accordance with National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020, prepared by Porfirio Cabaleiro Rodrigues, FAIG, Bernardo Horta de Cerqueira Viana, MAIG, Paulo Roberto Bergmann, FAusIMM, Fábio Valério Câmara Xavier, MAIG and Dr. Augusto Ferreira Mendonça, RM SME all of GE21 Consultoria Mineral Ltda. (" **GE21**") and Dr. Beck (Alizeibek) Nader, FAIG of BNA Mining

Solutions ("**BNA**") (the "**MCSA Mining Complex Technical Report**"). Each of Porfirio Cabaleiro Rodrigues, FAIG, Bernardo Horta de Cerqueira Viana, MAIG, Paulo Roberto Bergmann, FAusIMM, Fábio Valério Câmara Xavier, MAIG, Dr. Augusto Ferreira Mendonça, RM SME and Dr. Beck (Alizeibek) Nader, FAIG, reviewed and approved the scientific and technical information relating to the MCSA Mining Complex contained in this AIF, other than under the heading "*MCSA Mining Complex – Update Information with respect to the MCSA Mining Complex*", and is a "qualified person" ("**QP**" or "**Qualified Person**") and "independent" of the Company within the meanings of NI 43-101. Information of a scientific and technical nature in respect of the MCSA Mining Complex set out in the AIF under the heading "*MCSA Mining Complex – Update Information with respect to the MCSA Mining Complex*", has been reviewed and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of NI 43-101.

Except as set out below, scientific and technical information contained in this AIF relating to the NX Gold Property, which is located approximately 18 km west of the town of Nova Xavantina, southeastern Mato Grosso State, Brazil (the "**NX Gold Property**" or the "**NX Gold Mine**"), is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the report prepared in accordance with NI 43-101 and entitled "Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina", dated January 8, 2021 with an effective date of September 30, 2020, prepared by Porfirio Cabaleiro Rodrigues, FAIG, Paulo Roberto Bergmann, FAusIMM, Bernardo Horta de Cerqueira Viana, MAIG and Leonardo de Moraes Soares, MAIG, all of GE21 (the "**NX Gold Technical Report**"). Each of Porfirio Cabaleiro Rodrigues, FAIG, Paulo Roberto Bergmann, FAusIMM, Bernardo Horta de Cerqueira Viana, MAIG and Leonardo de Moraes Soares, MAIG, reviewed and approved the scientific and technical information relating to the NX Gold Property contained in this AIF, other than under the heading "*NX Gold Property – Update Information with respect to the NX Gold Property*", and is a "qualified person" and "independent" of the Company within the meanings of NI 43-101. Information of a scientific and technical nature in respect of the NX Gold Property set out in the AIF under the heading "*NX Gold Property – Update Information with respect to the NX Gold Property*", has been reviewed and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of
NI 43-101.

Scientific and technical information contained in this AIF relating to the Boa Esperança property, which is located within southeastern Pará State, Brazil (the "**Boa Esperança Property**" or the "**Boa Esperança Project**"), is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the report prepared in accordance with NI 43-101 and entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021, prepared by Kevin Murray, P. Eng., Erin L. Patterson, P.E. and Scott C. Elfen, P.E. all of Ausenco Engineering Canada Inc. (or its affiliate Ausenco Engineering USA South Inc. in the case of Ms. Patterson) (collectively, "**Ausenco**"), Carlos Guzmán, FAusIMM RM CMC of NCL Ingeniería y Construcción SpA ("**NCL**") and Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company (the "**Boa Esperança Technical Report**"). Each of Kevin Murray, P. Eng., Erin L. Patterson, P.E. and Scott C. Elfen, P.E., Carlos Guzmán, FAusIMM RM CMC and Emerson Ricardo Re, MAusIMM (CP), reviewed and approved the scientific and technical information relating to the Boa Esperança Property contained in this AIF and is a "qualified person" of the Company within the meanings of NI 43-101. Each of Kevin Murray, P. Eng., Erin L. Patterson, P.E. and Scott C. Elfen, P.E., and Carlos Guzmán, FAusIMM RM CMC are "independent" of the Company within the meaning of NI 43-101. Emerson Ricardo Re, MAusIMM (CP), as Resource Manager of the Company, is not "independent" of the Company within the meaning of NI 43-101.

Reference should be made to the full text of the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report, each of which is available for review on the Company's website at www.erocopper.com and under the Company's profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

CIM Definition Standards

The Mineral Reserves and Mineral Resources for the MCSA Mining Complex (including as used in the MCSA Mining Complex Technical Report), the NX Gold Property (including as used in the NX Gold Technical Report) and the Boa Esperança Property (including as used in the Boa Esperança Technical Report) have been estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Definition Standards for Mineral Resources and Mineral Reserves adopted by the CIM Council on May 19, 2014 (the "**CIM Standards**" or "**CIM Definition Standards**") and the

CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines, adopted by CIM Council on November 29, 2019 (the " **CIM Guidelines**"), which are incorporated by reference in NI 43-101. The following definitions are reproduced from the CIM Definition Standards:

"**Feasibility Study**" means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.

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

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

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

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

"**Mineral Resource**" means a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

"**Pre-Feasibility Study**" means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

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

"**Proven Mineral Reserve**" means the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

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

Cautionary Notes Regarding Mineral Resource and Mineral Reserve Estimates

Disclosure regarding the Company's mineral properties, including with respect to Mineral Reserve and Mineral Resource estimates disclosed in this AIF have been prepared in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the Securities and Exchange Commission (the "**SEC**") generally applicable to U.S. companies. For example, the terms "Mineral Reserve", "Proven Mineral Reserve", "Probable Mineral Reserve", "Mineral Resource", "Measured Mineral Resource", "Indicated Mineral Resource" and "Inferred Mineral Resource" are defined in NI 43-101. These definitions differ from the definitions in the disclosure requirements promulgated by the SEC. Accordingly, information contained in this AIF may not be comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. Pursuant to the CIM Standards, Mineral Resources have a higher degree of uncertainty than Mineral Reserves as to their existence as well as their economic and legal feasibility. Inferred Mineral Resources, when compared with Measured or Indicated Mineral Resources, have the least certainty as to their existence, and it cannot be assumed that all or any part of an Inferred Mineral Resource will be upgraded to an Indicated or Measured Mineral Resource as a result of continued exploration. Pursuant to NI 43-101, Inferred Mineral Resources may not form the basis of any economic analysis. Accordingly, readers are cautioned not to assume that all or any part of a Mineral Resource exists, will ever be converted into a Mineral Reserve, or is or will ever be economically or legally mineable or recovered.

Alternative Performance (Non-IFRS) Measures

Financial results of the Company are prepared in accordance with the International Financial Reporting Standards (" **IFRS**"). The Company utilizes certain alternative performance (non-IFRS) measures to monitor its performance, including C1 cash cost of copper produced (per lb), C1 cash cost of gold produced (per ounce), AISC of gold produced (per ounce), realized gold price (per ounce), EBITDA, adjusted EBITDA, adjusted net income attributable to owners of the Company, adjusted net income per share, net (cash) debt, working capital and available liquidity. These performance measures have no standardized meaning prescribed within generally accepted accounting principles under IFRS and, therefore, amounts presented may not be comparable to similar measures presented by other mining companies. These non-IFRS measures are intended to provide supplemental information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The reader is directed to the Management's Discussion and Analysis of the Company for the year ended December 31, 2021 (see "Alternative Performance (Non-IFRS) Measures" section) for a reconciliation of these non-IFRS measures to the most directly comparable IFRS measures as contained in the Company's audited consolidated financial statements for the year ended December 31, 2021 and 2020. Unless otherwise noted, the non-IFRS measures presented herein have been calculated on a consistent basis for the periods presented.

C1 Cash Cost of Copper Produced (per lb)

C1 cash cost of copper produced (per lb) is a non-IFRS performance measure used by the Company to manage and evaluate the operating performance of its copper mining segment and is calculated as C1 cash costs divided by total pounds of copper produced during the period. C1 cash costs includes total cost of production, transportation, treatment and refining charges, and certain tax credits relating to sales invoiced to the Company's Brazilian customer on sales, net of by-product credits and incentive payments. C1 cash cost of copper produced per pound is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplement to IFRS measures.

C1 Cash Cost of Gold produced (per ounce)

C1 cash cost of gold produced (per ounce) is a non-IFRS performance measure used by the Company to manage and evaluate the operating performance of its gold mining segment and is calculated as C1 cash costs divided by total ounces of gold produced during the period. C1 cash cost includes total cost of production, net of by-product credits and incentive payments. C1 cash cost of gold produced per ounce is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplement to IFRS measures.

AISC of Gold Produced (per ounce)

AISC of gold produced (per ounce) is an extension of C1 cash cost of gold produced (per ounce) discussed above and is also a key performance measure used by management to evaluate operating performance of its gold mining segment. AISC of gold produced (per ounce) is calculated as AISC divided by total ounces of gold produced during the period. AISC includes C1 cash costs, site general and administrative costs, accretion of mine closure and rehabilitation provision, sustaining capital expenditures, sustaining leases, and royalties and production taxes. AISC of gold produced (per ounce) is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplement to IFRS measures.

Realized Gold Price (per ounce)

Realized Gold Price (per ounce) is a non-IFRS ratio that is calculated as gross gold revenue divided by ounces of gold sold during the period. Management believes measuring Realized Gold Price (per ounce) enables investors to better understand performance based on the realized gold sales in each reporting period.

EBITDA and Adjusted EBITDA

EBITDA and adjusted EBITDA are non-IFRS performance measures used by management to evaluate its debt service capacity and performance of its operations. EBITDA represents earnings before finance expense, income taxes, depreciation and amortization. Adjusted EBITDA is EBITDA before the pre-tax effect of adjustments for non-cash and/or non-recurring items required in determination of EBITDA under its revolving credit facility for covenant calculation purposes.

Adjusted net income attributable to owners of the Company and Adjusted net income per share attributable to owners of the Company

“Adjusted net income attributable to owners of the Company” is net income attributed to shareholders as reported, adjusted for certain types of transactions that, in management's judgment, are not indicative of our normal operating activities or do not necessarily occur on a recurring basis. “Adjusted net income per share attributable to owners of the Company” (“Adjusted EPS”) is calculated as "adjusted net income attributable to owners of the Company" divided by weighted average number of outstanding common shares in the period. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, the Company and certain investor and analysts use these supplemental non-IFRS performance measures to evaluate the normalized performance of the Company. The presentation of Adjusted EPS is not meant to substitute the net income (loss) per share attributable to owners of the Company (“EPS”) presented in accordance with IFRS, but rather it should be evaluated in conjunction with such IFRS measures.

Net (Cash) Debt

Net (cash) debt is a performance measure used by the Company to assess its financial position and ability to pay down its debt. Net (cash) debt is determined based on cash and cash equivalents, short-term investments, net of loans and borrowings as reported in the Company’s consolidated financial statements.

Working Capital (Deficit) and Available Liquidity

Working capital is calculated as current assets less current liabilities as reported in the Company’s consolidated financial statements. The Company uses working capital as a measure of the Company’s short-term financial health and ability to meet its current obligations using its current assets. Available liquidity is calculated as the sum of cash and cash equivalents, short-term investments and the undrawn amount available on its revolving credit facilities. The Company uses this information to evaluate the liquid assets available.

For further details on Non-IFRS measures, please refer to the Company's annual audited consolidated financial statements for the year ended December 31, 2021 and Management's Discussion and Analysis relating thereto, a copy of which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

LIST OF ABBREVIATIONS

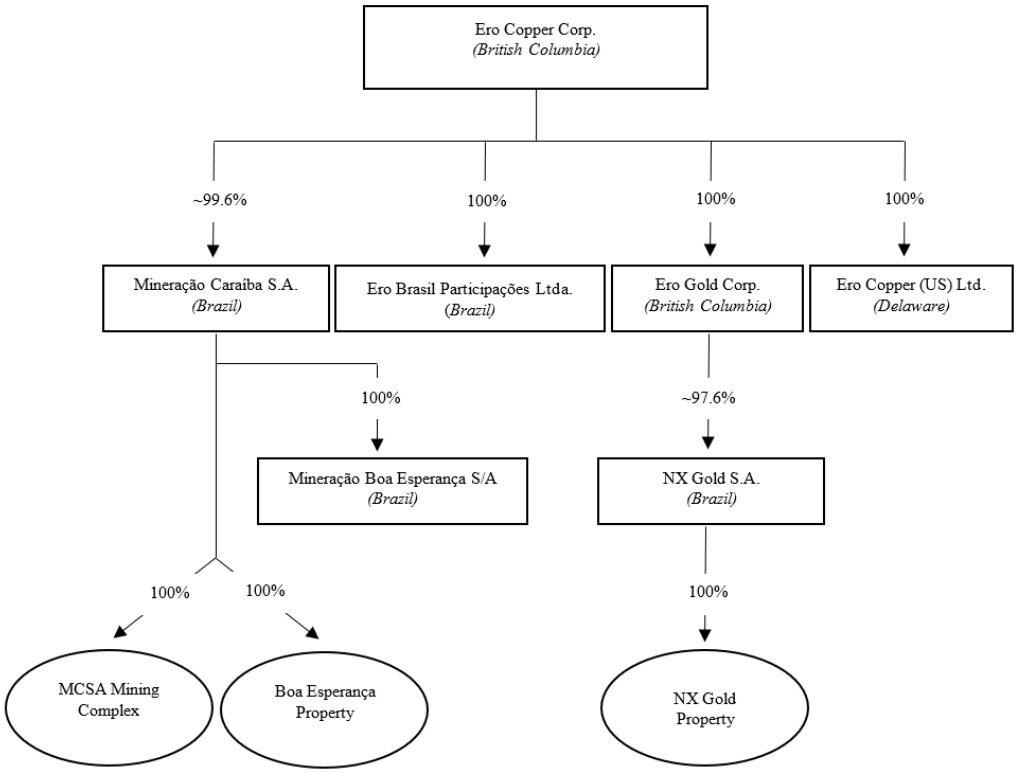
In this AIF, the following abbreviations have the meanings set forth below:

Cu	copper	Mt	megatonne
Ni	nickel	kt	kilotonne
Co	cobalt	t	metric tonne
Ag	silver	kg	kilogram
Au	gold	g	gram
Fe	iron	lb	pound
Mn	manganese	ml	millilitre
Zn	zinc	MW	megawatt
Cr	chromium	kW	kilowatt
Al	aluminium	MVA	megavolt amperes
Ca	calcium	kV	kilovolt
Mo	molybdenum	kWh	kilowatt hour
W	tungsten	Hz	hertz
Bi	bismuth	d	day
S	sulfur	h	hour
F	fluorine	s	second
Cl	chlorine	Ga	billion years
U	uranium	Ma	million years
As	arsenic	masl	metres above mean sea level
P	phosphorus	m^3	cubic metre
Pb	lead	Mm^3	cubic megametre
km	kilometre	mmWC	millimeter of water column
m	metre	Pa	pascal
cm	centimetre	mbar	atmospheric air pressure (bar)
mm	millimetre	°	degree
ft	foot	C	Celcius
ha	hectare	µm	micrometre
m^3	cubic metre	oz	troy ounce
			Tonnes per hour
gpt or g/t	grams per tonne	tph	
			per hour

CORPORATE STRUCTURE

Ero Copper was incorporated under the *Business Corporations Act* (British Columbia) ("**BCABC**") on May 16, 2016. Ero Copper's head office is located at Suite 1050, 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6 and its registered office is located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3.

The Company directly holds approximately 99.6% of the voting shares of MCSA and indirectly holds approximately 97.6% of the voting shares of NX Gold S.A. ("**NX**" or "**NX Gold**") through its wholly-owned subsidiary, Ero Gold Corp. (" **Ero Gold**"), incorporated under the BCABC. MCSA holds a 100% interest in each of the MCSA Mining Complex and the Boa Esperança Property. NX Gold holds a 100% interest in the NX Gold Mine. MCSA and NX Gold were formed under the laws of Brazil. The remaining voting shares of MCSA are held by a minority group of shareholders, including former employees of MCSA. The remaining voting shares of NX Gold are held by a minority group of shareholders, including former employees of NX Gold. The following chart illustrates the Company's principal subsidiaries, together with the governing law of each subsidiary and the percentage of voting securities beneficially owned or over which control or direction is exercised by the Company, as well as the Company's operating mines and development projects.



GENERAL DEVELOPMENT AND BUSINESS OF THE COMPANY

General

Ero is a Vancouver-based mining company listed on the Toronto Stock Exchange (the "**TSX**") and the New York Stock Exchange (" **NYSE**"), in each case under the symbol "ERO", and is focused on the production, exploration and development of mining projects in Brazil.

Ero's principal asset is its approximately 99.6% ownership interest in MCSA. MCSA's predominant activity is the production and sale of copper concentrate from the MCSA Mining Complex, located within the Curaçá Valley, northeastern Bahia State, Brazil, with gold and silver produced and sold as by-products. The MCSA Mining Complex has been in operation for over 40 years and consists of a fully integrated hub-and-spoke operating model, with current mining activities conducted at the Pilar underground mine, the Vermelhos underground mine, and the Surubim open pit mine feeding the central Caraíba Mill, a conventional crushing, grinding and flotation mill located adjacent to the Pilar underground mine. For further details concerning the MCSA Mining Complex, see below under the headings "*Three Year History*" and "*MCSA Mining Complex*" . In addition, MCSA holds a 100% interest in the Boa Esperança Property, a copper development project located within southeastern Pará State, Brazil. The Board of Directors (the "**Board**") of the Company approved the construction of the Boa Esperança Property in February 2022, and the Company expects to commence construction in the second quarter of 2022, with initial production to occur during the third quarter of 2024. For further details concerning the Boa Esperança Property, see below under the headings "*Three Year History*" and "*Boa Esperança Property*".

Ero also currently owns, indirectly through Ero Gold, an approximately 97.6% ownership interest in NX Gold. NX Gold's predominant activity is the production and sale of gold from the NX Gold Property, located in Mato Grosso State, Brazil,

with silver produced as a by-product. For further details concerning the NX Gold Property, see below under the headings "*Three Year History*" and "*NX Gold Property*".

The MCSA Mining Complex, NX Gold Property and the Boa Esperança Property are the mineral projects material to Ero for the purposes of NI 43-101.



Three Year History

COVID-19 Developments

- The Company continues to have no material disruption to operations, supply chains or sales channels as a result of the COVID-19 pandemic.
- Since the onset of COVID-19 in early 2020, the Company has remained focused on the health and safety of its workforce and local communities and has routinely engaged with local stakeholders, public health authorities and key suppliers to ensure effective implementation of its business response plans. Each of the Company's operations developed site-specific measures intended to identify and limit COVID-19 exposure and transmission, maintain a safe environment for the Company's workforce and local communities and mitigate the possible impact of COVID-19 on its operations. Site-specific measures have included health screening, COVID-19 testing and self-isolation protocols; workplace physical distancing protocols, including limiting the number of employees travelling on provided buses between the Company's mining communities and mines, limiting the number of employees in the cafeteria at any given time and implementing social-distancing for essential line-out meetings; establishing COVID-19 committees with senior leadership and local health administrators; and, implementing wellness education along with enhanced sanitization throughout the Company's operations. In addition to the Company's efforts to maintain safe operations, the Company has supported public health efforts and provided COVID-19 relief funding, supplies (such as food baskets, COVID-19 testing kits and other personal protective equipment) and services to the local communities and the regions in which it operates.
- The Company continues to closely monitor the COVID-19 pandemic and is engaged in active operational and financial contingency planning to prudently manage the potential impact of the pandemic on its operations.

NYSE Listing

- The Common Shares commenced trading on the NYSE on June 15, 2021 under the symbol "ERO". The Common Shares continue trading on the TSX under the symbol "ERO".

Senior Unsecured Notes

- In February 2022, the Company completed an offering of US$400 million aggregate principal amount of 6.50% senior notes due 2030 (the "**Notes**"). The Notes will mature on February 15, 2030. MCSA is currently the only guarantor of the Notes on a senior unsecured basis. The Notes are direct, senior obligations of the Company and MCSA, and are not secured by any mortgage, pledge or charge. The Company used a portion of the net proceeds of the offering to repay the outstanding borrowings under the Senior Credit Facility (as defined below) of approximately US$50 million and intends to use the balance for capital expenditures at the Boa Esperança Property, and for general corporate purposes. Additional information on the Notes is set out below under the heading "*Description of Capital Structure*".

Senior Credit Facility

- On January 21, 2022, the Company amended its Senior Credit Facility Agreement (as defined under the heading " *Material Contracts*") pursuant to the terms of a seventh amendment to, among other things, permit the issuance of the Notes and, effective on February 2, 2022, to reduce the senior secured revolving term credit facility (the "**Senior Credit Facility**") from US$150 million to US$75 million, with an accordion option to increase to US$100 million at the election of the Company. Additional information on the Senior Credit Facility Agreement is set out below under the heading "*Material Contracts*".

MCSA Mining Complex

- On June 20, 2019, the Company announced the discovery of the "Baraúna" zone at the Pilar Mine, immediately below the southern portion of the historic pit.
- On July 30, 2019, the Company announced the first regional discovery named "Siriema", located approximately 1.5 kilometers south of the Vermelhos Mine.
- On December 3, 2019, the Company announced a new high grade mineralized chamber, or "Superpod", below the known extent of mineralization in the Pilar Mine and within the "Deepening Extension Zone"; two new regional copper discoveries named "N1 South" and "Vermelhos North", located within the 10 kilometer Vermelhos System trend; and, the identification of a brecciated massive sulphide zone within the Siriema deposit containing copper, nickel and cobalt as well as platinum, palladium, rhodium and gold.
- On April 29, 2021, the Company announced the discovery of the "Novo Zone" at the Vermelhos Mine, located approximately 200 meters below the main Vermelhos orebodies and existing infrastructure as well as two new mineralized systems within the Curaçá Valley, measuring 800 meters (Terra do Sal System) and 2.2 kilometers (C4 System) in strike length, respectively.
- On January 11, 2022, the Company announced that within the MCSA Mining Complex, it plans to create a two-mine system at the Pilar Mine (known as Pilar 3.0) whereby the upper levels of the mine, currently in operation, will be serviced by the existing shaft, while the Deepening Extension Zone will utilize a new, larger external shaft, expected to result in significant growth in total ore production from the mine, ramping from current levels of approximately 1.3 million tonnes per annum to approximately 3.0 million tonnes by 2026. Construction of the new external shaft began in the third quarter of 2021, and first production from the shaft is expected to commence in 2024.

NX Gold Mine

- On April 18, 2019, the Company announced the discovery of the Santo Antonio Vein, located between and on-trend of the Bras and Buracão veins.
- On July 7, 2021, the Company announced the discovery of a new high-grade extension of the Matinha Vein, located approximately 550 meters east of development within the Brás Vein.
- On August 6, 2021, the Company announced the closing of a Precious Metals Purchase Agreement (the " **NX Gold Stream Agreement**") with RGLD Gold AG ("**RG AG**"), a wholly owned subsidiary of Royal Gold, Inc., unlocking significant value from the NX Gold Mine and further highlighting the exploration potential of the

broader NX Gold land package. The Company received total upfront cash consideration of US$100 million from RG AG in exchange for an amount equivalent to 25% of gold produced from the NX Gold Mine until 93,000 ounces of gold have been delivered, decreasing to 10% of gold produced over the remaining life of mine. RG AG will make ongoing payments equal to 20% of the prevailing spot gold price for each ounce of gold delivered until 49,000 ounces of gold have been received, after which it will pay 40% of the prevailing spot gold price for each ounce of gold delivered. An additional amount of up to US$10 million will be payable to the Company subject to certain performance conditions related to planned exploration drilling and increases to the Measured and Indicated Mineral Resources of the NX Gold Mine. RG AG shall also commit US$5 per ounce of gold delivered under the NX Gold Stream Agreement to support the Company's environmental, social and governance commitments for the NX Gold Mine and surrounding communities.

- On January 11, 2022, the Company announced its plans to target higher sustained gold production levels of approximately 60,000 ounces per year at the NX Gold Mine, in an initiative known as "NX 60". The initiative is supported by the January 6, 2022 announcement of a maiden Mineral Reserve for the Matinha Vein where production is expected to commence in 2024.

Boa Esperança Property

- On September 28, 2021, the Company announced the results of its optimized feasibility study on the Boa Esperança Property, including (i) doubled life of mine ("**LOM**") copper production to approximately 326,000 tonnes with increased mine life of 12 years; (ii) increased annual average LOM copper production from approximately 18,000 tonnes to over 27,000 tonnes, with the first five years of production averaging approximately 35,000 tonnes per annum; and (iii) mine life of twelve years supported by updated Proven Mineral Reserves of 30.7 million tonnes at 0.89% copper and Probable Mineral Reserves of 12.4 million tonnes at 0.67% copper, as well as significant exploration upside identified within an under-explored area within the final pit limits, known as the "Gap Zone".
- In December 2021, the Boa Esperança Property was added to the Investment Partnership Program under Brazil's Strategic Pro-Mineral Policy, which seeks to facilitate permitting, licensing and other regulatory requirements related to mining strategic minerals, including copper. As a result, the Boa Esperança Property will be treated as a "national priority" as the Brazilian government aims to increase the country's copper production to support its domestic and economic development.
- On February 15, 2022, the Company announced that its Board approved the construction of the Boa Esperança Property. The Company expects to commence construction in the second quarter of 2022, with initial production to occur during the third quarter of 2024.

Corporate Promotions

- On January 4, 2021, the Company announced the promotion of Anthea Bath from Vice President, Technical Services to Chief Operating Officer and Makko DeFilippo from Vice President, Corporate Development to President. Ms. Bath joined the Company in 2018 and has been instrumental in oversight and delivery of all of the Company's recent technical and operational developments including, among others, the design and integration of the Deepening Extension Project (as defined below), implementation of ore-sorting and the installation of the Company's new high intensity grinding mill (HIG Mill). Mr. DeFilippo joined the Company immediately following the acquisition of MCSA and NX Gold and has been responsible for all corporate development and investor relations initiatives since 2017, including having supported the Company through its initial public offering in late 2017.

Business of the Company

Principal Products and Operations

The Company's principal product is copper produced and sold from the MCSA Mining Complex, with gold and silver produced and sold as by-products from the MCSA Mining Complex. Gold and, as a by-product, silver is also produced and sold from the NX Gold Property. During the year ended December 31, 2021, the operations of the MCSA Mining Complex processed 2,370,571 tonnes of material, producing 45,511 tonnes of copper and the operations of the NX Gold Property processed 171,581 tonnes of material, producing 37,798 ounces of gold. The following tables summarize the Company's production for the financial years ended December 31, 2021 and 2020 from the MCSA Mining Complex and the NX Gold Property:

	Year Ended December 31, 2021	Year Ended December 31, 2020
Operating Information		
Copper (MCSA Mining Complex)		
Ore Processed (tonnes)	2,370,571	2,271,625
Grade (% Cu)	2.03%	2.08%
Cu Production (tonnes)	45,511	42,814
Cu Production (lbs)	100,333,448	94,387,605
Concentrate Grade (% Cu)	34.0%	33.7%
Recovery (%)	92.4%	90.5%
Concentrate Sales (tonnes)	133,122	127,007
Cu Sold in Concentrate (tonnes)	45,717	42,813

	Year Ended December 31, 2021	Year Ended December 31, 2020
Operating Information		
Gold (NX Gold Property)		
Ore milled (tonnes)	171,581	162,642
Head grade (grams per tonne Au)	7.27	7.72
Recovery (%)	94.2%	91.3%
Gold ounces produced (oz)	37,798	36,830
Gold Sales (oz)	38,341	35,855

During the year ended December 31, 2021, the Company generated net operating revenue of US$491.4 million (based on the average annual exchange rate for Brazilian Real into US dollars of R$1.00 = US$0.1853). The following table summarizes the net revenue of the Company for the financial years ended December 31, 2021 and 2020. Tabular amounts are in thousands of US dollars:

	Year Ended December 31, 2021[(1)] (US$000s)	Year Ended December 31, 2020[(2)] (US$000s)
Copper concentrate	423,956	260,888
Gold	67,459	63,188
Net Operating Revenues:	**491,415**	**324,076**

Notes:
(1) Based on the average annual exchange rate for Brazilian Real to US dollars for 2021 of R$1.00 = US$0.1853.
(2) Based on the average annual exchange rate for Brazilian Real to US dollars for 2020 of R$1.00 = US$0.1940.

There are global copper and gold markets into which the Company can sell its copper concentrate and gold and, as a result, the Company is not dependent on a particular purchaser with regard to the sale of the copper concentrate and gold that it produces.

MCSA sells its final copper concentrate, containing gold and silver as by-product metals, to Paranapanema S.A. (" **Paranapanema**") and various international trading companies. Paranapanema smelts MCSA's copper concentrate into refined copper products at its smelter located in Dias D'Ávila, Bahia State, Brazil. International trading companies ship the copper concentrate purchased from MCSA to smelters globally via the Barra dos Coqueiros port located in Barra dos Coqueiros, Sergipé State, Brazil. All concentrate is transported from site to the port by road using standard highway trucks, which are weighed and sampled for final assay prior to shipment.

NX Gold produces and sells doré bars containing gold and silver to COIMPA Industrial Ltda. (" **COIMPA**"). The doré bars are transported to COIMPA's facility in Manaus, State of Amazonas, Brazil by airplane using a secure gravel airstrip located on the NX Gold Property.

Competitive Conditions

The Company's primary business is to produce and sell copper. The Company also produces and sells gold. Prices are determined by world markets over which the Company has no influence or control. Ero's competitive position is primarily determined by its costs compared to other producers throughout the world and its ability to maintain its financial integrity

through metal price cycles. Costs are governed to a large extent by the grade, nature and location of the Company's Mineral Reserves and Mineral Resources as well as by input costs and the level of operating and management skill employed in the production process.

The mining industry is competitive, particularly in the acquisition of additional Mineral Reserves and Mineral Resources in all phases of operation, and the Company competes with many companies possessing similar or greater financial and technical resources. The Company also competes with other mining companies and other third parties over sourcing raw materials, equipment and supplies in connection with its production, development and exploration operations, as well as for skilled and experienced personnel and transportation capacity.

Specialized Skills and Knowledge

The nature of the Company's business requires specialized skills, knowledge and technical expertise in the areas of geology, engineering, mine planning, mine operations, metallurgical processing, and environmental compliance. In addition to the specialized skills listed above, the Company also relies on staff members, contractors and consultants with specialized knowledge of logistics and operations in Brazil and local community relations. In order to attract and retain personnel with the specialized skills and knowledge required for the Company's operations, the Company maintains competitive remuneration and compensation packages. To date, the Company has been able to meet its staffing requirements.

Business Cycles

The mining business is subject to global economic cycles which affect the marketability of products derived from mining.

Employees

As at December 31, 2021, Ero and its subsidiaries employed a total of 2,745 employees (consisting of 22 employees of Ero, 5 employees of Ero Copper (US) Ltd., 2,297 employees of MCSA, 397 employees of NX Gold, and 24 employees of Mineração Boa Esperança S/A) and 2,035 contractors (consisting of 18 contractors of Ero, 1,673 contractors of MCSA and 344 contractors of NX Gold).

Foreign Operations

Ero's material properties are the MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property, each located in Brazil. Foreign operations accounted for approximately 100% of the Company's revenue and represented approximately 97.1% of its assets as at December 31, 2021. Accordingly, the Company is entirely dependent on its foreign operations for the exploration and development of its properties and for production of copper and gold. Any changes in regulations or shifts in political attitudes in any of these jurisdictions, or other jurisdictions in which Ero has projects from time to time, are beyond the control of the Company and may adversely affect its business. Future development and operations may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to the restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, land claims of local people, mine safety, work force health and safety in the face of prevailing epidemics, pandemics or other health risks, and receipt of necessary permits. The effect of these factors cannot be accurately predicted. See below under the heading "*Risks Factors*".

The risks of the corporate structure of the Company and its subsidiaries are risks that are typical and inherent for companies that have material assets and property interests held indirectly through foreign subsidiaries and located in foreign jurisdictions. The Company's business and operations in Brazil are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction such as a difference in laws, business cultures and practices, banking systems and internal control over financial reporting. See below under the heading "*Risk Factors*".

The Company has implemented a system of corporate governance, internal controls over financial reporting and disclosure controls and procedures that apply at all levels of the Company and its subsidiaries. These systems are overseen by the Board and implemented by the Company's senior management. The relevant features of these systems are set out below.

Control over and Communication with Foreign Subsidiaries

The Company controls its foreign subsidiaries by virtue of corporate oversight and by its ownership interest in such entities (see above under the heading "*Corporate Structure*"). The Company's management has the (i) power to appoint and dismiss, at any time, any and all of the foreign subsidiaries' officers and directors, (ii) power to instruct the foreign subsidiaries' officers to pursue business activities in accordance with the Company's wishes, and (iii) legal right, as a shareholder, to require the officers of each such foreign subsidiary to comply with their fiduciary obligations. As a result, management of the Company can effectively align its business objectives with those of the foreign subsidiaries and implement such objectives at the subsidiary level.

The Company maintains open communication with each of its operations in Brazil through several senior officers who are proficient in Brazilian Portuguese. In addition, all management team members in Brazil are fluent in Brazilian Portuguese and fluent (or proficient) in English. The primary language used in management and Board meetings is English and material documents relating to the Company and its operations that are provided to the Board are in English. If necessary, management of the Company and the Board have access to independent translators to overcome any language differences. The Company does not currently have a formal communication plan or policy in place and has not to date, experienced any communication-related issues.

Board and Management Expertise

Each of the Company's directors and senior officers have experience in Brazil, being the jurisdiction in which the Company operates. In addition, the Board, through its corporate governance practices, receives monthly management and technical updates and progress reports in connection with the foreign subsidiaries, and at each quarterly Board meeting, the directors meet with management on topics including short, medium and long-term corporate objectives, strategic risk and mitigation strategies and strategic planning, and in so doing, maintains effective oversight of the Company's business and operations. Moreover, Board members and senior officers have access to corporate director education programs which offer courses on topics such as strategic direction and risks, financial essentials, audit committee effectiveness, risks and disclosure, human resource and compensation committee performance and enterprise risk oversight.

Prior to the onset of COVID-19 in early 2020, each senior officer visited each of the Company's operations in Brazil to ensure effective control and management of the Company's foreign operations. Most senior officers of Ero visited the Company's operations quarterly, or more frequently if circumstances required, on a rotating basis. Each of the Company's directors, other than Dr. Sally Eyre and Ms. Chantal Gosselin who were appointed to the Board on August 12, 2019, visited the MCSA Mining Complex at least one time in 2018 and 2019. Such directors also visited the NX Gold Property at least one time in 2019. Since their appointment to the Board, Dr. Eyre visited the MCSA Mining Complex and the NX Gold Property one time in 2019 and Ms. Gosselin visited the MCSA Mining Complex one time in 2019. During these visits they met local employees, businesspersons and, in the case of senior officers, government officials, such interactions enhancing the visiting directors' and officers' knowledge of local culture and business practices.

Given the COVID-19 travel restrictions in Canada, the United States of American and Brazil, as well as the extensive measures taken by the Company to mitigate the possible impact of COVID-19 on its workforce, operations and local communities, no director, other than Messrs. Dunn, Strang and Wright, visited the Company's operations in 2020 and 2021. In addition to Messrs. Dunn and Strang, most senior officers of Ero visited the Company's operations at least twice in 2021, or more frequently if circumstances required. To ensure effective control and management of the Company's foreign operations during the pandemic, all directors are provided with monthly reports regarding the Company's business and operations, and virtual meetings are held amongst the Board and management quarterly, or more frequently if circumstances required, and held amongst management and the operations team in Brazil weekly, or more frequently if circumstances required.

Subject to prevailing COVID-19 conditions and travel restrictions, each of the Company's directors and senior officers intend to visit the MCSA Mining Complex, the Boa Esperança Property and the NX Gold Property in 2022.

Internal Control Over Financial Reporting and Funds

The Company maintains internal control over financial reporting with respect to its operations in Brazil by taking various measures. Several of the Company's senior officers have the relevant language proficiency (Brazilian Portuguese) and each senior officer has local cultural understanding and relevant work experience in Brazil which facilitates better understanding and oversight of the Company's operations in the context of internal controls over financial reporting.

Pursuant to the requirements of National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings* , the Company assesses the design of its internal controls over financial reporting on an annual basis. Furthermore, key controls for the accounts in scope are tested across the Company on an annual basis and the working papers of these tests performed at all the locations are reviewed at the head office level. Please refer to the Company's audited consolidated financial statements for the year ended December 31, 2021, a copy of which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

Differences in banking systems and controls between Canada and Brazil are addressed by having stringent controls over cash; especially over access to cash, cash disbursements, appropriate authorization levels, performing and reviewing bank reconciliations and the segregation of duties.

The Company ensures the flow of funds between Canada and Brazil functions as intended by:

- appointing common officers of the Company and MCSA/NX Gold;
- involving the Company's Chief Financial Officer, located in Vancouver, in hiring key finance personnel in Brazil; and
- closely monitoring the finance departments in Brazil by regular personal visits by the Chief Financial Officer, the Vice President, Finance and other key executives to Brazil.

Records

All of the minute books and corporate records and documents of the foreign subsidiaries are filed at the relevant entity's headquarters, and with the relevant governmental or regulatory body in Brazil. The custodians of such documents report directly to the Company's head office and senior management team to ensure continued oversight.

Environmental Protection

The Company's exploration, development and mining activities are subject to various levels of federal, state and local laws and regulations relating to the protection of the environment, including requirements for closure and reclamation of mining properties. Specific statutory and regulatory requirements and standards must be met throughout the exploration, development and mining stage of a property regarding air quality, water quality, fisheries, wildlife and forestry management and protection, tailing facility management, solid and hazardous waste management and disposal, noise, land use and reclamation. Details and qualification of the Company's mine closure and restoration obligations are set out in Note 12 of the Company's audited consolidated financial statements for the year ended December 31, 2021, a copy of which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

The financial and operating effect of environmental protection requirements on the capital expenditures and earnings of each mineral property are not significantly different than those of similar sized mines and therefore do not and will not impact the Company's competitive position in the current or future financial years.

Social and Environmental Policies

The Company places great emphasis on providing a safe and secure working environment for all its employees, suppliers, contractors and consultants, and recognizes the importance of operating in a sustainable manner. The Board has adopted a Code of Business Conduct and Ethics of the Company, which sets out the standards which guide the conduct of the Company's business and the behavior of its directors, officers, employees and consultants. All new employees must read, and acknowledge that they will abide by, the code when hired. The code, among other things, sets out standards in areas relating to the Company's commitment to health and safety in its business operations and the identification, elimination or control of workplace hazards; promotion and provision of a work environment in which individuals are treated with respect, provided with equal opportunity and is free of all forms of discrimination and abusive and harassing conduct; and ethical business conduct and legal compliance. The Board has also adopted a Supplier Code of Conduct, which sets out the core values that each supplier of the Company is expected to respect and abide by at all times, including among other things: (i) adhering to all applicable laws and regulations of the countries and regions where they conduct business, including laws protective of human rights, worker health and safety, and the environment; (ii) conducting their business ethically and not engaging, directly or indirectly, in unethical or illegal practices; (iii) adhering to the Company's Anti-Corruption Policy (discussed below), and with all applicable anti-corruption laws, including the *Corruption of Foreign Public Officials Act* (Canada); (iv) adhering to the Company's Global Human Rights Policy and Corporate Social Responsibility Policy (discussed below) in all of their dealings with workers, community members and others affected by their activities while providing services to the Company; and (v) adhering to the Company's Environmental Policy

(discussed below), Health and Safety Policy (discussed below) and all other site-specific environmental, health and safety practices and procedures that apply to their activities.

In addition, the Board has adopted a Global Human Rights Policy, as the Company is committed to fostering a positive human rights culture within the organization and striving to prevent or mitigate any adverse impact of the Company's activities on its employees, communities and external stakeholders. The policy applies to each director, officer, employee, and third party, such as contractor, consultant, supplier, vendor, security provider and business partner of Ero Copper and its subsidiaries. The policy, among other things, outlines the following commitments of Ero Copper: (i) adhering to all applicable human rights laws and regulations of the countries and regions where the Company conducts its business; (ii) providing a safe and healthy workplace that is free from violence, harassment, intimidation, and discrimination on the basis of race, colour, creed, age, gender (including gender identity and expression), language, national or social origin, family or marital status, sexual orientation, disability, religious, political or other opinion, union affiliation or other basis prohibited by law; (iii) respecting workers' rights, including freedom of peaceful assembly and association, and engagement in collective bargaining consistent with the relevant conventions on that subject; (iv) seeking to avoid or minimize causing or contributing to adverse human rights impacts through its activities, addressing such impacts if they occur, and engaging in processes to mitigate those impacts; (v) maintaining operational-level grievance mechanisms to report and address any actual or potential adverse impacts or risks on human rights; (vi) engaging in meaningful dialogue, promoting participation and fostering inclusion with potentially affected groups and other stakeholders, including women, children and minority groups; (vii) obtaining land access rights and conducting land acquisitions in an appropriate and timely manner to ensure that physical and economic displacement impacts on affected people, if any, are avoided or minimized where possible, and appropriately mitigated when they occur in a manner that fosters trust and mutual respect; (viii) acting with transparency and avoiding knowingly being complicit in activities that cause, or are likely to cause, adverse impacts or risks to human rights; (ix) not engaging in the use of forced, compulsory or child labour; and (x) respecting and not interfering with anyone who acts to promote or protect human rights through peaceful and lawful means.

The Board has also adopted a Whistleblowing Policy for individuals to report complaints and concerns regarding, among other things, accounting, internal accounting controls and auditing matters. As well, the Company has an Anti-Corruption Policy which requires that directors, officers, employees and consultants of the Company conduct business in a manner that does not contravene local and international anti-bribery and anti-corruption laws that apply to the Company, including the *Criminal Code* (Canada) and *Corruption of Foreign Public Officials Act* (Canada). The Lead Director and the Audit Committee of the Company, or a designated member thereof, are responsible for monitoring compliance with these policies and investigating any reported violations, although employees may approach the Company's external legal counsel if preferred for concerns under the Anti-Corruption Policy.

The Board has also established an Environmental, Health, Safety and Sustainability Committee to assist it in fulfilling its oversight responsibilities in respect of development, implementation and monitoring of the Company's health, safety, environment and sustainability policies. In particular, the Environmental, Health, Safety and Sustainability Committee is responsible for, among other things: (i) providing oversight with respect to management's periodic review, evaluation and development, where necessary, of policies, practices and standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of health, safety, sustainability and environmental stewardship; (ii) periodically reviewing, with management, the risks and opportunities associated with health and safety; environmental matters including water, waste, biodiversity and air quality management as well as emissions and climate change; corporate social responsibility matters including engagement with host communities; and related matters, and reviewing management's recommendations regarding the adoption of appropriate programs and procedures to address such risk and opportunities or, if required, make such recommendations; (iii) periodically reviewing, with management, the Company's loss prevention policies, tailings facility management, and emergency response plans and recovery programs; (iv) periodically reviewing, with management, the Company's strategies with respect to health, safety, sustainability and the environment; (v) periodically reviewing and monitoring the Company's policies and, if necessary, procedures and practices relating to the reporting of health, safety and environmental incidents with respect to the Company's employees, suppliers, contractors, consultants, facilities and operations, in compliance with regulatory laws; (vi) reviewing with management and legal counsel, the Company's current or pending legal actions by or against the Company, related to environmental, health and safety issues; (vii) receiving and reviewing reports regarding significant health, safety and environmental incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies; (viii) monitoring as well as reviewing reports prepared by the Company with respect to health, safety, sustainability and the environment, including emerging potential physical and market-related risks to the Company's business associated with climate change, and review the Company's public disclosure documents with respect to such matters; (ix) periodically reviewing steps taken by management to ensure that employees receive the training necessary to meet health, safety, sustainability and environmental standards set by law and policies set by the Company; (x) directing management to regularly monitor and report on the Company's health, safety, environmental and sustainability performance; (xi) facilitating information sharing with other Board committees to address matters of mutual interest or concern regarding health, safety, environmental and sustainability issues; and (xii) reporting regularly to the Board on its activities. The Environmental, Health, Safety and Sustainability Committee also assists the Board in its oversight of the Company's Corporate Social Responsibility Policy, Health and Safety Policy and Environmental Policy, which apply to each director, officer, employee and any third party, such as a contractor, consultant and supplier, representing or providing services for or on behalf of Ero Copper or any of its subsidiaries.

The Corporate Social Responsibility Policy outlines the Company's commitment to fostering sustainable development by operating all of its mines and developing new projects in a manner that is respectful of local communities. The policy, among other things, outlines the following commitments of Ero Copper: (i) identifying and engaging its communities of interest in timely, inclusive, ethical, transparent and culturally respectful dialogue prior to undertaking significant activities and throughout the life of an operation or project; (ii) continuing to maintain formal grievance mechanisms as part of its overall community engagement process; (iii) monitoring, continuously improving, and reporting on the performance and effectiveness of its activities related to corporate social responsibility; (iv) implementing meaningful and effective strategies for community engagement; (v) promoting a safe environment for local communities; (vi) respecting the social, economic and cultural rights of local people; (vii) assisting local and regional development in areas where its operations and projects are located through training and employment; and (viii) adhering to all applicable laws and regulations of the countries and regions where Ero Copper conducts its business.

The Health and Safety Policy outlines the Company's commitment to protecting the health and safety of its employees and third parties, such as contractors, consultants, and suppliers, at its mining operations and development projects. The policy, among other things, outlines the following commitments of Ero Copper: (i) promoting health and safety on and off the job; (ii) providing employees with the training and tools to work safely and expecting third parties, such as contractors, consultants and suppliers, to do the same; (iii) educating its employees to the potential hazards of their job and expecting third parties, such as contractors, consultants and suppliers, to do the same; (iv) requiring that employees perform their duties in the safest manner possible and expecting third parties, such as contractors, consultants and suppliers, to do the same; (v) adhering to all applicable health and safety laws and regulations of the countries and regions where Ero Copper conducts its business; (vi) striving for continuous improvement in all aspects of health and safety; (vii) providing a safe work environment by minimizing or, where possible, eliminating hazards, adhering to proven health and safety practices, implementing accident prevention programs, and ensuring that first aid and emergency response plans are in place at each operation; (viii) ensuring accident reporting is completed in a diligent manner and where necessary taking immediate steps to mitigate the potential for reoccurrence; (ix) developing and operating health and safety management programs at its operations that meet or exceed those in use by its peer companies; (x) promoting employee participation in the development of health and safety standards and management programs such that its employees take ownership of their health and safety responsibilities; (xi) conducting regular reviews of health and safety management programs and report findings to management and the Board; and (xii) conducting annual audits of all health and safety management programs and, with its capabilities, remediating all identified health and safety findings promptly.

The Environmental Policy outlines the Company's commitment to wise environmental stewardship, including operating its mines and developing new projects in an environmentally sustainable and responsible manner. The policy, among other things, outlines the following commitments of Ero Copper: (i) adhering to all applicable environmental laws, regulations and other environmental obligations in the countries and regions in which it operates, and to follow additional environmental standards and practices that are voluntarily adopted by the Company; (ii) protecting the environment by applying proven management practices to minimize releases of greenhouse gas emissions and other pollutants to the air, land or water, facilitate the appropriate treatment and disposal of waste and mitigate environmental impacts; (iii) mitigating impacts to biodiversity through research, partnerships and land management processes; (iv) promoting the efficient use of energy, water and other natural resources through recovery, recycling and reuse; (v) striving to ensure the safe and responsible management and storage of tailings in accordance with applicable laws and regulations during the life of each operation and after the closure thereof; (vi) performing progressive reclamation activities during the life of each operation, and regularly updating closure plans to take into consideration the interests of host communities; (vii) communicating this commitment to excellence in environmental performance and climate protection with its subsidiaries, employees, suppliers, contractors, and other agents and the communities in which it operates; (viii) allocating the necessary resources to meet its reclamation and environmental obligations; (ix) educating employees regarding environmental matters, including climate change, water conservation and energy efficiency and awareness, and promoting employee participation in minimizing environmental impacts; (x) striving to ensure all environmental incidents are reported, investigated and remediated; (xi) seeking opportunities to improve its environmental performance through adherence to these principles; (xii) regularly reviewing its environmental management system to ensure that it remains appropriate and that its environmental objectives and targets are being addressed; and (xiii) communicating openly and transparently with internal and external interested parties to develop a mutual understanding of environmental issues, needs and expectations, including regularly report its water use, energy use and greenhouse gas emissions as well as climate-related risks and opportunities to stakeholders.

A copy of the above-mentioned codes and polices can be found on the Company's website at www.erocopper.com.

MCSA MINING COMPLEX

The scientific and technical information in this section relating to the MCSA Mining Complex, other than the scientific and technical information under the heading "*MCSA Mining Complex – Updated Information with respect to the MCSA Mining Complex*", is a direct extract of the Executive Summary section contained in the MCSA Mining Complex Technical Report dated January 14, 2021 with an effective date of October 1, 2020, which has been conformed to be consistent with the formatting and other defined terms within this AIF. The entire MCSA Mining Complex Technical Report, a copy of

which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov, is incorporated by reference into this AIF and should be consulted for details beyond those incorporated herein.

The scientific and technical information set out in this AIF under the heading " *MCSA Mining Complex - Updated Information with respect to the MCSA Mining Complex*", has been reviewed and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of NI 43-101.

Executive Summary

Ero Copper is a Vancouver-based publicly listed copper mining company that trades on the Toronto Stock Exchange under the ticker "ERO" and exists under the BCABC. Ero Copper's principal asset is a 99.6% interest in MCSA, a Brazilian mining company operating in the Curaçá Valley, northeastern Bahia State, Brazil. The regional MCSA operations include fully integrated processing operations and, currently, two active producing mining locations within the Curaçá Valley. The active operations include the Caraíba Complex (comprised of the underground Pilar Mine (" **Pilar UG Mine**"), integrated Caraíba Mill and the inactive solvent extraction electrowinning plant (" **SX/EW Plant**")), and the underground Vermelhos Mine ("**Vermelhos UG Mine**"). The past producing operations include the open pit mines of R22 (" **R22 Mine**"), Surubim ("**Surubim OP Mine**") as well as the historic mines of Angicos ("**Angicos Mine**") and Suçuarana (" **Suçuarana Mine**"). Collectively the active and past-producing mines comprise the "MCSA Mining Complex". Additionally, future operations are forecast to occur later in the production plan within the northern part of the Curaçá Valley including: the adjacent Vermelhos West (N8) and Vermelhos East (N9) open pits (collectively the " **N8/N9 OP Mine**"), the Siriema open pit mine ("**Siriema OP Mine**"), collectively with the active Vermelhos UG Mine comprise the Mineral Reserves within the " **Vermelhos District**". In the central part of the Curaçá Valley, future operations include: the adjacent Surubim and C-12 underground mines (the "**Surubim UG Mine**" and "**C-12 UG Mine**") and the C-12 open pit (" **C-12 OP Mine**"), collectively with the Surubim OP Mine, which is expected to re-start operations during 2021, comprise the stated Mineral Reserves of the "**Surubim District**". In the southern part of the Curaçá Valley, the past producing Suçuarana open pit ("**Suçuarana OP Mine**") and the R22W open pit (" **R22W OP Mine**"), collectively with the active Pilar UG Mine comprise the stated Mineral Reserves of the "**Pilar District**". The Pilar District is located approximately 385km north-northwest of Salvador and 90km southeast of Petrolina, in the State of Bahia, Brazil. The center of the Surubim District is located approximately 33km north of the Caraíba Mine at the Surubim OP Mine, while the center of the Vermelhos District and the Vermelhos UG Mine is located another 31km north-northwest of the Surubim OP Mine. In aggregate, mining and development activities occur over approximately 100km in strike length across the Curaçá Valley.

Within the MCSA Mining Complex life-of-mine (" **LOM**") production plan, the Company has included production, capital and operating cost projections based upon the Mineral Reserves derived from the Measured and Indicated Mineral Resources from within the Deepening Extension Zone of the Pilar Mine (the "**Deepening Extension Project**").

In addition, the Company has included an independent preliminary economic assessment based upon the Inferred Mineral Resources within the Deepening Extension Zone of the Pilar Mine (the "**Deepening Inferred Project**"), that shows the expected synergies associated with utilizing the infrastructure that will be built in support of the Deepening Extension Project, to illustrate the potential of the Deepening Extension Zone. Additional information on the Deepening Inferred Project can be found in Chapter 24 of the MCSA Mining Complex Technical Report. The Deepening Inferred Project is preliminary in nature and based on the Inferred Mineral Resources of the Deepening Extension Zone which are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the Deepening Inferred Project will be realized. Mineral Resources that are not Mineral Reserves do not have a demonstrated economic viability. The Company has commenced a program to continue infill drilling of the Inferred resource to further upgrade this material; however, until this work is completed and the Inferred resources have been upgraded to reserves, there is no certainty this material will be converted into Mineral Reserves.

The MCSA Mining Complex has an extensive operating history in the region. Open pit and processing operations started in 1979, while underground mining operations commenced in 1986. MCSA owns a 100% interest in the MCSA Mining Complex including the above mentioned mines, integrated processing facilities and all supporting infrastructure. The Pilar UG Mine currently produces a nominal 4,000 tonnes per day ("**t/d**"), or approximately 1.4 million tonnes per annum from underground operations that, combined with the nominal 3,000 to 5,000 t/d, or approximately 1.0 million tonnes per annum currently mined from satellite mining operations within the MCSA Mining Complex, including the Vermelhos UG Mine, serves as feed for the Caraíba Mill. The Caraíba Mill is currently producing high quality, low impurity copper concentrate

grading approximately 35% copper. The concentrate typically contains minor amounts of precious metals. Historical average grades of precious metals in concentrate are approximately 2 gpt gold and 43 gpt silver in concentrate.

The purpose of the MCSA Mining Complex Technical Report is to set out and to provide background and supporting information on the Mineral Resources and Mineral Reserves for the MCSA Mining Complex. The MCSA Mining Complex Technical Report was prepared by GE21 and BNA on behalf of Ero Copper. The MCSA Mining Complex Technical Report and estimates herein have been prepared following the guidelines of NI 43-101 and Form 43-101F1 – Technical Report.

The effective date of the MCSA Mining Complex Technical Report is October 1, 2020 (in this section of the AIF, the " **Effective Date**"). The issue date of the MCSA Mining Complex Technical Report is January 14, 2021.

1.1 Property Description and Ownership

The MCSA Mining Complex is located in northeastern Bahia State, Brazil, about 385 km north-northwest of the capital city of Salvador. The center of the MCSA Mining Complex is located at 9º 52' South, 39º 52' West. As of the Effective Date, MCSA holds, has applications in process, or has negotiated agreements with third-parties for a north-trending set of 110 mineral exploration rights, six mining concessions and one additional mining concession is currently under application. The property, including mining and permits under application covers a total area of 164,377.69 ha. The exploration rights held or with applications in process cover an area of 160,118.81 ha and consist of areas up for renewal as well as negotiated with third-parties under normal course of business. MCSA holds 100% legal and beneficial ownership of exploration rights for a period varying up to three years with three-year extensions provided annual reporting requirements are performed on the property. Within the exploration rights, MCSA's interests include the right to access the property, to engage in exploration, development, processing, and construction activities in support of mineral exploration and development. Where applicable, compensation is provided to the holder of surface rights for occupation or loss caused by the work.

Mining and development activities are contained within six mining concessions covering 3,299.61 ha. In addition, MCSA has one application for mining covering 966.27 ha. Within the mining concessions, MCSA holds 100% legal and beneficial ownership. There are no time constraints provisioned with the mining concessions; however, operating permits and licenses are extended and renewed in normal course of business according to the nature of each permit and requirements therein.

Infrastructure maps of the MCSA Mining Complex and the broader Curaçá Valley are shown in Appendix D to the MCSA Mining Complex Technical Report.

1.2 Geology and Mineralization

The Curaçá Valley's mafic-ultramafic complex is located within the Curaçá high-grade metamorphic gneissic terrain - part of the Salvador-Curaçá orogen, a northern extension of the Atlantic Coast Granulite Belt in the São Francisco Craton. The mining and development projects located within the MCSA Mining Complex lie within a Trans-Amazonian age belt bordered on the west by volcano-sedimentary rocks of the Jacobina Group and on the east by the Itiúba intrusive syenite rocks.

Known copper deposits are hosted within the Rio Curaçá and Tanque Novo sequences, differentiated by metamorphic facies. The two sequences are located across the base of the MCSA Mining Complex and include the mafic-ultramafic rocks as well as granite, granodiorite and syenite. Pyroxenite has been described within the mafic-ultramafic lenses at the Caraíba Mine, R22W Mine, Angicos Mine, Suçuarana Mine, Surubim OP Mine and the Vermelhos UG Mine.

The Cu-rich deposits are hosted by irregular-shaped intrusive bodies of pyroxenite (hypersthenite) and minor gabbro-norite that have been intruded into granulite facies gneiss and migmatite at the northern margin of the São Francisco Craton. The intrusions have been interpreted as either deformed sill-like bodies or irregular shaped intrusions into an anastomosing ductile shear zone. Mineralized textures include interstitial, net-textured, stringer and sulphide-rich matrix breccias. There is additional evidence throughout the Curaçá Valley of sulphide zonation, characterized as pyrrhotite +/- pentlandite zoning to pyrrhotite +/- pentlandite plus chalcopyrite and finally to chalcopyrite plus bornite. High-grade mineralization is often closely associated with phlogopite enrichment. Additional work is underway to evaluate recent observed occurrences of nickel and platinum group elements throughout the Curaçá Valley.

1.3 Exploration Status

Once open pit operations began in 1979, limited exploration work was performed regionally outside of the main Caraíba Mine area. Where it did occur, such exploration work focused primarily on exploration permit renewal requirements. The Caraíba Mine was privatized in 1994 and further exploration work was limited until the formation of the Codelco Joint Venture in 2004 (the "**Codelco JV**") which existed until 2008. Under the Codelco JV, work was conducted on several prospects outside of the Caraíba Mine area including an airborne Versatile Time Domain Electromagnetic survey over the Vermelhos District. Ground Moving-loop Electromagnetic and Bore-hole Electromagnetic ("**BHEM**") test surveys were also conducted.

Near-surface copper mineralization in the Curaçá Valley has historically been well-defined by geochemical sampling methods. Mineralized mafic-ultramafic intrusions show anomalous copper, nickel, cobalt, gold and silver. Several soil geochemical surveys have been conducted regionally throughout the Curaçá Valley. Leveling efforts undertaken by Ero Copper in 2018 to normalize multiple surveys into a central database have been successful and the dataset, supplemented with ongoing soil geochemistry campaigns, continues to be used to define areas of exploration potential.

Historic regional exploration activities also included geophysical surveys performed locally on specific targets. These include ground magnetic, gravity and induced polarization ("**IP**") surveys. Regional airborne geophysical surveys consist of a historic magnetic and radiometric survey flown by the Brazil National Department of Mineral Production ("**DNPM**" which was replaced in 2018 by the new federal mining agency of Brazil, the Agência Nacional de Mineração ("**ANM**")). Based on known deposits, mineralized mafic-ultramafic intrusions respond well to gravity, IP and electromagnetic ("**EM**") surveys including the use of BHEM.

Since the acquisition of MCSA in late 2016, Ero Copper has worked with MCSA to compile, organize, validate, analyze and interpret the various historical data sets. A list of prioritized exploration targets using district-wide dataset compilation and validation has been created for the first time for the MCSA exploration permits throughout the Curaçá Valley. Priority targets occur in three main areas or "Districts": the Pilar District, the Vermelhos District and the Surubim District.

In 2018, Ero Copper advanced its exploration efforts and completed approximately 158,000m of drilling with the objective of upgrading and increasing Mineral Resources and reserves as well as commenced testing new regional targets in the Curaçá Valley. Simultaneously, Ero Copper continued development and production from the Pilar UG Mine, Surubim OP Mine (expected to re-start operations in 2021) and commenced production from the Vermelhos UG Mine. In support of its regional exploration efforts, Ero Copper commissioned and completed a ~24,000 line-km airborne electromagnetic and gravity geophysical survey focused on high-grade discoveries throughout the Curaçá Valley. In 2019, Ero Copper significantly increased drilling activities and completed approximately 235,000m of drilling, continuing to focus on upgrading and increasing Mineral Resources and reserves as well as testing of new regional targets in the Curaçá Valley.

Ero Copper significantly increased drilling activities through 2020, whereas at the date of the MCSA Mining Complex Technical Report, a total of 27 drill rigs are on the property. Over 220,000m of drilling is planned for 2020 throughout the Curaçá Valley. Drilling continues to focus on in-mine extensions, near-mine discoveries, including further exploration of the Deepening Extension Zone, new near-mine discoveries and new regional discoveries within the three main mineralized Districts of the Curaçá Valley.

1.4 Development and Operations

Mining operations within the Curaçá Valley are currently comprised of two core operations: the Pilar UG Mine and the Vermelhos UG Mine. Production from these two mines currently serves as feed for the Caraíba Mill. Ongoing development and exploration activities include: the continued advancement of the primary ramp and associated infrastructure of the Pilar and Vermelhos underground mines in support of mine life extensions, including the delivery of the Deepening Extension Project, as well as associated plant and site refurbishments undertaken in support of the LOM plan and during the normal course of business.

In support of the current Mineral Resource and Mineral Reserve estimate, a total of 857,589m of diamond core drilling was incorporated into the geological model.

1.5 Data Verification and QA/QC

GE21 has visited MCSA's operations on a regular basis since 2017 to assess MCSA's exploration data, including overall procedures for drilling, logging, sample handling, control, storage, quality-assurance quality-control ("**QA**/**QC**"), database preparation and density measures.

Sample Preparation, Analyses and Security

MCSA's sampling procedures are well-defined, in line with the industry best practices. Physical preparation and chemical analysis of core samples are performed by MCSA's on-site laboratory, following well-defined procedures. GE21 evaluated the sample collection, analysis and security methods, as well as the procedures used by MCSA's internal laboratory.

Quality Assurance and Quality Control

Standard QA/QC procedures implemented by MCSA were found to be complete and aligned with industry best practices. A selection of historic information (collected before the current QA/QC procedures were implemented in 2007) was verified by the authors of the MCSA Mining Complex Technical Report via a post-mortem validation process. Data from historic drill holes that could not be validated were omitted from the Mineral Resource estimate.

The QA/QC process implemented includes the analysis of blanks, standards, pulverized duplicates, coarse tailings duplicates, field duplicates and a second third-party laboratory check-assay. Check-assay analysis of copper grades by a second third-party laboratory was implemented as part of MCSA's QA/QC program in 2020. As part of the validation process, GE21 verified 377 holes totaling 96,417m of drilling. Density information has been obtained for over 40 years, and measurement processes are aligned with standard industry practice. Based upon the validation process, GE21 concluded that MCSA's exploration data is adequate for the current Mineral Resource and Mineral Reserve estimate.

1.6 Mineral Resource and Mineral Reserve Estimates

Mineral Resource and Mineral Reserve estimates for the MCSA Mining Complex were classified and prepared in accordance with CIM Standards and CIM Guidelines by Sr. Porfirio Cabaleiro Rodriguez, MAIG, with contributions from others at GE21. All are independent Qualified Persons as such term is defined under NI 43-101.

The authors of the MCSA Mining Complex Technical Report validated the current Mineral Resource estimate that was prepared by MCSA under the supervision of GE21, by preparing a separate 3D model using Leapfrog Geo software, to define and interpolate geological domains. The variograms prepared by MCSA under the supervision of GE21 were reproduced and applied through an independent grade estimate, using Leapfrog Edge software. Resource classification was determined based upon the number of "passes" and results were used to compare the tonnage, grade and contained copper content within each geological domain. Differences of less than 5% of the contained copper content was considered acceptable within each domain. The validation performed did not indicate any material differences between the two estimates.

Mineral Reserves were classified according to the CIM Standards and the CIM Guidelines by Dr. Beck (Alizeibek) Nader, FAIG, of BNA, an independent Qualified Person as such term is defined under NI 43-101.

1.6.1 Mineral Resources

Cut-off grades of 0.51% copper as well as a marginal cut-off grade of 0.32% copper, were used for underground Mineral Resources and 0.21% copper for open pit Mineral Resources. Mineral Resources were estimated using ordinary kriging within 5m by 5m by 5m block sizes. Mineral Resources are shown inclusive of Mineral Reserves. Underground Mineral Resource effective date varies by deposit, with an effective date of August 8, 2020 except for P1P2 (July 24, 2020), R75 (July 9, 2019) and Suçuarana (July 3, 2020) within the Pilar District; Vermelhos Mine (July 29, 2020), Siriema and N8 (July 4, 2020), N9 (July 9, 2019) within the Vermelhos District; and Surubim District effective date of July 9, 2019 except for Terra do Sal (July 3, 2020). Open pit Mineral Resource effective date varies by deposit, with an effective date of August 8, 2020, except for Suçuarana (July 3, 2020), R22W and R75 (July 9, 2019) within the Pilar District; Siriema and N8 (July 4, 2020), N9 and Vermelhos North (July 9, 2019) within the Vermelhos District; and an effective date of July 9, 2019 for the Surubim District except Terra do Sal (July 3, 2020).

Table 1-1: Underground Mineral Resources

Underground Mine / Deposit	Classification	Tonnage (000 tonnes)	Grade (Cu %)	Cu Contained (000 tonnes)
Deepening Extension Zone, Pilar Mine *(Pilar Mine below Level -965)*	Measured	-	-	-
	Indicated	7,527	1.86	140.0
	Measured & Indicated	**7,527**	**1.86**	**140.0**
	Inferred	4,476	2.12	94.8
Pilar Mine Ex-Deepening Extension Zone *(Pilar Mine above Level -965)*	Measured	26,829	1.50	401.3
	Indicated	13,991	1.11	154.8
	Measured & Indicated	**40,820**	**1.36**	**556.0**
	Inferred	12,790	0.87	111.6
Pilar District, Other Underground *(R75, Sucuarana)*	Measured	816	0.72	5.9
	Indicated	1,045	0.89	9.3
	Measured & Indicated	**1,861**	**0.82**	**15.2**
	Inferred	742	0.60	4.5
Pilar District Underground Total	Measured	27,645	1.47	407.2
	Indicated	22,563	1.35	304.2
	Measured & Indicated	**50,208**	**1.42**	**711.3**
	Inferred	18,008	1.17	210.9
Vermelhos Mine	Measured	3,389	2.80	94.9
	Indicated	4,514	1.19	53.7
	Measured & Indicated	**7,903**	**1.88**	**148.6**
	Inferred	4,128	0.86	35.5
Vermelhos District, Other Underground *(Siriema, N8/N9)*	Measured	1,465	0.79	11.6
	Indicated	4,153	0.80	33.4
	Measured & Indicated	**6,676**	**0.91**	**61.1**
	Inferred	7,689	0.88	67.9
Vermelhos District Underground Total	Measured	4,402	2.33	102.4
	Indicated	8,667	1.00	87.1
	Measured & Indicated	**13,069**	**1.45**	**189.5**
	Inferred	13,781	0.93	127.6
Surubim District, Other Underground *(Surubim, C12, Cercado Velho, Lagoa da Mina, Terra do Sal)*	Measured	1,841	0.96	17.7
	Indicated	3,062	0.96	29.3
	Measured & Indicated	**4,904**	**0.96**	**47.0**
	Inferred	4,482	0.92	41.3
Surubim District Underground Total	Measured	1,841	0.96	17.7
	Indicated	3,062	0.96	29.3
	Measured & Indicated	**4,904**	**0.96**	**47.0**
	Inferred	4,482	0.92	41.3
Total, Underground	Measured	33,888	1.56	527.3
	Indicated	34,292	1.23	420.6
	Measured & Indicated	**68,180**	**1.39**	**947.9**
	Inferred	36,271	1.05	379.8

Underground Mineral Resource Notes:

1. Mineral Resource effective date varies by deposit, with an effective date of August 8, 2020 except for P1P2 (July 24, 2020), R75 (July 9, 2019) and Suçuarana (July 3, 2020) within the Pilar District; Vermelhos Mine (July 29, 2020), Siriema and N8 (July 4, 2020), N9 (July 9, 2019) within the Vermelhos District; and Surubim District effective date of July 9, 2019 except for Terra do Sal (July 3, 2020).
2. Presented Mineral Resources inclusive of Mineral Reserves. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
3. Mineral Resources have been constrained within newly developed 3D lithology models applying a 0.45% and 0.20% copper grade envelope for high and marginal grade, respectively. Within these envelopes, Mineral Resources for underground deposits were constrained using varying stope dimensions of up to 20m by 10m by 35m applying a 0.51% copper cut-off grade, as well as a 0.32% copper marginal cut-off grade. Mineral Resources have been estimated using ordinary kriging inside 5m by 5m by 5m block sizes. The Mineral Resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

Table 1-2: Open Pit Mineral Resources

Open Pit Mine / Deposit	Classification	Tonnage (000 tonnes)	Grade (Cu %)	Cu Contained (000 tonnes)
Pilar District, Open Pit *(R22W, Suçuarana, R75)*	Measured	3,172	0.49	15.4
	Indicated	365	0.45	1.6
	Measured & Indicated	**3,537**	**0.48**	**17.0**
	Inferred	351	0.47	1.6
Pilar District Open Pit Total	Measured	3,172	0.49	15.4
	Indicated	365	0.45	1.6
	Measured & Indicated	**3,537**	**0.48**	**17.0**
	Inferred	351	0.47	1.6
Siriema Deposit	Measured	-	-	-
	Indicated	2,956	0.92	27.1
	Measured & Indicated	**2,956**	**0.92**	**27.1**
	Inferred	187	0.99	1.9
N8/N9 Deposits	Measured	7,420	0.55	41.1
	Indicated	13,562	0.48	64.9
	Measured & Indicated	**20,982**	**0.51**	**106.0**
	Inferred	858	0.40	3.4
Vermelhos North	Measured	-	-	-
	Indicated	-	-	-
	Measured & Indicated	**-**	**-**	**-**
	Inferred	121	0.88	1.1
Vermelhos District Open Pit Total	Measured	7,420	0.55	41.1
	Indicated	16,518	0.56	92.0
	Measured & Indicated	**23,938**	**0.56**	**133.1**
	Inferred	1,166	0.55	6.4
Surubim Mine	Measured	2,340	0.93	21.7
	Indicated	73	0.84	0.6
	Measured & Indicated	**2,413**	**0.92**	**22.3**
	Inferred	3	0.80	0.0
C12 Deposit	Measured	1,272	0.94	11.9
	Indicated	942	0.70	6.6
	Measured & Indicated	**2,214**	**0.84**	**18.6**
	Inferred	154	0.56	0.9
Surubim District, Other Open Pit *(Cercado Velho, Lagoa da Mina, Terra do Sal)*	Measured	1,067	0.61	6.5
	Indicated	1,436	0.67	9.6
	Measured & Indicated	**2,503**	**0.64**	**16.1**
	Inferred	1,255	0.15	1.9
Surubim District Open Pit Total	Measured	4,678	0.86	40.1
	Indicated	2,452	0.69	16.8
	Measured & Indicated	**7,130**	**0.80**	**56.9**
	Inferred	1,413	0.20	2.8
Total, Open Pit	Measured	15,270	0.63	96.6
	Indicated	19,335	0.57	110.5
	Measured & Indicated	**34,605**	**0.60**	**207.0**
	Inferred	2,930	0.37	10.8

Open Pit Mineral Resource Notes:

1. Mineral Resource effective date varies by deposit, with an effective date of August 8, 2020, except for Suçuarana (July 3, 2020), R22W and R75 (July 9, 2019) within the Pilar District; Siriema and N8 (July 4, 2020), N9 and Vermelhos North (July 9, 2019) within the Vermelhos District; and an effective date of July 9, 2019 for the Surubim District except Terra do Sal (July 3, 2020).
2. Presented Mineral Resources inclusive of Mineral Reserves. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
3. Mineral Resources have been constrained within newly developed 3D lithology models using a 0.21% copper cut-off grade for open pit deposits. Mineral Resources have been estimated using ordinary kriging inside 5m by 5m by 5m block sizes. The Mineral Resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

1.6.2 Mineral Reserves

The Mineral Reserves for the Pilar UG Mine, Vermelhos UG Mine, N8/N9 OP Mine, Siriema OP Mine, C12 UG Mine, C12 OP Mine and the Surubim OP Mine are derived from the Measured and Indicated Mineral Resources as defined within the resource block models following the application of economic and other modifying factors further described below. Inferred Mineral Resources, where unavoidably included within a defined mining shape, have been assigned zero grade.

Table 1-3: Mineral Reserves

	Classification	Tonnage (000 tonnes)	Grade (Cu %)	Cu Contained (000 tonnes)
Reserves, Underground				
Deepening Extension Zone, Pilar UG Mine (Pilar Mine below Level -965)	Proven	-	-	-
	Probable	7,432	1.68	125
Pilar UG Mine Ex-Deepening Extension Zone (Pilar Mine above Level -965)	Proven	5,835	1.41	82
	Probable	7,725	1.09	84
Vermelhos UG Mine	Proven	3,359	2.09	70
	Probable	1,844	1.23	23
Surubim District, Underground (C12 Underground)	Proven	513	1.09	6
	Probable	515	0.83	4
Total Proven, Underground		**9,707**	**1.63**	**158**
Total Probable, Underground		**17,516**	**1.34**	**236**
Total Proven & Probable, Underground		**27,224**	**1.45**	**394**
Reserves, Open Pit				
N8/N9 OP Mine (Vermelhos District)	Proven	7,355	0.55	40
	Probable	8,012	0.54	44
Siriema OP Mine (Vermelhos District)	Proven	-	-	-
	Probable	3,011	0.88	26
Surubim District, Open Pit (Surubim & C12)	Proven	2,778	0.82	23
	Probable	123	0.55	1
Suçuarana South OP Mine (Pilar District)	Proven	1,623	0.42	7
	Probable	328	0.46	2
Total Proven, Open Pit		**11,757**	**0.60**	**70**
Total Probable, Open Pit		**11,474**	**0.63**	**72**
Total Proven & Probable, Open Pit		**23,230**	**0.61**	**142**

Mineral Reserve Notes:

1. Mineral Reserve effective date of October 1, 2020.
2. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
3. Mineral Reserve estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate for the deposit. Mineral Reserves are based on a long-term copper price of US$2.75 per lb, and a USD:BRL foreign exchange rate of 4.27, except for the C12 (Surubim District) and Suçuarana (Pilar District) open pit mines, whose design was not changed since 2019, and continued to assume a 3.70 USD:BRL foreign exchange rate. Mineral Reserves are the economic portion of the Measured and Indicated Mineral Resources. Mining dilution and recovery factors vary for specific Mineral Reserve sources and are influenced by factors such as deposit type, deposit shape, stope orientation and selected mining method. Inferred resource blocks, where unavoidably mined, were assigned zero grade. Dilution occurring from Measured & Indicated resource blocks was assigned grade based upon the Mineral Resource grade of the blocks included in the dilution envelope. Please see “Technical and Scientific Information” in the MCSA Mining Complex Technical Report for additional information on the stated Mineral Reserves.

A summary of the Mineral Reserve estimate parameters is provided below:

Table 1-4: Mineral Reserve Estimate Parameters

Mining Costs (US$/tonne ore mined)	
Pilar UG Mine	$23.52
Vermelhos UG Mine	$21.95
C12 UG Mine	$18.66
Surubim OP Mine	$2.65
Suçuarana & C12 OP Mine	$3.06
N8/N9 & Siriema OP Mines	$2.17
Transportation Costs (US$/tonne to mill)	
Pilar Mine	(none)
Vermelhos Mine	$10.96
Surubim OP Mine	$5.48
C12 OP/UG Mine	$5.98
Suçuarana mine	$3.54
Processing Costs (US$/tonne milled)	
Pilar & Vermelhos Mines	$7.41
Suçuarana & C12 OP/UG Mine	$7.90
Surubim, Siriema & N8/N9 OP Mines	$4.12
Metallurgical Recovery (average)	
Pilar UG Mine	90.39%
Vermelhos UG Mine	91.49%
N8/N9, Siriema, Suçuarana & C12 OP/UG Mines	89.0%
Surubim OP Mine	85.0%

LME Copper Price (US$/lb)	**$2.75**
Net Smelter Return	**94.53%**
Transport & Sales Costs (US$/tonne copper)	**$82.15**
CFEM Royalty (after tax)	**1.58%**
Foreign Exchange Rate (USD:BRL)	*4.27*

Reserve Parameters Note
All road-maintenance costs associated with the Curaçá Valley haul road have been allocated to Vermelhos. Calculated differences between open pit mining and processing costs are a result of additional incurred costs related to contract mining vs. employee operated and allocation of mining and processing administrative / fixed costs between mines. Metallurgical recoveries vary by area as outlined. G&A costs of US$4.16 per tonne were applied to the current operating underground mining operations of Pilar and Vermelhos. USD:BRL foreign exchange rate of 4.27 applied to all mines, except Suçuarana and C12 OP/UG mines, as the mine designs did not change from 2019, thus remain based on a USD:BRL foreign exchange rate of 3.70.

Other modifying factors considered in the determination of the Mineral Reserve estimate include:

- 10% dilution has been applied to all mines, with the exception of the Pilar UG Mine which varies with stope height. For planned stopes within the Pilar UG Mine with a height above 35 meters, dilution of 15% has been applied, while for planned stopes with a height of 26 meters, dilution of 7% has been applied.
- Maximum bench height of 15 meters for open pit mines. Maximum underground stope dimensions based on geotechnical assessments from previous studies and past operating experience within each mining area, combined with evaluation of induced stresses and the Rock Mass Rating.
- The Vertical Retreat Mining method with cemented paste fill was selected for the Pilar UG Mine, where the method is currently in use. For the Vermelhos UG Mine, Sublevel with cemented rockfill is the mining method currently in use on consideration of the dip, plunge and thickness of the ore-bodies, the rock quality designation and overall competence of the host rock.

- Mining recovery of 100% has been applied for open pit mines. The Pilar UG Mine and Vermelhos UG Mine assume 96% and 95% mine recovery, respectively.
- Within designed stopes, all contained material was assumed to be mined with no selectivity. Inferred Mineral Resources, where unavoidably included within a defined mining shape, have been included in the Mineral Reserves estimate at zero grade. Mining dilution resulting from Measured and Indicated blocks was assigned the grade of those blocks captured in the dilution envelope using the estimated grade within the blocks of the dilution and development model.

Additionally, GE21 and BNA presents the following accompanying comments to the Mineral Resource and Mineral Reserve estimate:

- MCSA holds the surface rights required to support the mine operations considered in the Mineral Reserve estimate. Future development beyond the stated Mineral Reserves of these areas may require additional acquisition of surface rights.
- As of the date of the MCSA Mining Complex Technical Report, MCSA possesses the requisite permits to allow for current mining and processing operations from its core assets of the Pilar UG Mine and Vermelhos UG Mine and is in the process of obtaining mining permits for future production areas commensurate with the envisioned production timelines of those areas as outlined in the LOM plan. Based upon the long operating history of MCSA, the well-established timelines and procedures to obtain such permits, it is the opinion of the QPs that permitting of future production areas within the envisioned timelines does not pose a material risk for the development of the stated Mineral Reserves.
- Overall, GE21 considers that the components of the Mineral Reserve estimate (including but not limited to geology, mining, processing, infrastructure, logistics, market, environmental and social considerations) have been conducted at a feasibility level of study and in accordance with NI 43-101.

It is the opinion of the QPs that there are no known mining, metallurgical, infrastructure, permitting, legal, political, environmental, title, taxation, socio-economic, marketing or other relevant factors that could materially affect the potential development of the stated Mineral Reserves.

1.7 Recovery Methods

The Caraíba Mill has been producing copper concentrate since commissioning in 1979 and has benefited from improvement projects over the years, including most recently those undertaken by Ero Copper. The mill has been designed to process ore from both the Pilar UG Mine, via a production shaft supported by two primary underground jaw crushers as well as ore from throughout the Curaçá Valley (including within the Vermelhos and Surubim Districts) via a primary cone crusher located on surface. The concentrator is operated 24 hours per day, 7 days per week with monthly scheduled downtime for routine maintenance. In its current configuration, the plant is capable of processing a nominal 3.2 million tonnes of copper ore per annum assuming 91% availability. Pursuant to the current LOM plan, the milling capacity of the Caraíba Mill will be increased to 4.2 million tonnes per annum ("**Mtpa**") through integration of the Company's high intensity grinding mill (" **HIG Mill**") that was successfully installed during the third quarter of 2020, and a to-be-installed high pressure grinding roll. In support of the LOM production plan, the Company will integrate ore sorting technology into the future open pit operations of the Vermelhos District.

Through the end of 2019, the Caraíba Mill has produced over 3.0 million tonnes of concentrate containing over 1.0 million tonnes of copper. The Caraíba Mill operating results from 2011 to 2019, and from January to September 30th of 2020 are provided below in Table 1-5 and Table 1-6, respectively.

Table 1-5: Caraíba Mill Processing Results, 2011 to 2019

	Caraíba Mill Feed		Copper Production	
Year	Tonnes	Grade (% Cu)	Tonnes	Recovery (%)
2011	2,749,812	1.09	25,096	83.7
2012	2,717,980	1.07	24,827	85.4
2013	2,940,566	0.91	22,494	84.3
2014	3,014,269	1.01	25,717	84.7
2015	2,836,528	1.11	27,046	86.0
2016	826,759	0.71	4,895	83.5
2017	1,771,209	1.31	20,133	86.8
2018	2,257,917	1.56	30,426	86.3
2019	2,424,592	1.93	42,318	90.5

Table 1-6: January 2020 to September 30, 2020 Processing Results

	Caraíba Mill Feed		Copper Production	
Year	Tonnes	Grade (%Cu)	Tonnes	Recovery (%)
2020 (Jan-Sep)	1,788,178	2.03	32,796	90.2

The table below shows the production plan for the Caraíba Mill as outlined for the current Mineral Reserve estimate and LOM production plan. Production has been adjusted from mined totals, where appropriate, for forecast stockpiles and in-process inventories, as well as the integration of ore-sorting. Metallurgical recoveries, including the impacts of ore sorting on the open pit mines of the Vermelhos District are discussed in greater detail in Chapter 13 – Mineral Processing and Metallurgical Testing and Chapter 17 – Recovery Methods of the MCSA Mining Complex Technical Report.

Table 1-7: LOM production plan

	Q4 2020*	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Underground Operations														
Pilar UG Mine, Ex-Deepening														
Tonnes Mined (000s)	233	945	1,146	1,232	1,010	644	749	1,100	778	851	875	-	-	-
Grade Mined (% Cu)	1.24%	1.09%	1.12%	1.26%	1.14%	1.06%	1.09%	0.94%	1.05%	0.97%	0.98%	-	-	-
Pilar UG Mine, Deepening (below -965)														
Tonnes Mined (000s)	-	-	6	184	650	979	1,007	939	946	555	244	397	664	757
Grade Mined (% Cu)	-	-	0.61%	0.98%	1.46%	1.29%	1.54%	1.47%	1.75%	2.11%	1.48%	1.85%	1.98%	2.42%
Pilar UG Mine, Deepening (above -965)														
Tonnes Mined (000s)	131	556	540	680	564	693	575	9	194	55	-	-	-	-
Grade Mined (% Cu)	2.17%	2.03%	2.17%	1.27%	1.75%	1.53%	1.07%	0.93%	0.83%	0.74%	-	-	-	-
Vermelhos UG Mine														
Tonnes Mined (000s)	184	839	851	882	813	876	700	-	-	-	-	-	-	-
Grade Mined (% Cu)	2.42%	2.48%	2.17%	1.88%	1.38%	1.35%	1.03%	-	-	-	-	-	-	-
Surubim UG Mine														
Tonnes Mined (000s)	-	-	-	-	-	-	-	8	184	206	630	-	-	-
Grade Mined (% Cu)	-	-	-	-	-	-	-	0.83%	0.98%	0.99%	0.95%	-	-	-
Open Pit Operations														
Vermelhos District, Open Pit (ex-Ore Sorting)														
Tonnes Mined (000s)	-	-	390	-	-	-	-	-	-	-	-	-	-	-
Grade Mined (% Cu)	-	-	0.54%	-	-	-	-	-	-	-	-	-	-	-
Surubim District, Open Pit														
Tonnes Mined (000s)	-	240	353	522	627	428	418	314	-	-	-	-	-	-
Grade Mined (% Cu)	-	0.63%	0.64%	0.65%	0.75%	0.89%	1.19%	0.89%	-	-	-	-	-	-
Ore Sorting Operations														
Vermelhos District, Open Pit														
Tonnes Crushed & Sorted (000s)	-	-	-	635	840	1,140	1,755	2,681	4,046	3,777	1,920	3,175	-	-
Grade Crushed & Sorted (% Cu)	-	-	-	0.62%	0.74%	0.55%	0.66%	0.74%	0.59%	0.52%	0.52%	0.36%	-	-
Sort Product, Vermelhos District														
Sorted Tonnes to Mill (000s)	-	-	-	302	399	542	834	1,273	1,922	1,794	912	914	-	-
Sorted Grade to Mill (% Cu)	-	-	-	1.23%	1.47%	1.09%	1.31%	1.47%	1.17%	1.02%	1.03%	1.03%	-	-
Production Plan														
Tonnes Mined & Processed (000s)	482	2,722	3,196	3,686	4,162	4,129	4,007	3,940	3,959	3,555	2,808	1,311	664	757
Grade Mined & Processed (% Cu)	2.07%	1.70%	1.46%	1.34%	1.29%	1.23%	1.26%	1.22%	1.27%	1.17%	1.04%	1.28%	1.98%	2.42%
Recoveries (%)	92.5%	92.8%	92.0%	91.5%	91.3%	91.1%	91.2%	91.0%	91.2%	90.8%	90.2%	91.3%	93.5%	94.5%
Copper in Concentrate (000 tonnes)	**9.2**	**43.0**	**42.9**	**45.1**	**48.9**	**46.3**	**46.2**	**43.9**	**46.0**	**37.8**	**26.3**	**15.3**	**12.3**	**17.3**

*Q4 2020 outlines the Mineral Reserve schedule for the three months from the Effective Date to December 31, 2020. All figures have been rounded to reflect the accuracy of the estimates. Summed amounts may not add due to rounding. LOM plan totals are based on Mineral Reserves and does not include the Deepening Inferred Project, which is addressed separately in Chapter 24 of the MCSA Mining Complex Technical Report. The Deepening Inferred Project is preliminary in nature and based on the Inferred Mineral Resources of the Deepening Extension Zone which are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the Deepening Inferred Project will be realized. Mineral Resources that are not Mineral Reserves do not have a demonstrated economic viability.

1.8 Infrastructure

The MCSA Mining Complex infrastructure includes fully integrated mining and processing operations located within the Curaçá Valley. All supporting infrastructure required for mining operations are currently in place. The current mining operations include the Pilar UG Mine and Vermelhos UG Mine. Primary components of installed infrastructure comprising the MCSA Mining Complex, outside of the individual mining operations, include:

- Caraíba Mill processing plant with current installed capacity of approximately 9,600 t/d;
- access to water via an MCSA owned, operated and maintained 86km permanent steel pipeline, 80cm in diameter, from the São Francisco River;
- water treatment plant;
- metallurgical laboratory;
- main substation and transformers, each configured with 60 MVA / 230 kV / 13.8 kV;
- power lines supplied by Companhia Hidroelétrica do São Francisco (CHESF), a Brazilian State-owned power company;
- ancillary surface buildings including maintenance, security and administration; and
- inactive SX/EW Plant.

1.9 Environment

The current permitting status for the active operations of the MCSA Mining Complex can be summarized in the following table:

Table 1-8: Summary of Primary Operational Permits

Mine/Project	License Scope	Project Phase	License Phase	Permit Period		Status
				Start	Expiry	
Caraíba Mine	Mining Operations	Operational	Renewal	April 6, 2017	April 6, 2020	Valid [1]
Caraíba Mine	Chemical Products	Operational	Renewal	October 23, 2020	October 22, 2021	Valid
Caraíba Mine	Fuel Station	Operational	Renewal	May 6, 2020	May 6, 2023	Valid
Surubim OP Mine	Mining Operations	Operational	New	September 6, 2017	September 6, 2019	Valid [1]
Surubim OP Mine	Fuel Station	Operational	Renewal	May 18, 2018	May 18, 2021	Valid
Vermelhos UG Mine	Mining Operations	Operational	New	October 10, 2018	October 10, 2020	Valid [1]
Vermelhos UG Mine	Fuel Station	Operational	New	May 14, 2018	May 14, 2021	Valid

[1] The Operation Licenses for the Pilar, Surubim, and Vermelhos Mines are valid and in compliance with the applicable legislation, specifically the State Decree 15,682/2014 that regulates environmental permitting in the Bahia State.

MCSA maintains an excellent relationship with the communities throughout the Curaçá Valley, having held regular meetings and consultation sessions with local stakeholders routinely for over 40 years. In support of this relationship, MCSA undertakes several key initiatives annually focused on sustainable community development ensuring the social license to operate.

1.10 Capital and Operating Costs

Capital and operating costs are shown for the period from October 2020 to December 2033. It is expected that a combination of resource conversion and delineation of new mineralization within the Curaçá Valley will continue to augment the production profile, subject to satisfactory exploration results, technical, economic, legal and environmental conditions.

Total capital costs are estimated at R$2,767 million and are summarized in the table below. All costs are shown in BRL, unless otherwise noted.

Table 1-9: MCSA Mining Complex – Total Capital Expenditures

	Q4 2020[1]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Capital Costs (R$ 000s)														
Deepening below -965	2,314	108,418	171,209	204,433	206,038	78,018	89,588	49,945	25,767	15,786	53	-	-	-
Pilar District (ex-Deepening below -965)	96,974	229,703	166,004	161,739	104,204	79,010	59,365	44,903	15,003	14,171	16,418	6,647	-	-
Vermelhos Underground	9,185	44,315	50,288	39,876	40,720	14,038	395	595	495	495	495	395	-	-
Vermelhos Open Pit	2,650	29,819	69,234	33,241	57,029	22,945	64,748	66,348	356	-	7,504	-	-	-
Surubim Underground	-	-		-	-	-	-	8,180	13,180	12,120	3,290	-	-	-
Surubim Open Pit	3,306	52,215	54,201	52,322	46,072	4,876	10,916	4,194	331	338	345	353	-	-
Total Capital Costs (R$ 000s)	**114,429**	**464,470**	**510,935**	**491,611**	**454,062**	**198,886**	**225,012**	**174,166**	**55,132**	**42,910**	**28,105**	**7,395**	**-**	**-**

(1) 2020 based on the 3 months from the Effective Date to December 31, 2020

An operating cost forecast model was generated utilizing MCSA's extensive historical cost data and consumption coefficients. Mine and plant activities are subdivided and adjusted selectively, reflecting the impact of producing from different areas and changes in the infrastructure going forward. A fixed and variable component was included in all estimations, allowing the costs to reflect the production rate of each year. Operating costs are summarized in the table below.

Table 1-10: MCSA Mining Complex - Operating Costs

	Q4 2020[1]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Operating Cost Summary (R$/tonne)														
Pilar UG*	100.12	102.56	105.32	100.68	95.44	91.79	90.34	94.65	93.34	96.99	101.76	175.16	129.96	118.60
Vermelhos Underground*	162.39	151.59	145.58	146.94	152.70	148.69	147.75	-	-	-	-	-	-	-
Vermelhos Open Pit*	-	-	12.32	11.69	12.80	9.87	11.84	12.37	13.72	15.95	13.96	32.84	-	-
Surubim Underground*	-	-	-	-	-	-	-	284.58	113.67	108.40	70.27	-	-	-
Surubim Open Pit*	-	18.26	14.86	14.95	16.01	27.95	35.22	11.17	-	-	-	-	-	-
Plant**	46.85	35.92	33.65	32.02	30.57	31.05	31.09	31.32	30.85	32.39	34.86	47.01	83.52	85.19
Operational Support**	32.11	24.65	19.84	17.45	15.78	15.75	16.15	15.04	13.99	13.73	14.44	24.89	44.51	39.49
G&A**	50.78	34.02	28.98	25.12	22.25	22.43	23.11	23.50	23.39	26.05	32.98	47.09	69.74	65.49

* R$/tonne mined (ore + opex waste)
** R$/tonne processed

(1) 2020 based on the 3 months from the Effective Date to December 31, 2020

Table 1-11: MCSA Mining Complex – C1 Cash Costs

	Q4 2020[1]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Operating Costs (R$000s)														
Mining Costs (incl. transport and sorting)	67,830	299,064	369,784	413,498	448,932	543,247	493,964	404,625	415,249	330,385	254,303	158,982	86,495	89,983
Processing	22,558	97,774	107,541	117,623	127,424	126,737	124,240	122,857	123,246	114,924	99,558	68,765	55,454	57,370
Operational Support	15,459	67,107	63,409	64,238	65,731	64,728	64,672	59,096	55,699	48,760	40,896	33,565	29,505	28,952
less: Precious Metal Credits	(18,531)	(70,776)	(72,701)	(76,323)	(82,851)	(78,467)	(78,223)	(74,297)	(77,850)	(64,079)	(44,609)	(25,982)	(20,498)	(28,944
plus: TC/RCs, Net of Tax	(6,223)	(6,834)	(41,893)	(48,268)	(50,641)	(48,164)	(48,992)	(44,973)	(49,791)	(39,351)	(28,557)	(18,049)	(13,511)	(17,723
C1 Cash Costs Basis (R$ 000s)	**81,093**	**386,336**	**426,141**	**470,767**	**508,594**	**608,082**	**555,662**	**467,308**	**466,553**	**390,639**	**321,592**	**217,282**	**137,444**	**129,638**
C1 Cash Costs (US$/lb)	**$0.80**	**$0.81**	**$0.90**	**$0.95**	**$0.94**	**$1.19**	**$1.09**	**$0.97**	**$0.92**	**$0.94**	**$1.11**	**$1.28**	**$1.02**	**$0.68**

(1) 2020 based on the 3 months from the Effective Date to December 31, 2020

1.11 Economic Analysis

An economic analysis was prepared considering production, capital and operating expenditures for all of the assets comprising the current Mineral Reserves of the Curaçá Valley, including both core and non-core assets. For additional detail regarding core and non-core assets as well as associated production, capital and operating expenditures by asset, please refer to Chapter 21 of the MCSA Mining Complex Technical Report. The economic analysis used the following primary assumptions:

- The economic analysis considers commencing on the month of the Effective Date and does not include actual performance achieved through September 31, 2020.
- The economic analysis of MCSA's Vale do Curaçá mineral assets is based solely on Mineral Reserves and does not include Measured and Indicated Mineral Resources, which are not part of the Mineral Reserve estimate.
- Total ore processed of 39.4 million tonnes at an average feed grade of 1.33% copper.
- Total sales of 480,802 tonnes of contained copper in concentrate.
- Metal prices of US$3.00 per lb. copper from 2020 through 2033.
- USD:BRL exchange rate of 5.00 in years 2020 through 2033.

The Vale do Curaçá mineral assets comprising the MCSA Mining Complex produce an undiscounted after-tax cash flow of R$5.2 billion, or US$1.0 billion.

The after-tax Net Present Value ("**NPV**") at an 8% discount rate is US$663.7 million. Average C1 cash costs over the production forecast period are estimated to be US$0.97 per lb of copper produced. C1 cash costs per lb of copper produced is a non-IFRS measure. Please refer to Chapter 22.6 of the MCSA Mining Complex Technical Report for additional detail regarding non-IFRS measures.

After-tax sensitivity analyses were prepared considering changes in copper price, foreign exchange, capital costs and operating costs. The analysis shows that the MCSA Mining Complex is most sensitive to copper price and exchange rates.

Table 1-12: After-tax Cash Flow Summary, MCSA Mining Complex

Assumptions		2020 [1]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Exchange Rate	R$/US$	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Copper Price	US$/tonne	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614
Copper Price	US$/lb	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00
Production															
Ore Processed	tonnes	481,500	2,722,259	3,195,865	3,685,914	4,162,318	4,128,927	4,007,498	3,940,287	3,959,190	3,554,640	2,807,691	1,310,943	663,931	757,090
Copper Grade Processed	%	2.07	1.70	1.46	1.34	1.29	1.23	1.26	1.22	1.27	1.17	1.04	1.28	1.98	2.42
Metallurgical Recovery	%	92.5	92.8	92.0	91.5	91.3	91.1	91.2	91.0	91.2	90.8	90.2	91.3	93.5	94.5
Copper Contained	**tonnes**	**9,234**	**43,032**	**42,940**	**45,080**	**48,936**	**46,346**	**46,202**	**43,883**	**45,982**	**37,848**	**26,348**	**15,346**	**12,283**	**17,343**
Copper Contained	**lbs**	**20,358,107**	**94,868,533**	**94,667,248**	**99,383,625**	**107,884,558**	**102,175,902**	**101,857,551**	**96,745,835**	**101,372,188**	**83,439,963**	**58,087,148**	**33,832,134**	**27,078,774**	**38,235,472**
Capex															
Total Capex	**000 R$**	**114,429**	**464,470**	**510,935**	**491,611**	**454,062**	**198,886**	**225,012**	**174,166**	**55,132**	**42,910**	**28,105**	**7,395**	**-**	**-**
Operating Costs															
Mining Costs (incl. transport and sorting)	000 R$	67,830	299,064	369,784	413,498	448,932	543,247	493,964	404,625	415,249	330,385	254,303	158,982	86,495	89,983
General & Administrative	000 R$	24,451	92,606	92,606	92,606	92,606	92,606	92,606	92,606	92,606	92,606	92,606	61,737	46,303	46,303
Operational Support	000 R$	15,459	67,107	63,409	64,238	65,731	64,728	64,672	59,096	55,699	48,760	40,896	33,565	29,505	28,952
Processing	000 R$	22,558	97,774	107,541	117,623	127,424	126,737	124,240	122,857	123,246	114,924	99,558	68,765	55,454	57,370
Sub Total	**000 R$**	**130,298**	**556,551**	**633,340**	**687,964**	**734,693**	**827,318**	**775,482**	**679,184**	**686,800**	**586,674**	**487,363**	**323,049**	**217,757**	**222,608**
Depreciation/Exhaustion	**000 R$**	**20,312**	**103,289**	**135,100**	**174,210**	**211,009**	**202,139**	**227,548**	**173,398**	**166,473**	**157,345**	**163,732**	**132,001**	**99,577**	**64,594**
Total Costs	**000 R$**	**150,610**	**659,840**	**768,440**	**862,174**	**945,702**	**1,029,457**	**1,003,030**	**852,582**	**853,273**	**744,020**	**651,095**	**455,050**	**317,334**	**287,203**
Revenue															
Copper Sales	tonnes	9,234	43,032	42,940	45,080	48,936	46,346	46,202	43,883	45,982	37,848	26,348	15,346	12,283	17,343
Gross Metal Revenue	000 R$	305,378	1,423,035	1,420,016	1,490,762	1,618,277	1,532,647	1,527,871	1,451,195	1,520,591	1,251,606	871,312	507,485	406,184	573,535
Total Net Metal Revenue	000 R$	317,825	1,393,131	1,405,441	1,479,757	1,604,549	1,519,813	1,516,204	1,440,293	1,508,256	1,243,658	868,006	506,617	402,016	568,294
Other Revenue [2]	000 R$	981	3,924	3,444	3,444	3,444	3,444	3,444	3,444	3,444	3,444	3,444	3,444	3,444	3,444
Total Net Revenue	**000 R$**	**318,806**	**1,397,055**	**1,408,885**	**1,483,201**	**1,607,993**	**1,523,257**	**1,519,648**	**1,443,737**	**1,511,700**	**1,247,102**	**871,450**	**510,061**	**405,460**	**571,738**
Revenue Invoiced with Taxes Added Back	*000 R$*	*352,974*	*1,520,801*	*1,587,114*	*1,666,185*	*1,808,704*	*1,712,998*	*1,707,661*	*1,621,962*	*1,699,523*	*1,398,886*	*973,842*	*567,202*	*454,123*	*641,225*
Cash Flow															
Revenue Invoiced with Taxes Added Back	000 R$	352,974	1,520,801	1,587,114	1,666,185	1,808,704	1,712,998	1,707,661	1,621,962	1,699,523	1,398,886	973,842	567,202	454,123	641,225
Opex (ex-Depreciation & Exhaustion)	000 R$	(130,298)	(556,551)	(633,340)	(687,964)	(734,693)	(827,318)	(775,482)	(679,184)	(686,800)	(586,674)	(487,363)	(323,049)	(217,757)	(222,608)
Less Capitalized Development [3]	000 R$	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Income & Social Contribution Taxes	000 R$	(30,933)	(145,288)	(146,982)	(157,834)	(173,416)	(153,818)	(161,588)	(163,141)	(186,304)	(157,278)	(101,334)	(55,120)	(39,547)	(74,284)
Other Taxes & Credits	000 R$	19,976	47,229	(6,932)	(5,644)	(1,883)	-	-	-	-	-	-	-	-	-
Employee Profit Sharing & Bonuses	000 R$	-	(23,927)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)	(35,820)
Operating Cash Flow	**000 R$**	**211,720**	**842,264**	**764,040**	**778,923**	**862,893**	**696,042**	**734,770**	**743,817**	**790,600**	**619,114**	**349,325**	**153,213**	**160,999**	**308,513**
CAPEX	000 R$	(114,429)	(464,470)	(510,935)	(491,611)	(454,062)	(198,886)	(225,012)	(174,166)	(55,132)	(42,910)	(28,105)	(7,395)	-	-
Free Cash Flow	**000 R$**	**97,291**	**377,795**	**253,105**	**287,312**	**408,830**	**497,156**	**509,758**	**569,651**	**735,468**	**576,204**	**321,220**	**145,818**	**160,999**	**308,513**
Accumulated Free Cash Flow	000 R$	97,291	475,086	728,190	1,015,502	1,424,333	1,921,488	2,431,246	3,000,898	3,736,366	4,312,570	4,633,790	4,779,607	4,940,606	5,249,119
Free Cash Flow	**000 US$**	**19,458**	**75,559**	**50,621**	**57,462**	**81,766**	**99,431**	**101,952**	**113,930**	**147,094**	**115,241**	**64,244**	**29,164**	**32,200**	**61,703**
Accumulated Free Cash Flow	000 US$	19,458	95,017	145,638	203,100	284,867	384,298	486,249	600,180	747,273	862,514	926,758	955,921	988,121	1,049,824
EBITDA	**000 R$**	**188,508**	**840,504**	**775,544**	**795,237**	**873,300**	**695,939**	**744,166**	**764,554**	**824,901**	**660,428**	**384,087**	**187,012**	**187,702**	**349,129**
EBITDA	**000 US$**	**37,702**	**168,101**	**155,109**	**159,047**	**174,660**	**139,188**	**148,833**	**152,911**	**164,980**	**132,086**	**76,817**	**37,402**	**37,540**	**69,826**

Discount Rate	%pa	8%
Results		
After-Tax NPV$_8$	000 US$	663,663
IRR	%pa	n/a
Simple Payback	years	n/a

(1) 2020 based on the 3 months from the Effective Date to December 31, 2020
(2) Other Revenue includes recovery of water pipeline operating costs and scrap sales

EBITDA is a non-IFRS measure. Please see Chapter 22.6 of the MCSA Mining Complex Technical Report for additional detail regarding non-IFRS measures used by the Company.

1.12 Deepening Inferred Project, Preliminary Economic Analysis

The Deepening Inferred Project is based upon an ongoing exploration campaign in the Pilar UG Mine below level -965 which, as at the Effective Date, had identified a significant portion of Inferred Mineral Resources within the Deepening Extension Zone. Given the intrinsic synergies associated with the Deepening Extension Project, MCSA commissioned NCL Ingeniería y Construcción SpA. ("**NCL**") to undertake engineering and trade-off studies for the development of the Deepening Inferred Project.

The Deepening Inferred Project is preliminary in nature and based on the Inferred Mineral Resources of the Deepening Extension Zone which are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the Deepening Inferred Project will be realized. Mineral Resources that are not Mineral Reserves do not have a demonstrated economic viability. The Company has commenced a program to continue infill drilling of the Inferred resource to further upgrade this material; however, until this work is completed and the Inferred resources have been upgraded to reserves, there is no certainty this material will be converted into Mineral Reserves.

The primary objective of the Deepening Inferred Project is to evaluate the potential to utilize the planned infrastructure to mine and process the Inferred Mineral Resources within the in the Pilar UG Mine's Deepening Extension Zone, as well as evaluate the potential for the integration of required development in support of the Deepening Inferred Project. Inferred Mineral Resources of the Pilar UG Mine, Deepening Extension Zone are detailed below. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

The Deepening Inferred Project envisions application of the same mining and recovery methods as the Deepening Extension Project as more fully described in Chapters 13, 15 and 16 of the MCSA Mining Complex Technical Report. Accordingly, the same mining, recovery and dilution modifying factors have been applied to the Deepening Inferred Project. Specifically, these modifying factors include: mining recovery of 96% and dilution that varies with stope height. For planned stopes with a height above 35m, dilution of 15% has been applied, while for planned stopes with a height of 26m, dilution of 7% has been applied.

The assumed available material and contained copper based on these parameters, after application of stated mining factors, is shown in Table 1-13. Modified Inferred Mineral Resources are not Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have a demonstrated economic viability.

Table 1-13: Modified Inferred Mineral Resources in the Pilar UG Mine Below Level -965

	Deepening Extension Zone, Inferred Resources	**Deepening Inferred Project, Captured Inferred Resource**
Tonnes (000s)	4,476	4,203
Grade (% Cu)	2.12	2.01
Contained Cu (000 tonnes)	**94.8**	**84.5**

Deepening Inferred Project Notes:

1. Mineral Resource effective date of August 8, 2020. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
2. The Inferred Mineral Resources (undiluted) outlined in this table are further detailed in Chapter 14 – Mineral Resource Estimates, of the MCSA Mining Complex Technical Report. Mineral Resources of the Pilar Mine are based on copper prices of US$2.90 per pound, net smelter return of 94.53%, average metallurgical recoveries of 90.7%, processing costs of US$5.65 per tonne (run of mine) and mining costs of US$17.30 per tonne.
3. Mineral Resources have been constrained within newly developed 3D lithology models applying a 0.45% and 0.20% copper grade envelope for high and marginal grade, respectively. Within these envelopes, Mineral Resources for underground deposits were constrained using varying stope dimensions of up to 20m by 10m by 35m applying a 0.51% copper cut-off grade, as well as a 0.32% copper marginal cut-off grade. Mineral Resources have been estimated using ordinary kriging inside 5m by 5m by 5m block sizes. The Mineral Resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit. Please refer to Chapter 14 – *Mineral Resource Estimates* of the MCSA Mining Complex Technical Report for additional details.

Mining operations were assumed to be the same as for the Deepening Inferred Project, using a combination of transverse stoping and longitudinal stoping mining method. Dilution was set to 1.0m, comprised of 0.5m for the hanging wall, 0.5m for the footwall and a maximum waste percentage of 75%.

Extraction of mined material from the Deepening Inferred Project required the addition of two new panels below the -1381 Level, as the production panels and supporting infrastructure to be built from level -1069 to -1381 are shared by the Deepening Extension Project. The primary ramp continues at depth beyond the Deepening Extension Project and is designed to follow the mineralization to the north. The bottom of the new external hoisting shaft that will be built in support of the Deepening Extension Project will be completed to the -1075 Level. Two new panels with 4 production levels each are designed below -1381 Level in support of the Deepening Inferred Project.

The mine ventilation system for the deeper panels of the mine in support of the Deepening Inferred Project will utilize the existing mine ramp and internal ventilation raises connecting the production levels. This infrastructure, including cooling

requirements, will be shared with the Deepening Extension Project, as more fully described in Chapter 18 of the MCSA Mining Complex Technical Report.

The same assumptions for development rates and production schedules were incorporated into the mine design for the Deepening Inferred Project as were used for the Mineral Reserves incorporated into the Deepening Extension Project.

The Deepening Inferred Project is expected to utilize the same infrastructure that will be built in support of the Deepening Extension Project, including a new external shaft as described in Chapter 18. Over the Deepening Inferred Project life, approximately 4.2 million tonnes grading 2.01% copper are expected to be mined, producing a total of approximately 78,900 tonnes of copper after average metallurgical recoveries of 93.2%. First development from the Deepening Inferred Project is expected in 2023 and first mined ore is expected after the completion of the new external shaft and associated development in support of the Deepening Extension Project of the Pilar UG Mine.

Table 1-14: Deepening Inferred Project Production Schedule

	Q4 2020*	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	Total
Production Plan															
Ore Mined & Processed (kt)	-	-	-	19	40	71	193	260	254	645	956	803	536	426	4,203
Grade Mined & Processed (% Gu)		-	-	0.62%	0.77%	1.30%	1.20%	1.68%	1.66%	1.90%	2.59%	2.30%	1.61%	1.94%	2.01%
Recoveries (%)	-	-	-	85.6%	87.8%	91.3%	90.9%	92.4%	92.4%	92.9%	93.8%	93.9%	92.3%	93.3%	93.2%
Copper in Concentrate (kt)	**0.0**	**0.0**	**0.0**	**0.1**	**0.3**	**0.8**	**2.1**	**4.0**	**3.9**	**11.4**	**23.2**	**17.4**	**8.0**	**7.7**	**78.9**

The production detailed in the production schedule for the Deepening Inferred Project contains only Inferred Mineral Resources. Inferred Mineral Resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that value from such Inferred Mineral Resources will be realized either in whole or in part. Mining of the Inferred Mineral Resource within the Pilar UG Mine's Deepening Extension Zone, as envisioned, reflects a continuation of mining of the Deepening Extension Project.

1.12.1 Operating and Capital Costs, Deepening Inferred Project

As there is no certainty that the Deepening Inferred Project will be realized due to the nature of the preliminary economic assessment, fixed processing costs and the majority of operational support costs, other than variable operational support costs associated with concentrate transport for the Deepening Inferred Project, have been allocated to the LOM production plan.

Mining costs for the Deepening Inferred Project were estimated using first principles and are based on the assumed costs of the Deepening Extension Project, and are shown below.

Table 1-15: Operating Costs, Deepening Inferred Project

	Q4 2020*	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Operating Costs (R$ 000s)														
Mining Costs	-	-	-	650	3,226	6,709	15,602	24,456	27,593	62,295	66,358	52,316	34,314	25,890
Processing	-	-	-	398	830	1,462	3,960	5,342	5,216	13,275	19,665	16,515	11,027	8,767
Operational Support	-	-	-	40	106	327	811	1,562	1,505	4,420	8,994	6,727	3,080	2,980
less: Precious Metal Credits	-	-	-	(174)	(464)	(1,431)	(3,546)	(6,828)	(6,580)	(19,320)	(39,315)	(29,406)	(13,270)	(12,838
plus: TC/RCs, Net of Tax	-	-	-	(110)	(284)	(878)	(2,221)	(4,133)	(4,208)	(11,864)	(25,168)	(20,427)	(8,747)	(7,861)
C1 Cash Costs Basis (R$ 000s)	**-**	**-**	**-**	**805**	**3,414**	**6,189**	**14,606**	**20,399**	**23,526**	**48,806**	**30,534**	**25,726**	**26,403**	**16,937**
C1 Cash Costs (US$/lb)	**-**	**-**	**-**	**$0.71**	**$1.13**	**$0.66**	**$0.63**	**$0.46**	**$0.55**	**$0.39**	**$0.12**	**$0.13**	**$0.30**	**$0.20**

As a result of shared infrastructure and associated synergies with the Deepening Extension Project as reflected in LOM production plan, total capital costs for the Deepening Inferred Project, comprised of only equipment and development, are expected to total R$139.1 million over the production schedule, as detailed below.

Table 1-16: Capital Costs, Deepening Inferred Project

	Q4 2020*	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	Total
Capital Costs (R$ 000s)															
Deepening below -965															
Equipment	-	-	-	-	-	-	-	18,678	13,392	-	20,146	-	-	-	52,216
Ventilation and Cooling	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Development	-	-	-	1,010	5,486	4,571	5,761	14,960	32,820	22,165	105	-	-	-	86,878
Shaft	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Capital Costs (R$ 000s)	**-**	**-**	**-**	**1,010**	**5,486**	**4,571**	**5,761**	**33,638**	**46,212**	**22,165**	**20,251**	**-**	**-**	**-**	**139,095**

The economic analysis for the Deepening Inferred Project has been prepared by Ero Copper and MCSA with inputs from NCL and under the supervision of BNA and GE21. MCSA provided the mining and processing cost estimates, and NCL provided capital cost estimates. The estimates were reviewed by the authors of the MCSA Mining Complex Technical Report who have found the estimation procedures and outcomes to be in-line with industry best practice and well correlated to the performance of the existing operations.

1.12.2 Financial Analysis, Deepening Inferred Project

Table 1-17: After-tax Cash Flow Summary – Deepening Inferred Project

Assumptions		2020 [1]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Exchange Rate	R$/US$	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Copper Price	US$/tonne	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614	6,614
Copper Price	US$/lb	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00	3.00
Production															
Ore Processed	tonnes	-	-	-	19,363	40,351	71,075	192,504	259,715	253,578	645,362	955,989	802,886	536,069	426,184
Copper Grade Processed	%	-	-	-	0.62	0.77	1.30	1.20	1.68	1.66	1.90	2.59	2.30	1.61	1.94
Metallurgical Recovery	%	-	-	-	85.6	87.8	91.3	90.9	92.4	92.4	92.9	93.8	93.9	92.3	93.3
Copper Contained	**tonnes**	**-**	**-**	**-**	**103**	**274**	**845**	**2,095**	**4,033**	**3,886**	**11,411**	**23,221**	**17,368**	**7,952**	**7,693**
Copper Contained	**lbs**	**-**	**-**	**-**	**226,138**	**604,398**	**1,863,095**	**4,617,751**	**8,891,550**	**8,567,959**	**25,156,847**	**51,194,201**	**38,290,626**	**17,530,410**	**16,959,400**
Capex															
Total Capex	**000 R$**	**-**	**-**	**-**	**1,010**	**5,486**	**4,571**	**5,761**	**33,638**	**46,212**	**22,165**	**20,251**	**-**	**-**	**-**
Operating Costs															
Mining Costs (incl. transport and sorting)	000 R$	-	-	-	650	3,226	6,709	15,602	24,456	27,593	62,295	66,358	52,316	34,314	25,890
Operational Support	000 R$	-	-	-	40	106	327	811	1,562	1,505	4,420	8,994	6,727	3,080	2,980
Processing	000 R$	-	-	-	398	830	1,462	3,960	5,342	5,216	13,275	19,665	16,515	11,027	8,767
Sub Total	**000 R$**	**-**	**-**	**-**	**1,088**	**4,162**	**8,499**	**20,373**	**31,361**	**34,315**	**79,990**	**95,017**	**75,559**	**48,420**	**37,636**
Depreciation/Exhaustion	**000 R$**	**-**	**-**	**-**	**8,757**	**10,607**	**10,161**	**11,438**	**8,716**	**8,368**	**7,909**	**8,230**	**6,635**	**5,005**	**3,247**
Total Costs	**000 R$**	**-**	**-**	**-**	**9,845**	**14,769**	**18,659**	**31,812**	**40,077**	**42,683**	**87,899**	**103,247**	**82,194**	**53,426**	**40,883**
Revenue															
Copper Sales	tonnes	-	-	-	103	274	845	2,095	4,033	3,886	11,411	23,221	17,368	7,952	7,693
Gross Metal Revenue	000 R$	-	-	-	3,392	9,066	27,947	69,268	133,376	128,522	377,360	767,928	574,371	262,961	254,396
Total Net Metal Revenue	000 R$	-	-	-	3,367	8,989	27,713	68,739	132,374	127,479	374,964	765,015	573,389	260,263	252,071
Other Revenue [2]	000 R$	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Net Revenue	**000 R$**	**-**	**-**	**-**	**3,367**	**8,989**	**27,713**	**68,739**	**132,374**	**127,479**	**374,964**	**765,015**	**573,389**	**260,263**	**252,071**
Revenue Invoiced with Taxes Added Back	*000 R$*	-	-	-	*3,791*	*10,133*	*31,236*	*77,419*	*149,071*	*143,646*	*421,765*	*858,293*	*641,959*	*293,997*	*284,421*
Cash Flow															
Revenue Invoiced with Taxes Added Back	000 R$	-	-	-	3,791	10,133	31,236	77,419	149,071	143,646	421,765	858,293	641,959	293,997	284,421
Opex (ex-Depreciation & Exhaustion)	000 R$	-	-	-	(1,088)	(4,162)	(8,499)	(20,373)	(31,361)	(34,315)	(79,990)	(95,017)	(75,559)	(48,420)	(37,636)
Less Capitalized Development [3]	000 R$	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Effective Tax Rate	%	8.8	9.6	9.3	9.5	9.6	9.0	9.5	10.1	11.0	11.2	10.4	9.7	8.7	11.6
Income & Social Contribution Taxes	000 R$	-	-	-	(359)	(972)	(2,805)	(7,326)	(14,994)	(15,747)	(47,419)	(89,310)	(62,385)	(25,602)	(32,949)
Other Taxes & Credits	000 R$	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Employee Profit Sharing & Bonuses	000 R$	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Flow	**000 R$**	**-**	**-**	**-**	**2,344**	**4,999**	**19,932**	**49,719**	**102,716**	**93,584**	**294,356**	**673,966**	**504,015**	**219,974**	**213,835**
CAPEX	000 R$	-	-	-	(1,010)	(5,486)	(4,571)	(5,761)	(33,638)	(46,212)	(22,165)	(20,251)	-	-	-
Free Cash Flow	**000 R$**	**-**	**-**	**-**	**1,334**	**(487)**	**15,361**	**43,958**	**69,078**	**47,373**	**272,191**	**653,715**	**504,015**	**219,974**	**213,835**
Accumulated Free Cash Flow	000 R$	-	-	-	1,334	847	16,208	60,166	129,244	176,616	448,808	1,102,522	1,606,537	1,826,511	2,040,346
Free Cash Flow	**000 US$**	**-**	**-**	**-**	**267**	**(97)**	**3,072**	**8,792**	**13,816**	**9,475**	**54,438**	**130,743**	**100,803**	**43,995**	**42,767**
Accumulated Free Cash Flow	000 US$	-	-	-	267	169	3,242	12,033	25,849	35,323	89,762	220,504	321,307	365,302	408,069
EBITDA	**000 R$**	**-**	**-**	**-**	**2,279**	**4,827**	**19,214**	**48,365**	**101,013**	**93,165**	**294,974**	**669,998**	**497,831**	**211,843**	**214,435**
EBITDA	**000 US$**	**-**	**-**	**-**	**456**	**965**	**3,843**	**9,673**	**20,203**	**18,633**	**58,995**	**134,000**	**99,566**	**42,369**	**42,887**

Discount Rate	**%pa**	**8%**
Results		
After-Tax NPV$_8$	000 US$	188,661
IRR	%pa	n/a
Simple Payback	years	n/a

(1) 2020 based on the 3 months from the Effective Date to December 31, 2020
(2) Other Revenue includes recovery of water pipeline operating costs and scrap sales

1.13 Conclusions

1.13.1 Mineral Exploration and Geology

The geological descriptions, sampling procedures and density tests that were evaluated were found to be of acceptable quality and in accordance with industry best practices. Data was stored in a standardized database, which was found to be secure and auditable. The complexity of the mineralization controls and the quantity and phases of data in the Curaçá Valley merits the use of visualization and data integration tools that are more advanced than those which MCSA had at its disposal at the time of the MCSA Mining Complex Technical Report.

While GE21 believes that the current QA/QC program can guarantee the quality of the exploration data used in the resource estimates, GE21 suggests that a chain of custody program be implemented for good measure. GE21 supervised the process through which density was determined and concluded that it aligns with industry best practices.

1.13.2 QA/QC

GE21 performed the evaluation of the data generated after the last validation and concluded that the QA/QC procedures are being followed using the same standards. GE21 considered the standard QA/QC procedures to be in accordance with mining industry best practice and appropriate for use in the current Mineral Resource estimation.

It was observed tthroughout the 2020 review period by GE21, that the MCSA laboratory continues to display a tendency to underestimate the copper assay values when using certified reference material ("**CRM**") ITAK 825; however, the results of the laboratory when using CRM ITAK 851, which features a similar copper grade range, demonstrate better reproducibility.

1.13.3 Geological Model

The procedure that was adopted to produce the 3D geological model (wireframes), consisting of generating triangulations between interpreted geological cross sections, was executed properly and in accordance with the opinions of GE21. Due to the plunge of the mineralized zone at the Pilar UG Mine towards the north and the east-west geological cross sections, a pattern of sub-vertical discontinuous lenses was created locally within the regions of lower drill hole density.

GE21 noted that, with respect to the integration and interpretation of geological data, limited lithostructural mapping (mine, surface and subsurface) had been undertaken. GE21 also notes that the field interpretation and 3D interpretation were historically focused on interpreting only copper grade, therefore, few vertical and horizontal lithostructural geological sections have been developed which may provide greater understanding and control of aspects relating to the geology and other potential metals of significance in the Curaçá Valley. In 2020, MCSA started to adopt 3D implicit modelling techniques based upon grouped lithologies and copper grade shells using Leapfrog software. This methodology was used by GE21 to create 3D validation models and GE21 encourages the expansion of this program at MCSA.

1.13.4 Grade Estimation

The variograms that were used in the estimation method are satisfactory and consistent with respect to the grade estimation that was calculated via ordinary kriging, making use of search anisotropy determined in the variographic analysis.

GE21 considers the resource classification model and the analysis of criteria for the classification of those Mineral Resources, to be satisfactory although some processes could be improved. Such recommended improvements did not impose limitations on the classification of Measured and Indicated Mineral Resources.

1.13.5 Mineral Resource Estimate

The authors of the MCSA Mining Complex Technical Report are not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant factors which could materially affect the current Mineral Resource estimate. It is the opinion of GE21 that the current drilling information is sufficiently reliable to interpret with confidence the boundaries of higher-grade mineralized domains and that the assay data is sufficiently reliable to support estimation of Mineral Resources. The authors of the MCSA Mining Complex Technical Report that validated the Mineral Resource estimate did not identify overall or local grade biases, as demonstrated by Swath Plot analysis. The authors found that the quality of the data is appropriate for the classification of the Mineral Resource, in accordance with the CIM Standards and CIM Guidelines.

1.13.6 Mineral Reserve Estimate

GE21 and BNA carried out a detailed review of the current Mineral Reserves for Curaçá Valley, aimed at demonstrating its technical and profitable extraction for the production and sale of copper concentrate. The results for this review, demonstrated a good adherence using detailed verification procedures performed by the authors of the MCSA Mining Complex Technical

Report. In general, resulting in differences of less than 1% in the total copper metal contained, which BNA considered acceptable.

Several observations related with the current Mineral Reserve are worth noting:

- The metallurgical recovery value is expected to rise after commissioning of the HIG Mill. This potential gain was not applied for this current estimation of reserves, which was a correct measure, according to BNA assessment given the limited operating history of the HIG Mill prior to the Effective Date;
- Within the Vermelhos District ore sorting will be integrated within the open pit operations to reduce transport and processing costs. However, these potential savings have not been considered in current reserve estimation as the Ero Copper and MCSA teams continue to conduct additional project assessments as at the Effective Date of the MCSA Mining Complex Technical Report;
- The operating mines (Pilar UG Mine and Vermelhos UG Mine) currently employ a joint reconciliation process in which it is difficult to accurately differentiate mine-to-mill reconciliation from one mine to another; and,
- As at the date of the MCSA Mining Complex Technical Report, the ventilation and cooling infrastructure for the Pilar UG Mine, is being upgraded according to the plans developed by the Ero Copper and MCSA teams.

The Mineral Reserve estimation has been performed according to industry best practice and conform to the CIM Standards and CIM Guidelines.

BNA has not identified any mining, metallurgical, infrastructure, permitting, legal, political, environmental, technical, or other relevant factors that could materially affect the potential development of the current Mineral Reserves.

1.13.7 Deepening Inferred Project

NCL has carried out a mine schedule, production plan and capital cost estimates at a preliminary economic analysis level for the Deepening Inferred Project under the supervision of GE21 and BNA. Mining and processing operating costs were prepared by MCSA under the supervision of GE21 and BNA. GE21 reviewed these plans and estimates and agrees with the potential economic value of the inferred Mineral Resource contained within the Deepening Extension Zone. GE21 is satisfied that the technical work adheres to industry best practices and that the favorable results of the potential economic assessment have been demonstrated, thereby warranting further work.

As at the date of the MCSA Mining Complex Technical Report, the Company has commenced an approximate US$7 million drill program to continue infill drilling of the Inferred Mineral Resource to further upgrade this material; however, until this work is completed and the Inferred Mineral Resources have been upgraded to Mineral Reserves, there is no certainty this material will be converted into Mineral Reserves.

1.14 Recommendations

Regarding the Mineral Resources and Mineral Reserves estimation, the authors recommend a work program to include the following, most of which can be completed at little or no cost. Estimated costs of the work program are shown in the table below.

i. Formalize the use of implicit modelling internally throughout MCSA, emphasizing structural geology and variation in lithology for domain definition and exploration target integration.

ii. Implement additional empirical criteria for resource classification, based on the ‘15% Rule’, as commonly attributed to Dr. Harry Parker and since expanded upon in multiple sources of geostatistical literature.

iii. Expand ongoing geometallurgical studies to encompass all deposits and blends therein to study mill feed interaction. Suggest including standardized laboratory tests as normal operating procedure. Additionally, it is recommended that MCSA advance geometallurgical studies for inclusion in Mineral Reserve definition, to classify metallurgical recovery according to the different characteristics associated with each lithological domain rather than by deposit.

iv. Confirm the expected improvement in metallurgical recoveries following the addition of the HIG Mill to validate a recovery improvement in the definition of Mineral Reserves in the future.

v. Validate of the certified grade for CRM ITAK 825 due to the observed inconsistencies in assay values, in contrast with the consistent results obtained when utilizing CRM ITAK 851, which has a similar Cu grade range.

vi. Recommend standardizing QA/QC mass controls during assay sample crushing and grinding to evaluate the quality of the comminution procedures and ensure no sample loss during sample preparation.

vii. Install a sample tower to improve the mine to mill reconciliation process for the current operating mines. Such an installation will allow differentiation of ore source reconciliation within the processing plant.

viii. Improve systems for Mineral Reserve attribute database management to standardize fleet sizing, economic and consumable parameters, swell factors, dilution and mine call factors as well as store historic block model and design attributes including mathematical pit designs and supporting assumptions within a centralized validated database to improve the application of Mineral Reserve modifying factors in future studies.

ix. Advance geotechnical monitoring campaigns and 3D geotechnical lithological models to improve structural understanding of the current and future operations of the Curaçá Valley.

x. Execute the installation of ventilation and cooling within the operations of the Pilar UG Mine, both in the short term and in the long term as currently envisioned to ensure safe delivery of the Deepening Extension Project.

xi. A drill program for the Deepening Inferred Project be executed so as to promote the resource classification from Inferred to Measured or Indicated Mineral Resources. Additional engineering work should continue alongside the exploration program to promote the confidence of the mine design and costing parameters of the Deepening Inferred Project. The authors note as at the date of the MCSA Mining Complex Technical Report, such programs were underway.

Table 1-18: Proposed Budget for Recommended Work

Program	Budget (US$)
Advance geometallurgical studies	$200,000
Continued multi-element assays for the Vermelhos District (incl. check assays)	$50,000
Installation of sampling tower to enhance Mine-to-Mill reconciliation for multiple mining operations	$500,000
Improvement of reconciliation systems	$60,000
Advance geotechnical monitoring campaings and geotechnical-lithology model development	$100,000
Deepening Inferred Project drill program	$7,000,000
Total	**$7,910,000**

Updated Information with respect to the MCSA Mining Complex

On January 6, 2022, the Company announced updated Mineral Resource and Mineral Reserve estimates on the MCSA Mining Complex, with an effective date of September 30, 2021, which were prepared under the supervision of and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a “qualified person” within the meanings of NI 43-101.

Set out below are the updated Mineral Resource and Mineral Reserve estimates as at September 30, 2021, which account for drilling activities and mining depletion on the MCSA Mining Complex since the effective date of the Mineral Resource and Mineral Reserve estimates contained in the MCSA Mining Complex Technical Report. Mineral Resources are shown inclusive of Mineral Reserves. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

Table 1-19: Mineral Reserves and Mineral Resources, September 30, 2021

	Tonnes (000 tonnes)	Grade (Cu %)	Contained Cu (000 tonnes)
Deepening Extension Zone, Pilar Mine			
Proven Reserves	19	1.56	0.3
Probable Reserves	10,996	1.76	193.9
Proven & Probable Reserves	**11,016**	**1.76**	**194.2**
Measured Resources	4	1.77	0.1
Indicated Resources	10,439	2.08	217.0
Measured & Indicated Resources	**10,442**	**2.08**	**217.1**
Inferred Resources	6,095	2.14	130.1
MCSA Mining Complex, including Deepening Extension Zone			
Underground, including Deepening Extension Zone			
Proven Reserves	9,177	1.49	136.8
Probable Reserves	20,797	1.42	295.6
Proven & Probable Reserves[1]	**29,974**	**1.44**	**432.4**
Measured Resources	30,355	1.63	493.7
Indicated Resources	39,005	1.33	519.9
Measured & Indicated Resources	**69,360**	**1.46**	**1,013.6**
Inferred Resources	40,331	1.14	458.3
Open Pit			
Proven Reserves	15,680	0.59	92.0
Probable Reserves	13,627	0.61	82.7
Proven & Probable Reserves	**29,306**	**0.60**	**174.7**
Measured Resources	16,777	0.61	103.0
Indicated Resources	18,563	0.56	104.5
Measured & Indicated Resources	**35,340**	**0.59**	**207.5**
Inferred Resources	3,000	0.50	15.1
Total MCSA Mining Complex, including Deepening Extension Zone			
Proven Reserves	24,857	0.92	228.8
Probable Reserves	34,423	1.10	378.3
Proven & Probable Reserves	**59,280**	**1.02**	**607.1**
Measured Resources	47,132	1.27	596.7
Indicated Resources	57,568	1.08	624.4
Measured & Indicated Resources	**104,700**	**1.17**	**1,221.1**
Inferred Resources	43,331	1.09	473.4

Notes:

1. In the mine design of the Pilar and Vermelhos underground mines, certain stopes include measured and indicated as well as Inferred Mineral Resource blocks. In these instances, Inferred Mineral Resource blocks within the defined mining shape were assigned zero grade. Development occurring within marginal ore, above the operational cut-off grade, has also been included in the Mineral Reserve estimate. See below for additional technical and scientific information on the Mineral Reserve and Mineral Resource estimates.
2. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.

The underground Mineral Resource estimate has been constrained within newly developed 3D lithology models applying a 0.45% and 0.20% copper grade envelope for high and marginal grade, respectively. Within these envelopes, Mineral Resources for underground deposits were constrained using varying stope dimensions of up to 20m by 10m by 35m applying a 0.51% copper cut-off grade, as well as a 0.32% copper marginal (or operational) cut-off grade. Mineral Resources have been estimated using ordinary kriging inside 5m by 5m by 5m block sizes. The Mineral Resource estimate was prepared in accordance with the CIM Standards and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

A low-grade envelope using a cut-off grade of 0.20% copper for underground deposits was used to develop a dilution envelope and development block model that was included to define the grade of blocks within the dilution envelope in the planning and design of stopes within the Mineral Resource and Mineral Reserve estimate.

The open pit Mineral Resource estimate has been constrained within newly developed 3D lithology models using a 0.21% copper cut-off grade for open pit deposits. Mineral Resources have been estimated using ordinary kriging inside 5m by 5m by 5m block sizes. The Mineral Resource estimate was prepared in accordance with the CIM Standards and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

Mineral Reserve estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate for the deposit. Mineral Reserves are based on a long-term copper price of US$2.75 per lb, and a USD:BRL foreign exchange rate of 5.23. Mineral Reserves are the economic portion of the Measured and Indicated Mineral Resources. Mining dilution and recovery factors vary for specific Mineral Reserve sources and are influenced by factors such as deposit type, deposit shape, stope orientation and selected mining method. In the mine design of the Pilar and Vermelhos underground mines, certain stopes include Measured and Indicated as well as Inferred Mineral Resource blocks. In these instances, Inferred Mineral Resource blocks within the defined mining shape were assigned zero grade. Inferred Mineral Resource blocks assigned zero grade totaled approximately 159,000 tonnes for the Deepening Extension Zone, 296,500 tonnes for the Pilar underground mine and approximately 80,000 tonnes for the Vermelhos underground mine**.** Development occurring within marginal ore, above the operational cut-off grade, was also included in the Mineral Reserve estimate. Dilution occurring from Measured and Indicated Mineral Resource blocks was assigned grade based upon the Mineral Resource grade of the blocks included in the dilution envelope.

NX GOLD PROPERTY

The scientific and technical information in this section relating to the NX Gold Property, other than the scientific and technical information under the heading "*NX Gold Property – Updated Information with respect to the NX Gold Property* ", is a direct extract of the Executive Summary section contained in the NX Gold Technical Report dated January 8, 2021 with an effective date of September 30, 2020, which has been conformed to be consistent with the formatting and other defined terms within this AIF. The entire NX Gold Technical Report, a copy of which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov, is incorporated by reference into this AIF and should be consulted for details beyond those incorporated herein.

The scientific and technical information set out in this AIF under the heading " *NX Gold Property – Updated Information with respect to the NX Gold Property*", has been reviewed and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP)
(No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of NI 43-101.

Executive Summary

1.1 Introduction

The purpose of the NX Gold Technical Report is to set out and provide background and supporting information on the current Mineral Resources and Mineral Reserves for the NX Gold Mine, a producing underground gold mining operation located in the State of Mato Grosso Brazil and wholly-owned by NX Gold, a company formed under the laws of Brazil. The effective date of the NX Gold Technical Report is September 30, 2020 (in this section of the AIF, the "**Effective Date**") and the issue date of the NX Gold Technical Report is January 8, 2021. The NX Gold Technical Report has been prepared by GE21 on behalf of Ero Copper of Vancouver, Canada and existing under the BCABC.

Ero Copper is a publicly listed company that trades on the Toronto Stock Exchange under the ticker, "ERO". Ero Copper's principal asset is its 99.6% ownership interest in MCSA. MCSA's predominant activity is the production and sale of copper concentrate from the Vale do Curaçá Property, which is located within the Curaçá Valley, northeastern Bahia State, Brazil, with gold and silver produced and sold as by-products. Ero Copper's wholly owned subsidiary, Ero Gold (existing under the BCABC*)* currently owns a 97.6% ownership interest in NX Gold.

The NX Gold Mine was constructed and commenced commercial production in 2012, with the first full year of production occurring in 2013. As of the end of September 2020, approximately 241,000 ounces of gold had been produced from the NX Gold Mine. As of the date of the NX Gold Technical Report, there are currently 8 drill rigs operating on the property. Exploration activities are underway on the central Santo Antônio orebody as well as testing for possible extensions of the Brás and Buracão orebodies to depth and along strike. The first regional exploration program on the property commenced in 2020.

Doré bars containing gold and silver, as well as lesser amounts of lead, are shipped from the mine weekly by airplane via a gravel airstrip located on the property. The majority of NX Gold's Mineral Resources, Mineral Reserves and all of the mine's current production is from the Santo Antonio vein– an east-west striking, shear-zone hosted, quartz vein, accessed from a single mine portal and decline and from the Buracão vein. During the second half of 2019, the mine successfully transitioned mining activities from the Brás and Buracão veins, into the centrally located Santo Anton vein where all current mining activities take place.

The NX Gold Technical Report and estimates herein have been prepared following the guidelines of the NI 43-101.

The NX Gold Technical Report provides a summary of the work completed by NX Gold and its independent consultants as of the Effective Date. All dollar amounts presented in the NX Gold Technical Report are stated in US dollars unless otherwise specified.

1.2 Property Description and Location

NX Gold owns a 100% interest in the NX Gold Mine, located in the eastern portion of the State of Mato Grosso, Brazil. The mine is located 18km west of the town of Nova Xavantina, with a population of approximately 20,000 people, and approximately 670 km east of Cuiabá, the capital city of Mato Grosso. The total NX Gold Mine property, including exploration licences, measures 31,716.2 ha. The property is comprised of one mining concession, where all current mining and processing activities occur (registration number 866269/1990), that totals 620 ha and eight exploration licenses covering an area of 31,096.2 ha. Within the mining concession, NX Gold holds 100% legal and beneficial ownership, including surface rights. There are no time constraints provisioned with the mining concession; however, operating permits and licenses are extended and renewed in normal course of business according to the nature of each permit and requirements therein. All relevant licenses and operational permits in support of the mine's operation are in good standing.

Within the exploration licences, NX Gold's interests include the right to access the property and to engage in exploration, development, processing, and construction activities in support of mineral exploration and development. Where applicable, compensation is provided to the holder of surface rights for occupation or loss caused by the work. All exploration licenses are currently valid and, for those concessions where expiration dates are approaching, applications have been, or are expected to be submitted for renewal at the time of expiry.

1.3 Geology and Mineralization

Gold and silver mineralization at the NX Gold Mine can be characterized as a shear-zone hosted, sulphide-rich, laminated quartz vein. Economic mineralization on the property, to date, has been hosted within the northeast trending Araés shear zone that cross-cuts the deformed and metamorphosed volcano-sedimentary sequence of the Proterozoic Cuiabá Group and is generally associated with felsic dikes.

Economic gold and silver mineralization at the NX Gold Mine is structurally controlled within the Araés shear zone. Gold and silver are currently mined from a major sulphide-rich, laminated quartz vein dipping approximately 40 degrees to the north-northwest and striking to the west-southwest – the Santo Antonio vein. Prior to the second half of 2019, mining activities occurred in the Brás and Buracão veins, located to the east and west of Santo Antonio, respectively. Vein dimensions are variable throughout the deposit, with an average thickness of 4 meters. Local occurrences of up to 10 meters in vein thickness are common, particularly within the Brás and lower levels of the Santo Antonio veins. Where gold and silver grades are found in economic concentrations, quartz veins typically contain approximately 2 to 15 percent total sulphide represented mostly by pyrite and galena, as well as minor chalcopyrite, bornite, pyrrhotite, and sphalerite. Higher gold and silver grades are generally associated with galena, chalcopyrite, bornite, and sphalerite.

Historic and the current known extent of gold mineralization at the NX Gold Mine are structurally controlled and hosted in four major sulphide-rich quartz veins/bodies, from west to east: Buracão, Santo Antonio, Brás and Matinha. The veins are hosted in strongly deformed metamorphosed sedimentary rock units and diorite that trend generally to the northeast. The veins exhibit a typical laminated pattern parallel with the vein contacts. The laminations are characterized by alternating quartz bands and foliated host rocks indicative of multiple pulses of mineralized fluids during formation.

The Buracão vein is located on the western portion of the mining concession and includes a primary laminated vein measuring 100 meters in length and dipping 45 degrees to the northwest in the upper portion of the mine and 70 meters in length dipping 40 degrees to the northwest in the lower portion of the mine. The Brás vein is located to the east of the Buracão vein and includes a primary laminated vein measuring 220 meters in strike length in the upper part of the mine and 50 meters in strike length in the lower levels of the mine. The Santo Antonio vein is located between the Brás and Buracão veins and currently extends over 300 meters in strike length. The Santo Antonio vein, discovered during the 2018/2019 drill program, further drilled in 2020, and remains open to depth. Continued drill-testing of extensions of the vein are planned for 2020 where high-grade drill intercepts have been shown to occur at depth. To date, the mineralogical characterization of all of the veins containing economic values of gold and silver on the NX Gold property are the same.

1.4 Exploration

The occurrence of gold in the Araés shear zone has been known for over 80 years. Although limited information exists, extensive artisanal mining activity occurred in open pit and in underground operations prior to the formalization of the mine concessions in 1990. Between 1985 and 2004 two companies, Mineração Araés and Mineração Nova Xavantina, conducted geological and metallurgical studies, geological mapping and a total of 2,306 meters of drilling in 8 diamond drill holes. In 2004, MCSA acquired the mineral and surface rights for the property. Between 2006 and 2012, MCSA drilled a total of 43,441 meters in 212 surface diamond drill holes. In 2013, the property was transferred to NX Gold, a subsidiary of MSCA. Between 2013 and 2015, NX Gold drilled a total of 27,822 meters in 104 surface diamond drill holes and a total of 9,427 meters in 107 underground diamond drill holes. In December of 2016, MCSA (and its interest in NX Gold) was acquired by Ero Copper.

Other exploration activities undertaken from 2013 to 2015 included regional geological mapping, soil sampling and a 1,969 line-kilometer airborne magnetic survey completed in 2013.

Following the acquisition of NX Gold in 2016 by Ero Copper, commencing in 2018, NX Gold conducted the largest drill programs undertaken on the property to date, completing a total of 63,198 meters of drilling in 129 surface diamond drill holes and 1,315 meters in 8 underground drill holes, resulting in the discovery of, and continued delineation of the Santo Antonio vein. In total, the 2018 to 2020 drill programs conducted by the Company represent more than 40% of the total drill meterage drilled on the property. The drilling followed standard industry procedures including measuring core recovery, rock quality design, taking photos of the core boxes, geological logging of the core, sampling, and assaying. NX Gold inserts a series of certified reference material, blanks, and laboratory duplicates in the stream of samples to verify the assay results as part of its quality assurance, QA/QC procedures.

1.5 Drilling, Sample Preparation, Analysis and Security

Several drill programs have been conducted at the NX Gold Mine. Prior to the 2018 to 2020 drill programs, the bulk of prior drilling occurred during the period from 2006 to 2012 when the property was held by MCSA. The global drill hole database at the NX Gold Mine includes 559 drill holes, including 150 underground drill holes, totaling 147,670 meters of drilling, of which, 13,209 meters are from underground drilling.

Drilling and assaying undertaken in support of the current Mineral Resource and Mineral Reserve estimate has been carried out using sampling, security and QA/QC procedures that are in line with industry best practices.

Beginning in 2015, a full QA/QC program meeting generally recognized industry best practices has been in use. Standardized procedures are used in all aspects of the exploration data acquisition and management including surveying, drilling, sampling, sample security, assaying, and database management.

QA/QC measures, as part of the routine core sampling procedures, use blank, standard and duplicate samples to allow verification of the fire assay results produced by the NX Gold laboratory. For the 2014 to 2020 drilling programs, control samples were inserted at the frequency of 1 gold certified reference, 1 blank sample and 1 duplicate pulp sample every 20 samples.

The authors of the NX Gold Technical Report performed an evaluation of the data used in the determination of NX Gold's Mineral Resource estimate and found the results to be in accordance with industry best practice and appropriate for use in the current Mineral Resource estimate.

1.6 Mineral Resource and Mineral Reserve Estimate

Mineral Resources

The mineral resource estimates were prepared in accordance with the CIM Standards and the CIM Guidelines. Grade-shell models using 1.20 gpt were used to generate a 3D model of the NX Gold Mine, and within this, a gold cut-off grade of 1.90 gpt was considered of Mineral Resources based upon a gold price of US$1,900 per ounce of gold and total underground mining and processing costs of US$115.14 per tonne of ore mined and processed. Mineral Resources have been estimated using ordinary kriging inside block sizes of 2.5 meters (x), by 2.5 meters (y), by 0.5 meters in height (z) and a minimum mining stope dimension of 1.25 meters (x), by 1.25 meters (y), by 1.5 meters in height (z).

The NX Gold Mineral Resource estimate was sub-divided in four mineralized veins: Brás, Buracão, Santo Antônio and Matinha.

Mineral Resource effective date of August 31, 2020.

Table 1 - Mineral Resource Estimate

Classification	Tonnage (000 tonnes)	Grade (gpt Au)	Au Contained (000 ounces)
Indicated Mineral Resource (inclusive of Reserves)			
Santo Antonio Vein	763.3	10.97	269.2
Brás Vein	6.9	3.36	0.7
Buracão Vein	-	-	-
Total Indicated Resource	**770.2**	**10.90**	**269.9**
Inferred Mineral Resource			
Santo Antonio Vein	267.8	13.08	112.6
Matinha Vein	149.0	12.15	58.2
Brás Vein	149.3	4.81	23.1
Buracão Vein	7.7	2.77	0.7
Total Inferred Resource	***573.8***	***10.55***	***194.6***

1. Mineral Resource effective date of August 31, 2020
2. Presented Mineral Resources inclusive of Mineral Reserves. Indicated mineral resource totals are undiluted. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
3. Grade-shell 3D models using 1.20 gpt gold were used to generate a 3D mineralization model of the NX Gold Mine. Mineral Resources were estimated using ordinary kriging within 2.5 meter by 2.5 meter by 0.5 meter block size. Mineral Resources were constrained using a minimum stope dimension of 1.25 meters by 1.25 meters by 1.50 meters and a cut-off of 1.90 gpt based on gold price of US$1,900 per ounce of gold and total underground mining and processing costs of US$115.14 per tonne of ore mined and processed. The Mineral Resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Mineral Reserves

Mineral Reserve estimates were prepared in accordance with the CIM Standards and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate for the deposit. Mineral Reserves are based on a long-term gold price of US$1,650 per ounce, and a USD:BRL foreign exchange rate of 5.00. Mineral Reserves are the economic portion of the Indicated Mineral Resources. Mineral Reserve estimates include operational dilution of 17.4% plus planned dilution of approximately 8.5% within each stope for room-and-pillar mining areas and operational dilution of 3.2% plus planned dilution of 21.2% for cut-and-fill mining areas. Assumes mining recovery of 92.5% and 94.7% for room-and-pillar and cut-and-fill areas, respectively. Practical mining shapes (wireframes) were designed using geological wireframes / mineral resource block models as a guide. The Mineral Reserve estimates for the NX Gold Mine were prepared in accordance with the CIM Guidelines and the CIM Standards by NX Gold Mine engineering personnel under the direct supervision of Sr. Porfirio Cabaleiro Rodriguez of GE21, an independent qualified person as such term is defined under NI 43-101.

It is the opinion of GE21 that the current Mineral Reserves for the underground operation have been estimated in a manner consistent with industry best practices, CIM Guidelines, and CIM Standards.

Table 2 - Mineral Reserve Estimate

Classification	Tonnage (000 tonnes)	Grade (gpt Au)	Au Contained (000 ounces)
Probable Mineral Reserve			
Santo Antonio Vein	862.1	8.83	244.7
Brás Vein	-	-	-
Buracão Vein	-	-	-
Total Probable Reserve	**862.1**	**8.83**	**244.7**

1. Mineral Reserve effective date of September 30, 2020.
2. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
3. Mineral reserve estimates were prepared in accordance with the CIM Standards and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate for the deposit. Mineral reserves are based on a long-term gold price of US$1,650 per oz of gold, and a USD:BRL foreign exchange rate of 5.00. Mineral reserves are the economic portion of the Indicated Mineral Resources. Mineral Reserve estimates include operational dilution of 17.4% plus planned dilution of approximately 8.5% within each stope for room-and-pillar mining areas and operational dilution of 3.2% plus planned dilution of 21.2% for cut-and-fill mining areas. Assumes mining recovery of 92.5% and 94.7% for room-and-pillar and cut-and-fill areas, respectively. Practical mining shapes (wireframes) were designed using geological wireframes / mineral resource block models as a guide.

The Mineral Reserves for the NX Gold Mine are derived from the Indicated Mineral Resource as defined within the resource block model following the application of economic and other modifying factors further described below. Inferred Mineral Resources, where unavoidably mined within a defined mining shape have been assigned zero grade. Dilution occurring from Indicated Mineral Resource blocks were assigned grade based upon the current Mineral Resource grade of the blocks included in the dilution envelope. Mineral Reserves were classified according to the CIM Standards and the CIM Guidelines by Sr. Porfirio Cabaleiro Rodriguez of GE21, an independent qualified person as such term is defined under NI 43-101.

Mineral Reserve cut-off grades and parameters applied to the Mineral Reserve estimate are summarized below:

- 3.14 gpt applied to mining stopes, in room and pillar mining areas, and 3.22 gpt to stopes in cut and fill mining areas, incorporating mining and development, processing, general and administrative and indirect costs;
- 0.80 gpt applied to gallery development incorporating development and processing costs; and,
- 2.30 gpt applied to mining marginal material adjacent to planned mining stopes incorporating mining, development and processing costs.

Mineral Reserve cost assumptions are based on actual operating cost data during the eight-month period from January 1, 2020 to August 30, 2020, expressed in USD per tonne run-of-mine, converted at a USD:BRL foreign exchange rate of 5.00 corresponding to the average foreign exchange rate during this same period.

A summary of the Mineral Reserve estimate parameters is provided below:

Table 3 - Mineral Reserve Cut-off Parameters

Mining Costs (US$/tonne ROM)	$76.52
Processing Costs (US$/tonne ROM)	$38.62
G&A Costs (US$/tonne ROM)	$18.10
Indirect Costs (US$/tonne ROM)	$22.07
Metallurgical Recovery (average)	91.0%
Gold Price (US$/oz)	$1,650
Foreign Exchange Rate (USD:BRL)	*5.00*

Other modifying factors considered in the determination of the Mineral Reserve estimate include:

- A cut-off grade of 3.14 gpt was applied to mining stopes within the room and pillar mining areas, and 3.22 gpt to stopes within the cut and fill mining areas, in the determination of planned mining stopes within the Mineral Resource blocks based on actual operating cost data and past operating performance of the mine.
- The mining method employed for the Santo Antônio vein is inclined room and pillar for the thicker lower-panel of the vein, and overhand cut and fill for the thinner upper panel of the vein incorporating paste-fill. A new paste-fill plant was designed, and will be constructed at a cost of approximately US$2 million, with the aim of improving overhand cut and fill operations as well as enhancing pillar recovery throughout the mine.
- Maximum stope spans in the room and pillar mining area are based on a design stope of 6m by 4m between pillars. For cut and fill mining areas the size of stopes are based on a designed stope measuring 18m along strike with a frontal slice of 3 vertical meters.
- Within designed stopes, all contained material was assumed to be mined with no selectivity. Inferred Mineral Resources, where unavoidably included within a defined mining shape have been included in the Mineral Reserves estimate at zero grade. Mining dilution resulting from Indicated blocks was assigned the grade of those blocks captured in the dilution envelope using the current Mineral Resources estimate.

Mineral Reserve effective date of September 30, 2020.

1.7 Mining Methods

The mining method currently employed for the Santo Antonio vein is inclined room and pillar. Prior to commencing operations within the Santo Antonio vein, the mine employed a combination of inclined room and pillar and overhand cut and fill, with backfill requirements generated from waste development. Mining method selection has been based upon desired selectivity, geometry of the orebodies (both planned and previously mined) as well as the rock mechanic characteristics of the footwall and hanging wall.

For the purposes of the current Mineral Reserve and life-of-mine plan, the Santo Antonio vein has been divided into two main panels on -65 (upper) and -170 (lower) based upon the relative strength characteristics of these zones within the mine. In the upper panel, underhand cut and fill utilizing paste back-fill will be employed, while inclined room in pillar, the current mining method, will be employed in the lower panel. Cemented paste will also be employed in the lower panel to enhance pillar recovery following primary mining. NX Gold undertook extensive geomechanical analysis and 3D modeling as well as knowledge gained through prior mining in Brás and Buracão, and current operating procedures within the Santo Antonio vein, to define these mining methods.

The underhand cut and fill method relies upon removing the ore in horizontal slices, advancing from top to bottom, utilizing cemented paste (7% cement by weight) to provide support to the next series of advances. Each advance within the upper panel of Santo Antonio will be 3.0 meters. The inclined room and pillar method, currently used in practice, is based upon excavating parallel rooms, connected with a cross-section of galleries. Each 6 meter room is supported by pillars measuring

approximately 4 meters. During the primary extraction stage, room and pillar mine recovery averages approximately 75%, improving to approximately 92.5% following secondary extraction of pillars from bottom to top.

Based on operating experience, mining rates from inclined room and pillar operations have been assumed to average 500 tonnes per month per room in operation. The main constraint in this mining method is the number of jackleg operators per shift and developed rooms from which to conduct mining operations. Total production from the mine, incorporating upper and lower panel mining averages approximately 11,000 tonnes per month over the life of mine, and approximately 14,000 tonnes per month over the first four years – in-line with current mining rates. Actual operating performance of the mine was determined to calculate modifying factors applied to the life of mine. Operational dilution of 17.4% plus planned dilution of 8.5% was applied to lower panel stopes utilizing room and pillar mining method. Operational dilution of 3.2% plus planned dilution of 21.2% was assumed for stopes within the upper panel utilizing cut and fill mining method.

1.8 Recovery Methods

The metallurgical process currently in place has been engineered and subsequently optimized over the years to leach gold ores containing high contents of preg-robbing units capable of adsorbing gold from cyanide solutions, such as the carbonaceous phyllite unit that exists throughout the NX Gold Mine orebodies, including Santo Antonio.

Metallurgical recoveries at the NX Gold Mine have been sequentially optimized since commissioning to recover gold and silver from the quartz vein orebodies containing this carbonaceous material. This optimization work has resulted in recoveries increasing from approximately 40% in 2012 when the plant was commissioned, to current metallurgical recoveries in excess of 90% (92.0% average was achieved during third quarter 2020). Prior to the Effective Date, average feed grade to the plant was approximately 7.72 gpt gold. 2020 production from the NX Gold Mine to the Effective Date is shown below in Table 4.

Table 4 - Nova Xavantina Plant Performance to Effective Date

	Jan 1st – Sep 30th, 2020
Mill Feed (000 tonnes)	117,067
Gold Grade (gpt Au)	7.72
Metallurgical Recovery (%)	89.7
Au Production (oz)	**26,041**
Ag Production (oz)	**15,931**

Processing takes place at the Nova Xavantina Plant. Unit operations include a conventional 3 stage crush, milling and a combination of gravity concentration with intensive leaching and flotation followed by carbon in leach ("**CIL**") and a desorption circuit. In 2019, a gravity concentrate re-grind mill was added to the circuit to improve gold recoveries and reduce required residence time within the intensive leaching circuit. Gold and silver are produced from solution via electrolysis followed by smelting of doré bars containing both gold and silver. The installed crushing and grinding capacity is approximately 80 tph and 44.5 tph, respectively, resulting in an installed annual plant capacity in excess of 300,000 tonnes per annum. The plant is currently forecast to operate at approximately 45% of its installed capacity, on average, over the current life of mine.

In 2018 and 2019, NX Gold conducted gravity concentration tests to assess recovery of the Santo Antonio orebody in advance of mining operations. A composite sample was taken from 9 drill holes and processed in the NX Gold's laboratory Falcon concentrator. The results obtained exhibited similar characteristics as previously tested samples from within existing and historic operations of the Buracão and Brás veins. Upon achieving full production rates from the Santo Antonio vein in 2020, several initiatives on the processing side were implemented to improve metallurgical recoveries from this material. These efforts contributed to achieving 92.0% metallurgical recovery during the third quarter of 2020 – in-line with current forecast recoveries over the life of mine.

Based on the current Mineral Reserve estimate, the production plan for the Nova Xavantina Plant is set forth below:

Table 5 - NX Gold Production Plan

	Q4 2020*	2021	2022	2023	2024	2025	2026
Ore Mined & Processed (*000 tonnes*)	46.5	167.0	179.4	170.9	139.4	80.6	78.4
Au Grade (gpt)	7.61	7.21	8.34	9.13	9.61	9.87	11.61
Recovery (%)	92.1%	92.1%	92.1%	92.0%	92.0%	92.0%	92.0%
Gold Production (oz)	**10,458**	**35,647**	**44,291**	**46,121**	**39,631**	**23,550**	**26,901**
Silver Production (oz)	**5,980**	**20,370**	**25,309**	**26,355**	**22,646**	**13,457**	**15,372**

(*) Q4 2020 production outlines the Mineral Reserve schedule for the three months from the effective date of September 30, 2020 to December 31, 2020.

Throughout the life of the mine, the plant has successfully processed ores with different grades and varying carbon content, obtaining key information to improve recovery, under different operational conditions. The metallurgical recoveries of the NX Gold Mine have increased from 40% in 2012 to up to 92% in third-quarter of 2020 (with a 2020 average of approximately 90% prior to the Effective Date), as summarized in the following table.

Table 6 - Historic Production of the NX Gold Mine

Year	Tonnes (t)	Au (oz)	Recovery
2012	137,980	6,654	40%
2013	261,726	26,216	67%
2014	208,259	23,730	83%
2015	226,608	35,115	87%
2016	213,776	29,098	84%
2017	135,013	25,173	88%
2018	117,857	39,808	91%
2019	158,275	29,755	86%
Jan to Sep 30th 2020	117,067	25,755	90%
Total	**1,567,561**	**241,304**	**84%**

1.9 Project Infrastructure

The facilities at the NX Gold Mine include the mine portal, the Nova Xavantina Plant, tailings storage facility, mechanical workshop, administrative offices, metallurgical laboratory, security gate and guard facilities, medical clinic, a cafeteria and a gravel airstrip used to fly out doré bars after production.

National electrical service is available on site from the town of Nova Xavantina, located approximately 18 km from the NX Gold Mine. The mine is supplied through a 34.5 kV power transmission line (600 kVA), owned by the state public utility, ENERGISA S/A. Water in sufficient quantities to support mining and processing operations is sourced from surface run-off and a fully permitted water supply system comprised of a water intake from the neighboring Mortes River, with capacity of 150 cubic meters per hour, and a water main connecting the sumps of the underground mine.

Process tailings are disposed into two ponds in a closed loop with water loss only occurring through evaporation and in the residual moisture content of the tailings. The first pond receives inert-tailings from flotation, and the second pond receives non-inert tailings from the CIL circuit. The latter tailings pond is lined with a double layer of HDPE, including leach detection devices, and allows for natural degradation of residual cyanide through exposure to sunlight, complemented by a cyanide detoxification circuit.

1.10 Permitting, Environmental and Social Considerations

The NX Gold Mine is a fully permitted gold mine currently in operation. An environmental action program was developed for NX Gold prior to the mine reaching commercial production. NX Gold follows the guidelines set forth in the program to

reduce its impact and recover impacted areas within the vicinity of the mine. NX Gold adheres to a program of frequent environmental monitoring including water quality control, as well as re-vegetation of historic artisanal mining areas that pre-date the commissioning of the mine by NX Gold.

The mine's closure plan, adapted to the current social and environmental context within the area of the NX Gold Mine, has been designed to maximize the physical, chemical, biological, and socio-economic stability of the area after mining activities have concluded. The current estimated reclamation liabilities are approximately R$24.9 million.

NX Gold maintains an excellent relationship with the neighboring community of Nova Xavantina, as well as smaller neighboring land-owners, providing among others, community outreach, children's educational programs and sponsorship of local sporting events and teams. NX Gold has provided technical and financial support towards the environmental rehabilitation of areas previously impacted by historic artisanal mining activities and has remained an important economic contributor to the region through both direct and indirect jobs, royalties and tax revenue. The NX Gold Mine has all required environmental licenses to conduct its operations, issued by the Environment Secretary of Mato Grosso (SEMA) in 2007. The authors of the NX Gold Technical Report are not aware of any material environmental or permitting risks to the current operations nor to the envisioned production plan associated with this Mineral Reserves estimate.

1.11 Capital and Operating Costs

Capital and operating costs are shown for 2020 through 2026 reflecting the period of operation from the day immediately following the Effective Date (commencing October 1, 2020). For the purposes of the NX Gold Technical Report, mine reclamation and closure are assumed to commence on the conclusion of mining of the Mineral Reserves; however, NX Gold is actively undertaking exploration activities to increase the mine's life. It is anticipated that a combination of Mineral Resource conversion, extension of the Santo Antonio ore body, and delineation of target areas will serve to augment the production profile and increase mine life subject to satisfactory exploration results, as well as technical, economic, legal and environmental conditions.

Total capital costs over the life of mine are estimated at R$189.2 million, of which R$24.9 million is related to mine closure in 2026. Details of these capital expenditures are shown below in Table 7.

Table 7 - Forecast Capital Expenditures

	Q4 2020[1]	2021	2022	2023	2024	2025	2026
Capital Expenditures (R$ 000s)							
Development	9,531	36,964	19,822	1,705	418	-	-
Equipment	750	5,415	5,783	788	-	-	-
Ventilation & Safety Equipment	950	514	260	300	250	230	-
Environment	419	650	280	240	350	180	-
Other, Sustaining	552	0	5,964	2,618	2,239	2,074	-
Sustaining Capital, Sub-Total	12,201	43,543	32,109	5,652	3,257	2,484	-
Infrastructure	7,886	5,608	2,470	640	230	68	-
Other, Non-Sustaining (incl. Growth)	3,923	21,121	2,456	4,898	2,915	827	-
Exploration / Drilling	12,000	-	-	-	-	-	-
Reclamation & Closure Costs	-	-	-	-	-	-	24,939
Non-Sustaining Capital, Sub-Total	23,809	26,729	4,926	5,538	3,145	895	24,939
Total Capital Costs (R$ 000s)	**36,010**	**70,272**	**37,035**	**11,189**	**6,402**	**3,379**	**24,939**

Capital Expenditure Notes:

1. 2020 capital expenditure presented for the three months of the mineral reserve schedule from the day immediately following the Effective Date to December 31, 2020.
2. Amounts shown do not include discretionary greenfield or brownfield exploration in years 2021 through 2026.
3. Capital expenditures presented in BRL, thousands.

An operating cost forecast was prepared using the mine's operating history and current consumption coefficients. The expected C1 cash cost of the NX Gold Mine averages US$505 per ounce of gold produced. The AISC of the NX Gold Mine, including G&A costs, capitalized development and sustaining capital expenditures, averages US$720 per ounce of gold produced over the life of mine. C1 cash cost and AISC are non-IFRS measures, please refer to Chapter 22.1 of the NX Gold Technical Report for additional information on non-IFRS measures, including C1 cash costs and AISC.

Table 8 - Operating Cost Summary

	Q4 2020[1]	2021	2022	2023	2024	2025	2026
Tonnes Processed (000s)	46.5	167.0	179.4	170.9	139.4	80.6	78.4
Exchange Rate (USD:BRL)	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Gold Price (US$/oz)	1,750	1,750	1,750	1,750	1,750	1,750	1,750
Silver Price (US$/oz)	18.00	18.00	18.00	18.00	18.00	18.00	18.00
Operating Cost Detail (R$ 000s)							
Mining Costs (incl. Development)	20,982	88,365	93,448	65,702	60,909	36,084	39,012
Processing Costs	7,618	35,352	36,064	35,308	32,537	19,255	20,787
Operational Support	5,113	19,640	17,333	17,333	17,333	10,400	11,440
Sub Total (R$ 000s)	**33,714**	**143,357**	**146,845**	**118,343**	**110,778**	**65,739**	**71,238**
less: Silver Credit	(538)	(1,833)	(2,278)	(2,372)	(2,038)	(1,211)	(1,383)
less: Capitalized Development	(9,531)	(36,964)	(19,822)	(1,705)	(418)	-	-
less: Operator Bonus Provision	(775)	(6,154)	(6,154)	(6,154)	(6,154)	(6,154)	(6,154)
Total, C1 Basis (R$ 000s)	**22,870**	**98,405**	**118,591**	**108,111**	**102,167**	**58,373**	**63,700**
C1 Cast Cost (R$ per oz)	**$2,187**	**$2,761**	**$2,678**	**$2,344**	**$2,578**	**$2,479**	**$2,368**
C1 Cash Cost (US$ per oz)	**$437**	**$552**	**$536**	**$469**	**$516**	**$496**	**$474**
add: G&A (incl. Bonus Provision)	4,398	20,023	20,023	20,023	20,023	14,476	15,308
add: Sustaining Capital (incl. Development)[2]	12,201	43,543	32,109	5,652	3,257	2,484	-
add: CFEM Royalty (1.5%)	1,381	4,706	5,847	6,089	5,232	3,109	3,552
add: Transport & Insurance	20	72	72	72	72	72	72
Total, AISC Basis (R$ 000s)	**$40,870**	**$166,750**	**$176,643**	**$139,947**	**$130,752**	**$78,514**	**$82,632**
AISC (R$ per oz)	**$3,908**	**$4,678**	**$3,988**	**$3,034**	**$3,299**	**$3,334**	**$3,072**
AISC (US$ per oz)	**$782**	**$936**	**$798**	**$607**	**$660**	**$667**	**$614**

C1 Cash Cost / AISC Notes:

1. 2020 operating costs are presented for the three months of the mineral reserve schedule from the day immediately following the Effective Date to December 31, 2020.
2. Sustaining Capital (including Development) as further detailed in Table 70, "Forecast Capital Expenditures" of the NX Gold Technical Report.
3. C1 cash costs per ounce of gold produced and AISC are non-IFRS measures, as more particularly discussed under Chapter 22.1.
4. Operating Costs presented in BRL, thousands.

1.12 Economic Analysis

An economic analysis was prepared for the NX Gold Mine using the following primary assumptions:

- Considers commencing on day immediately following the Effective Date and does not include actual performance achieved prior to October 1, 2020.
- Total ore processed of 862.1 thousand tonnes at an average head grade of 8.88 g/t gold.
- Gold and silver sales are assumed to equal production, with total sales of 226,599 ounces of gold and 129,489 ounces of silver.
- Metal prices of US$1,750 per ounce of gold and US$18.00 per ounce of silver.
- USD:BRL foreign exchange rate of 5.00.

- CFEM royalty based on 1.5% of gross revenue.

The NX Gold Mine produces an undiscounted after-tax cash flow of approximately R$907 million (approximately US$181 million).

The after-tax NPV at a 5% discount rate is US$156.3 million. The results of the economic analysis are shown below in Table 9.

An after-tax sensitivity analysis was performed considering changes in gold price, foreign exchange rates, and capital and operating costs. The analysis shows that the NX Gold Mine is most sensitive to gold prices and foreign exchange rates.

Table 9 - Economic Analysis of the NX Gold Mine

Assumptions		2020 [1]	2021	2022	2023	2024	2025	2026
Exchange Rate	R$/US$	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Gold Price	US$/oz	1,750	1,750	1,750	1,750	1,750	1,750	1,750
Production								
Ore Mined	tonnes	46,455	166,989	179,438	170,863	139,415	80,623	78,352
Gold Grade Mined	g/t	7.61	7.21	8.34	9.13	9.61	9.87	11.61
Ore Processed	tonnes	46,455	166,989	179,438	170,863	139,415	80,623	78,352
Gold Grade Processed	g/t	7.61	7.21	8.34	9.13	9.61	9.87	11.61
Global Recovery	%	92.1	92.1	92.1	92.0	92.0	92.0	92.0
Gold Contained	**ounces**	**10,458**	**35,647**	**44,291**	**46,121**	**39,631**	**23,550**	**26,901**
Capex								
Investments	000 R$	36,010	70,272	37,035	11,189	6,402	3,379	24,939
Total	**000 R$**	**36,010**	**70,272**	**37,035**	**11,189**	**6,402**	**3,379**	**24,939**
Operating Costs								
General & Administrative	000 R$	3,622	13,869	13,869	13,869	13,869	8,321	9,153
Operational Support	000 R$	5,113	19,640	17,333	17,333	17,333	10,400	11,440
Underground Mining	000 R$	20,982	88,365	93,448	65,702	60,909	36,084	39,012
Processing	000 R$	7,618	35,352	36,064	35,308	32,537	19,255	20,787
Sub Total	**000 R$**	**37,336**	**157,226**	**160,714**	**132,212**	**124,647**	**74,060**	**80,392**
Depreciation/Exhaustion	**000 R$**	**10,500**	**40,486**	**56,115**	**57,452**	**51,885**	**37,476**	**38,109**
Total Costs	**000 R$**	**47,837**	**197,712**	**216,829**	**189,664**	**176,531**	**111,536**	**118,500**
Revenue								
Gold Sales	ounces	10,458	35,647	44,291	46,121	39,631	23,550	26,901
Gross Metal Revenue	000 R$	91,507	311,909	387,549	403,556	346,771	206,059	235,387
Total Net Metal Revenue	000 R$	90,664	309,035	383,979	399,839	343,577	204,166	233,219
Total Net Revenue	**000 R$**	**90,664**	**309,035**	**383,979**	**399,839**	**343,577**	**204,166**	**233,219**
P&L								
Net Revenue	000 R$	90,664	309,035	383,979	399,839	343,577	204,166	233,219
Opex	000 R$	(47,837)	(197,712)	(216,829)	(189,664)	(176,531)	(111,536)	(118,500)
Less Capitalized Development [2]	000 R$	9,531	36,964	19,822	1,705	418	-	-
Gross Profit	000 R$	52,358	148,287	186,971	211,881	167,464	92,630	114,719
Effective Tax Rate	*%*	*14.8*	*15.5*	*12.9*	*13.6*	*13.4*	*9.7*	*11.8*
Income & Social Contribution Taxes	000 R$	(7,749)	(23,036)	(24,138)	(28,737)	(22,502)	(8,947)	(13,518)
Net Profit	**000 R$**	**44,609**	**125,251**	**162,834**	**183,144**	**144,962**	**83,683**	**101,201**
Cash Flow								
Revenue	000 R$	90,664	309,035	383,979	399,839	343,577	204,166	233,219
Opex (ex-Depreciation & Exhaustion)	000 R$	(37,336)	(157,226)	(160,714)	(132,212)	(124,647)	(74,060)	(80,392)
Less Capitalized Development [2]	000 R$	9,531	36,964	19,822	1,705	418	-	-
Income & Social Contribution Taxes	000 R$	(7,749)	(23,036)	(24,138)	(28,737)	(22,502)	(8,947)	(13,518)
Employee Bonuses	000 R$	-	(6,860)	(6,860)	(6,860)	(6,860)	(6,860)	(6,860)
Operating Cash Flow	**000 R$**	**55,110**	**158,877**	**212,089**	**233,736**	**189,986**	**114,298**	**132,449**
CAPEX	000 R$	(36,010)	(70,272)	(37,035)	(11,189)	(6,402)	(3,379)	(24,939)
Free Cash Flow	**000 R$**	**19,099**	**88,605**	**175,054**	**222,547**	**183,584**	**110,919**	**107,510**
Accumulated Free Cash Flow	000 R$	19,099	107,704	282,758	505,305	688,889	799,809	907,319
Free Cash Flow	**000 US$**	**3,820**	**17,721**	**35,011**	**44,509**	**36,717**	**22,184**	**21,502**
Accumulated Free Cash Flow	000 US$	3,820	21,541	56,552	101,061	137,778	159,962	181,464
Discount Rate	**%pa**	**5%**						

Results		
After-Tax NPV_5	000 US$	156,342
IRR	%pa	n/a
Simple Payback	years	n/a

(1) 2020 based on the 3 months from October 1, 2020 to December 31, 2020

1.13 Conclusions and Recommendations

The authors of the NX Gold Technical Report have carried out a review and assessment of the material technical issues that could influence the future performance of NX Gold and classified the Mineral Resource and Mineral Reserve estimates. The authors found that the procedures and processes adopted by NX Gold personnel to produce the geological models were executed according to proper industry standards. Sampling, QA/QC, security and data control were similarly in line with

industry best practices and support the current Mineral Resource and Mineral Reserve estimate. The authors note the following:

a. NX Gold holds the surface rights and permits required to conduct the mining operation as outlined in the Mineral Reserve estimate. Future development beyond the stated Mineral Reserves may require the acquisition of additional surface rights.
b. The authors have carried out the appropriate review to satisfy that the Mineral Reserve can be technically and profitably extracted. Consideration has been given to all technical areas of the operations, the associated capital and operating costs, and relevant factors including marketing, permitting, environmental, land use and social factors. The authors are satisfied that technical and economic feasibility has been demonstrated.
c. The authors have not identified any known mining, metallurgical, infrastructure, permitting, legal, political, environmental or other relevant factors that could materially affect the development or extraction of the stated Mineral Reserves.

Regarding the Mineral Resource and Mineral Reserve estimation process, and to continue to ensure the continuity of mining operations, the authors recommend a work program that includes the following:

- Intensify the exploratory program in the regions classified as exploration potential to further define and classify these zones into incremental Mineral Resources (and Mineral Reserves).
- Undertake additional infill drilling campaigns to upgrade the classification of Indicated Mineral Resources into Measured Mineral Resources and Inferred Mineral Resources into Indicated Mineral Resources.
- It is recommended that NX Gold implement an update to its QA/QC procedures to ensure that there is no possibility of contamination in the preparation and analytical results of the Company's duplicate check-sample program.
- Undertake a study to improve model to mine reconciliation.

The hanging wall of the deposit, in the opinion of the authors of the NX Gold Technical Report, is competent enough for the current mining method provided mining support is implemented as designed. GE21 recommends the Company undertake a third-party geotechnical study to further evaluate the potential of reducing sill pillar thickness with the aim of increasing mine recovery during the primary mining phase of the operations.

A summary of the proposed work program is detailed below. At the time of the NX Gold Technical Report, 8 drill rigs had been mobilized to the property and were undertaking various exploration programs aimed at increasing the current Mineral Resources and Mineral Reserves of the property.

Table 10 - GE21 Recommended Work Program

Program	Budget (US$)
Exploration drill program in the regions identified as having exploration potential	$5,000,000
Infill drill campaign to promote the classification of measured Mineral Resources	$5,000,000
QA/QC Program Update & Validation	$20,000
Mine to mill reconciliation program	$50,000
Geomechanics study to improve mine recoveries	$300,000
Total	**$10,370,000**

Updated Information with respect to the NX Gold Property

On January 6, 2022, the Company announced updated Mineral Resource and Mineral Reserve estimates on the NX Gold Mine, with an effective date of September 30, 2021, which were prepared under the supervision of and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of NI 43-101.

Set out below are the updated Mineral Resource and Mineral Reserve estimates as at September 30, 2021, which account for drilling activities and mining depletion on the NX Gold Mine since the effective date of the Mineral Resource and Mineral Reserve estimates contained in the NX Gold Technical Report. Mineral Resources are shown inclusive of Mineral Reserves. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

Table 11: Mineral Reserves and Mineral Resources, September 30, 2021

	Tonnes (000 tonnes)	Grade (Au gpt)	Contained Au (koz)
San Antonio Vein			
Proven Reserves	—	—	—
Probable Reserves	958	9.01	277.5
Proven & Probable Reserves	958	9.01	277.5
Measured Resources	—	—	—
Indicated Resources	950	10.56	322.4
Measured & Indicated Resources	950	10.56	322.4
Inferred Resources	248	2.99	23.9
Matinha Vein			
Proven Reserves	—	—	—
Probable Reserves	146	6.26	29.4
Proven & Probable Reserves	146	6.26	29.4
Measured Resources	—	—	—
Indicated Resources	124	8.55	34.1
Measured & Indicated Resources	124	8.55	34.1
Inferred Resources	310	10.47	104.2
Brás & Buracão Veins			
Proven Reserves	—	—	—
Probable Reserves	—	—	—
Proven & Probable Reserves	—	—	—
Measured Resources	—	—	—
Indicated Resources	7	3.36	0.7
Measured & Indicated Resources	7	3.36	0.7
Inferred Resources	157	4.71	23.8
Total, NX Gold Mine			
Proven Reserves	—	—	—
Probable Reserves	1,104	8.64	306.8
Proven & Probable Reserves	1,104	8.64	306.8
Measured Resources	—	—	—
Indicated Resources	1,081	10.28	357.3
Measured & Indicated Resources	1,081	10.28	357.3
Inferred Resources	714	6.61	151.9

Notes:
1. All figures have been rounded to the relative accuracy of the estimates. Summed amounts may not add due to rounding.
2. See below for additional technical and scientific information on the Mineral Reserve and Mineral Resource estimates.

Grade shells using a value of 1.20 gpt gold were used to generate a 3D mineralization model of the NX Gold Mine. Within the grade shells, Mineral Resources were estimated using ordinary kriging within 2.5 meter by 2.5 meter by 0.5 meter block size, and the Mineral Resource estimate was constrained using a minimum stope dimension of 2.0 meters by 2.0 meters by 1.5 meters and a cut-off of 1.90 gpt based on gold price of US$1,900 per ounce of gold. The Mineral Resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

The Mineral Reserve estimates were prepared in accordance with the CIM Standards and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate for the deposit. Mineral Reserves are the economic portion of the Indicated Mineral Resources. Mineral Reserves are based on a long-term gold price of US$1,650 per oz of gold, and a USD:BRL foreign exchange rate of 5.00. Mineral Reserve estimates include operational dilution of 17.4% plus planned dilution of approximately 8.5% within each stope for room-and-pillar mining areas and operational dilution of 3.2% plus planned dilution of 21.2% or cut-and-fill mining areas. Assumes mining recovery of 92.5%

and 94.7% for room-and-pillar and cut-and-fill areas, respectively. Practical mining shapes (wireframes) were designed using geological wireframes / Mineral Resource block models as a guide. In the mine design, certain stopes include Indicated as well as Inferred Mineral Resource blocks. In these instances, Inferred Mineral Resource blocks within the defined mining shape were assigned zero grade. Dilution occurring from Indicated Mineral Resource blocks were assigned grade based upon the current Mineral Resource grade of the blocks included in the dilution envelope.

BOA ESPERANÇA PROPERTY

The scientific and technical information in this section relating to the Boa Esperança Property is a direct extract of the Executive Summary section contained in the Boa Esperança Technical Report dated November 12, 2021 with an effective date of August 31, 2021, which has been conformed to be consistent with other defined terms and formatting within this AIF. The entire Boa Esperança Technical Report, a copy of which is available for review under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov, is incorporated by reference into this AIF and should be consulted for details beyond those incorporated herein.

Executive Summary

1.1 Introduction

Ero commissioned Ausenco Engineering Canada Inc. (in this section of the AIF, " **Ausenco**") to compile a Technical Report (in this section of the AIF, the "**Report**") for a Feasibility Study Update (in this section of the AIF, the " **FSU**" or the "**2021 FSU**") on the Boa Esperança deposit, part of the Boa Esperança Project (in this section of the AIF, the "**Project**") in the Southern Pará State of Brazil.

1.1.1 Key Outcomes

The Project demonstrates the financial outcomes (US dollars) summarized below based on Cu prices of US$3.80/lb in 2024, US$3.95/lb in 2025 and US$3.40/lb in 2026+:

- Pre-tax
  - NPV of US$464.6 million at an 8% discount rate
  - internal rate of return ("**IRR**") of 48.6%
  - Payback period of 1.3 years
- Post-tax
  - NPV of US$379.6 million at an 8% discount rate
  - IRR of 41.8%
  - Payback period of 1.4 years
- Total capital costs of US$507 million, comprised of:
  - Initial capital cost of US$294 million
  - Sustaining capital cost of US$196 million
  - Closure cost of US$24 million
  - Salvage value of US$7 million
- Total operating costs of US$801 million

1.2 Terms of Reference

The Report supports disclosure by Ero Copper in the news release dated September 28, 2021, entitled, "Ero Copper Announces Results of Optimized Feasibility Study for Boa Esperança Project – Longer Mine Life and Higher Annual Copper Production."

The firms, companies and consultants who are providing Qualified Persons (" **QPs**") responsible for the content of this Report, which is based on the FSU completed in 2021 and supporting documents prepared for the 2021 FSU, are, in alphabetical order: Ausenco; Ero, and NCL Ingeniería y Construcción SpA. (in this section of the AIF, "**NCL**").

The Report presents Mineral Resource and Mineral Reserve estimates for the Project, and an economic assessment based on open pit mining operations and a conventional processing circuit that would produce copper concentrate.

All units of measurement in this Report are metric, unless otherwise stated. The monetary units are in US dollars, unless otherwise stated.

1.3 Property Description and Location

The Boa Esperança copper deposit is in the municipality of Tucumã, Pará State, Brazil. The site is located approximately 40 km to the southwest of the town. Tucumã can be accessed by state highway PA-279, which connects the town of Xinguara to the town of São Felix do Xingu, along a stretch of road that runs for approximately 160 km. The junction of PA-279 with federal highway BR-155 is in Xinguara, which is the main highway leading to the city of Marabá, situated approximately 220 km north of Xinguara.

1.4 Ownership

MCSA acquired the Boa Esperança copper deposit concession from Corporación Nacional del Cobre (in this section of the AIF, " **Codelco**") in 2007 and became the legal owner of the mineral rights to the Boa Esperança copper deposit. In December 2016, Ero acquired approximately 85.0% interest in MCSA. In June 2017, Ero acquired an additional 14.5% by subscribing for shares from treasury for a total interest in MCSA of approximately 99.5%. In December 2017, the Company acquired additional shares of MCSA, increasing its ownership interest in MCSA to approximately 99.6%.

The legal status of MCSA's mining rights is as follows:

- The Final Exploration Report was presented to the ANM on April 10, 2008 and was approved by the ANM on July 30, 2009;
- MCSA applied for a Mining Concession by filing an Economic Exploitation Plan (*Plano de Aproveitamento Econômico* or PAE) with the ANM on May 5, 2010;
- The preliminary environmental license was filed with the ANM on March 22, 2012;
- The PAE technical analysis was completed and considered suitable for granting on July 30, 2013;
- Ero received the Installation License ("**LI**") on August 30, 2021, which will allow for the commencement of surface and civil construction activities
- A formal request with the Para State environmental agency, *Secretaria de Estado de Meio Ambiente e Sustentabilidade* ("**SEMAS**") will be made to incorporate changes in the Project's scope as outlined in the FSU.
- SEMAS is the agency responsible for approval of the Operating License (" **LO**") for the Project, which is planned to be issued at the time of commercial production; and
- The estimated Mineral Resources and Mineral Reserves disclosed in this Report are completely contained within the Boa Esperança mineral rights held by MCSA. MCSA is the holder of required surface rights for the envisioned operations. It is expected that full title to the land will be transferred to MCSA after conclusion of an administrative procedure with the National Institute of Colonization and Land Reform ("**INCRA**") to clear such surface rights from its prior classification as a resettlement area.

The site is free and clear of any environmental liabilities, and all required permits for construction activities are encompassed by the LI issued on August 30, 2021.

1.5 Geology and Mineralization

The Carajás Mineral Province, where the Boa Esperança copper deposit is located, is on the east side of the Amazon Craton and is considered one of the most important mineral provinces in Brazil. It is a region of high economic importance, as it hosts the world's largest known high-grade Fe deposits, as well as world-class Cu-Au deposits, such as Salobo, Sossego, 118, Cristalino and Igarapé Bahia-Alemão. Deposits of Mn, Ni, Cr, Al and Zn have also been identified in the province. The existence of high-grade significant deposits elsewhere in the region provides no assurance regarding the size, extent, grade, or value of any deposits or prospective deposits within the area of the Boa Esperança Project.

The Carajás Mineral Province encompasses two distinct tectonic domains, both Archean in age. The South Block, which is the older of the two (3.0 to 2.86 Ga) and where the Boa Esperança deposit is located, is called the Rio Maria Block, and contains a typical granite-greenstone belt terrain. The North Block, which is the younger domain (2.8 to 2.5 Ga), is called Carajás and is composed of volcano-sedimentary rocks and granitoids, which host the large Fe, Cu-Au, Mn, Ni and Zn deposits in the province. These two blocks are products of the juxtaposition of volcanic island arcs and plutonic-like Andes environments, associated with an intra-continental mantle plume.

The Boa Esperança copper deposit occurs within an isolated hill, which is elongated in an NNE direction and located 38km SW following a straight line from the town of Tucumã. The topographic high is mainly comprised of breccias composed of quartz and magnetite, which cut the Neoarchean biotite-granite (2.78 Ga), the host of the copper mineralization. The Neoarchean biotite granite intrudes into the Mesoarchean Rio Maria granodiorite (2.85 Ga).

Mineralization consists of a series of brecciated zones, which are aligned N60°-70°E and incline in a SE direction (60°-70°SE).

1.6 Exploration

Over the years, Project exploration has consisted of multiple campaigns of ground geological mapping and sampling, soil geochemistry, ground geophysical surveys and exploration drilling conducted by both Codelco, MCSA, and more recently Ero. Available exploration datasets used in the FSU include detailed topography surveys, soil geochemistry surveys, geological mapping, magnetic surveys, induced polarization (IP) surveys, as well as a drill core database totalling approximately 58,000 meters of drilling, petrographic studies, and radiometric dating drilling and sampling.

Between 2003 and 2013 a total of 165 core drill holes totaling approximately 57,972 m were completed. Drilling was executed by Codelco over four drillhole campaigns in 2003–2004, 2005 and 2006, consisting of 62 core drillholes, totaling 21,956.12 m on a 200 x 200 m drilling grid that was infill drilled to 100 x 100 m. MCSA completed 103 core holes between 2008–2013, totaling 36,016.13 m. Infill drilling was completed to approximately 50 and 25 m centers for the core of the deposit in support of the Project. In 2021, Ero commenced an exploration program to further extend the known limits of the deposit. There were no results available from the 2021 exploration program to incorporate into the FSU.

All exploration drilling was conducted using l core methods. Holes were drilled at an HQ size (63.5 mm core diameter) through soil, saprolite and weathered rock and were reduced to NQ size (47.6 mm) upon reaching fresh rock. Average drill core recoveries were reported as exceeding 98%.

Sampling intervals were identified and marked in the core boxes according to the sampling plan, thus providing a physical register of sample identification and location. The core was split in half using a diamond saw and then quartered, with one quarter sent for analysis and the remaining three quarters stored for future reference. At the end of the sampling process the identifying description on each sample bag was verified by comparing the description in the core boxes to the corresponding location. If correct, the sample was sealed in the bag for dispatch.
Codelco used the SGS Geosol laboratory in Parauapebas, Pará, Brazil to prepare all samples from the 2003–2006 drilling campaigns. MCSA used the same laboratory to prepare all samples from the 2008–2009, 2012 and 2013 drilling campaigns. Sample analyses were carried out by SGS Geosol in Vespasiano, Minas Gerais, Brazil for these campaigns. SGS Geosol is an internationally recognized mineral testing laboratory and is independent of the Company.

MCSA used the Intertek laboratory in Parauapebas, Pará, Brazil (" **Intertek**") to prepare all samples from the 2010 drilling campaign. Intertek is an internationally recognized mineral testing laboratory and is independent of the Company.

1.7 Data Verification

MCSA provided Ausenco with external analytical control data containing the assay results of the quality control samples from the Boa Esperança Project. All data was provided in Microsoft Excel spreadsheets. Control samples (blank and standard reference materials) were summarized in time-series plots to highlight their performance. Paired data (pulp duplicates) were analysed using bias charts, quantile-quantile plots, and relative precision plots. The external quality control data produced for this project represent approximately 5% of the total number of samples assayed.

MCSA used one standard reference material (High-Grade) during the 2008/2009 campaign. In more recent years, three standard reference materials (Low-Grade, Medium-Grade and High-Grade) were used.

SGS Geosol and Intertek delivered consistent Cu results, mostly within two standard deviations. The results for the High-Grade (" **HG**") standard reference material shows consistently lower values than expected in all drilling campaigns. This shows that there is a negative bias for the HG standard reference material.

Paired assay data examined by Ausenco show that assay results can be reproduced by the SGS Geosol and Intertek laboratories from duplicate pulp with high confidence. In general, Ausenco considers the analytical quality control data delivered by the laboratories used by MCSA and reviewed by Ausenco to be sufficiently reliable for the purpose of resource estimation.

MCSA is currently including the use of certified blank samples and certified standard reference materials in its quality control programs.

1.8 Metallurgical Testing

Boa Esperança copper deposit is considered as a variant of an Iron Oxide Copper Gold (IOCG) deposit type, with the presence of higher sulphur minerals and a high quartz content, the absence of pervasive hydrothermal alterations of the host rock, and the absence of gold. Granite ("**GRA**") and breccia ("**BXX**") are two main rock types recognized from the deposit.

A series of metallurgical test programs were performed between 2007 and 2015 to assess the metallurgical responses of the mineral samples from the deposit. In the tests reviewed, master composite samples were constructed as a blend of 50% GRA and 50% BXX, while variability composite samples were prepared to represent the individual GRA and BXX rock types.

The initial test programs by Centro de Investigation's Minero Metalúrgicas (" **CIMM**") were conducted with one master sample which confirmed the selection of a sequential flotation flowsheet. In 2012, SGS Geosol verified the flowsheet by using variability samples. Later in 2015, SGS Geosol investigated the amenability of a jigging pre-concentration step, and conducted subsequent flotation tests on the pre-concentrated samples, as well as the treatment of the flotation tailings. The main observations from the tests are shown as follows:

- Copper concentrate grade assaying at 28% Cu or higher were achieved from master samples. The 2015 SGS Geosol test program with a pre-concentration stage produced the highest concentrate grade of 28.9% Cu.
- Copper recovery to the head feed of 95.5% and 91.5% were achieved in the CIMM and 2012 SGS Geosol test work programs, respectively. The 2015 SGS Geosol tests produced a lower recovery of 85.1% to the head feed because of the pre-concentration stage, even though a similar copper stage recovery of 91.7% was achieved.
- Copper recovery and copper concentrate grade achieved from tests on variability samples in the 2012 SGS Geosol test program varied significantly. Copper grade ranged between 21.2 and 29.3% Cu while copper recovery varied between 77.5 and 95.4%.
- Copper concentrate samples present only trace-level deleterious elements.

Additional test programs were performed by equipment suppliers to determine the crushability and grindability of the ore samples, as well as the dewatering characteristics of the flotation concentrate and tailings samples. A fast-settling rate was observed for both copper concentrate and final tailings. The copper concentrate filtration can achieve a moisture level between 8 – 10%; no filtration tests were performed on tailings samples.

As part of this study, Ausenco completed a circuit review to determine the viability of including jigging pre-concentration. The evaluation indicates that the mass rejection in the jigging circuit does not result in significant reduction of the downstream plant and the associated capital cost requirements. The copper contained in the pre-concentration tailings can add significant value to the project when recovered to the final copper concentrate. As a result, a sequential flotation process with no pre-concentration stage is selected for the project. This flowsheet as well as the relevant locked cycle flotation test results comprise the basis for the copper recovery projection.

1.9 Mineral Resource Estimation

Mineral Resources are detailed in Table 1-1 and have an effective date of 31 August 2021 (in this section of the AIF, the " **Effective Date**"); they are presented inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves have no demonstrated economic viability.

The mineral resource estimates were prepared in accordance with the CIM Standards, and the CIM Guidelines, using geostatistical and/or classical methods, plus economic and mining parameters appropriate to the deposit.

Block model tonnage and grade estimates for the Boa Esperança Project were classified according to the CIM Standards and the CIM Guidelines by Mr. Emerson Ricardo Re, RM CMC (0138) and MAusIMM (CP) (305892), Ero Resource Manager and QP as defined under NI 43-101.

A 3D geologic model was developed for the Boa Esperança Project. Geologically constrained grade shells were developed using various copper cut-off grades to generate a 3D mineralization model of the Boa Esperança Project. Within the grade shells, mineral resources were estimated using ordinary kriging within a 2.0 m by 2.0 m by 4.0 m block size. Within the optimized resource open pit limits, a cut-off grade of 0.20% copper was applied based upon a copper price of US$6,400 per tonne, net smelter return ("**NSR**") of 94.53%, average metallurgical recoveries of 90.7%, mining recovery of 91.0%, dilution of 5.0%, mining costs of US$3.10 per tonne mined run of mine ("ROM"), processing and costs of US$5.65 per tonne ROM, and G&A costs of US$5.65 per tonne ROM. Unconstrained Inferred Mineral Resources have been stated at a cut-off grade of 0.51% copper with a marginal cut-off grade of 0.32% copper based upon a copper price of US$6,400 per tonne, NSR of 94.53%, mining recovery of 100%, average metallurgical recoveries of 90.7%, mining costs of US$14.71 per tonne ROM, processing and costs of US$5.70 per tonne ROM, and G&A costs of US$2.60 per tonne ROM. Stated Mineral Resources estimates are inclusive of Mineral Reserves.

Table 1-1: Mineral Resource Statement as of 31 August 2021

Boa Esperança Copper Project	Measured Resources			Indicated Resources			Measured and Indicated Resources			Inferred Resources		
	Tonnes	Grade	Contained	Tonnes	Grade	Contained	Tonnes	Grade	Contained	Tonnes	Grade	Contained
	(000's)	(%)	(000's)	(000's)	(%)	(000's)	(000's)	(%)	(000's)	(000's)	(%)	(000's)
Open Pit High-Grade	7,117	2.16	153.65	1,661	2.27	37.63	8,778	2.18	191.3	40.5	2.69	1.09
Open Pit Low-Grade	25,476	0.60	152.00	13,433	0.51	68.43	38,909	0.57	220.4	514.4	0.49	2.51
Subtotal Mineral Resources	**32,593**	**0.94**	**305.65**	**15,095**	**0.70**	**106.06**	**47,687**	**0.86**	**411.7**	**554.8**	**0.65**	**3.60**
Underground High-Grade										1,354	2.24	30.38
Underground Low-Grade										9,681	0.60	58.24
Subtotal Mineral Resources										**11,035**	**0.80**	**88.62**
Total Copper Mineral Resources	32,593	0.94	305.65	15,095	0.70	106.06	47,687	0.86	411.71	11,590	0.80	92.22

Notes to Accompany Mineral Resource Estimate:

- Mineral Resources have an effective date of 31 August 2021 (being the Effective Date) and were prepared by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission), Resource Manager of Ero and a QP as such term is defined under NI 43-101.
- Tonnes and grade are rounded to reflect approximation.
- Open Pit Mineral Resources are stated at a cut-off grade of 0.20% Cu and are fully contained within an optimized pit shell.
- Underground Mineral Resources are stated within an optimized stopes below the pit shell. A cut-off grade of 0.51% Cu and a marginal cut-off grade of 0.32% Cu were applied in the stope optimization.
- Stated Mineral Resources are inclusive of Mineral Reserves.
- Mineral Resources that are not Mineral Reserves and have not demonstrated economic viability. Mineral Resource estimates do not account for mineability, selectivity, mining loss and dilution. These Mineral Resource estimates include Inferred Mineral Resources that are normally considered too geologically speculative to allow for the application of economic considerations that would see them categorized as Mineral Reserves. There is also no certainty that these Inferred Mineral Resources will be converted to Measured and Indicated categories through further drilling or into Mineral Reserves once economic considerations have been applied.

1.10 Mineral Reserve Estimation

Mineral Reserves are detailed in Table 1-2 and have an effective date of 31 August 2021 (being the Effective Date). These are based on the 2021 FSU production schedule, which was constrained by a designed pit. Measured and Indicated Mineral Resources were used to support the statement of Proven and Probable Mineral Reserves. Measured Resources were converted to Proven Mineral Reserves, and Indicated Mineral Resources were converted into Probable Mineral Reserves. These are reported as delivered to the mill and are therefore fully diluted.

Table 1-2: Mineral Reserves Statement as of 31 August 2021

Reserves Category	Tonnage t '000	Copper %Cu	Contained Copper t '000
Proven Reserves	30,674	0.89	273.2
Probable Reserves	12,378	0.67	83.4
Total Mineral Reserves	43,052	0.83	356.6

Notes to Accompany Mineral Reserves Estimate:

1. Mineral Reserves have an effective date of 31 August 2021 (being the Effective Date) and were prepared by Mr. Carlos Guzman, RM CMC (0119) and FAusIMM (229036), an employee of NCL and a QP as such term is defined under NI 43-101.
2. Mineral Reserves are reported as constrained within Measured and Indicated pit designs and are supported by a mine plan featuring a constant throughput rate and cut-off optimization. The pit designs and mine plan were optimized using the following economic and technical parameters: copper price of US$3.00/lb; average recovery to concentrate is 91.3%; copper concentrate logistics costs of US$108.2/wmt; transport losses of 0.2%; copper concentrate treatment charges of US$59.5/dmt, US$0.0595/lb of copper refining charges; copper payability of 96.3%; average mining cost of US$2.47/t-mined; process cost of US$7.74/t-processed and G&A costs of US$3.83/t-processed; average pit slope angles that range from 30º to 50º and 2% royalty.
3. Mineral Reserves estimate considered an SMU of 2m x 2m x 8m, an overall dilution of 3.3% and a metal loss of 0.3%.
4. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grades, and metal content.
5. Tonnage measurements are in metric units. Copper grades are reported as percentages and payable copper as tonnes.

Mineral Reserves were derived by incorporating modifying factors into the Mineral Resource model. Design and production scheduling were then undertaken within mine planning software. This process incorporated appropriate modifying factors and the application of cut-off policies and economic analysis. These results were then incorporated into the 2021 FSU, which supports the statement of Mineral Reserves at the Project.

Previously stated Mineral Reserves as of June 1, 2017, were 19.5 Mt at 0.95 %Cu. (refer to Chapter 6.0 for further detail). The increase of the current estimate to almost double the contained copper is mainly because of the increased throughput, higher metallurgical recoveries as a result of removing the jigging unit operation, and the Mineral Resource modelling technique, which applied a more selective approach and with less added in-situ dilution than used in 2017.

1.11 Open Pit Geotechnical

Geotechnical investigations for previous feasibility studies for the Boa Esperança Project were completed in 2012 and 2017. The overall objective of the evaluation was to determine the pit slope geometries. Design recommendations for the pit slope angles were provided.

A field data collection program was designed and carried out for the Project with the primary objective of rock mass characterization and discontinuity orientation to serve as the basis of geotechnical model development. Geotechnical logging, point load testing, and orientation of discontinuities intersected by core recovered from four boreholes were conducted by MCSA geologists to support this investigation. Rock quality designation (RQD) data for a total of 109 previous resource and condemnation drillholes was also analysed and used in the development of the geotechnical model and subsequent analyses.

Geomechanical testing was conducted on rock core samples obtained from the two geotechnical drillholes to determine strength characteristics for the in-situ materials. The overall laboratory program consisted of direct shear, uniaxial and triaxial compressive strength, direct tensile strength tests, and measurements of unit weight and elastic properties. A total of 56 laboratory tests were conducted on samples selected to represent the range of the rock conditions observed in the two geotechnical holes.

In addition to the rock core testing program, two relatively undisturbed block samples of saprolite were obtained from within the open pit area and tested by Pattrol Laboratory, located in Belo Horizonte, Brazil. The saprolite testing program included triaxial shear strength and classification testing.

At the Boa Esperança Project, three distinct domains of rock quality exist, i.e., the upper, saprolite and weathered rock (“ **Saprock**”) and the fresh granitic rock below (“**Fresh Rock**”). The depth of the saprolite and weathered rock zone varies across the site from approximately 15 m around the outer edges of the deposit, up to 125 m in the Boa Esperança hill in the central portion of the deposit. The saprolite materials logged generally classify as completely weathered rock to residual soils.

Below the Saprolite and Saprock Zones, the bedrock is generally fresh, showing few signs of oxidation and minimal fracturing resulting in a very competent rock mass. Rock mass ratings (RMR) for the fresh rock ranged between 49 and 80 with an average value of 69 according to the Bieniawski (1989) criteria. Hydrothermal breccia structures and rhyodacite dikes within the rock mass are generally well healed and expected to be of similar competency as the granitic host rock and consequentially have been included within the Fresh Rock domain.

In addition to the granitic rock, a schist unit exists at the surface to the north and east, potentially outcropping in the upper final north pit wall. Currently, the schist unit is poorly understood with very few actual drill core intercepts. The few drillhole intercepts with this unit at depth suggest a rock mass similarly competent to the granite host rocks, without strong cleavage or well-developed foliation.

Based on the oriented core data, the primary discontinuity sets at the Boa Esperança Project are sub-vertical, northeast, and northwest striking and sub-horizontal. A secondary, moderately northwest dipping set also appears but relatively infrequent compared to the other sets.

To optimize the slope design at the Boa Esperança Project, both global and bench scale stability for the proposed open pit were performed. Overall slopes were analysed with limit equilibrium methods using the Hoek-Brown (2002) rock mass shear strength criteria for the Fresh Rock and Mohr-Coulomb criteria for the highly weathered Saprolite Zone. Saprolite slopes were considered to be drained and conservatively high groundwater surfaces were used in the Fresh Rock.

Overall and high inter-ramp slopes were analyzed using commercially available geotechnical modelling software packages Slide 6.0 and Phase2. The limit equilibrium analysis results for the current final feasibility pit design showed a very low probability of failure and relatively high factors of safety (average of 2.1) for even the conservatively high phreatic surface assumed (10 to 25 m behind pit face). A safety factor of 1.7 was also demonstrated with Phase2 using the mean rock mass parameter values. This confirms that stable slopes at the Boa Esperança Project, within the Fresh Rock, will be controlled primarily by geologic structure below the oxide boundary and not by rock mass strength. Stable slopes within the saprolite zone are anticipated to be controlled primarily by groundwater pressures which will be relieved with horizontal drain holes.

Slope kinematics were evaluated with a qualitative risk assessment for each pit sector. The purpose of the assessment was to judge the risk or likelihood of plane shear and wedge type failures occurring in a given pit sector. Based on the wall orientations of the current pit design and the steep dip angle of the primary structures at the Boa Esperança Project, all sectors were identified as having very low to low risk of structural instabilities.

Table 1-3 shows the pit slope geometry proposed by Ausenco for each material type.

Table 1-3: Pit Slope Geometry

	Saprolite	Saprock	Fresh Rock
Bench Height (m)	8	8	16
Minimum Bench Width (m)	6	6	8
Bench Face Angle (^{O})	50	65	81
Maximum Inter-ramp Angle (^{O})	35	45	56
Maximum Overall Slope Angle (^{O})	-	40	50
Maximum Slope Height (m)	50	100	200

1.12 Mining Methods

A mine plan was developed by NCL. The plan is focused on a single mine area, mined through consecutive mining phases or pushbacks. The mill throughput assumption is based on an economic assessment study, resulting in an average throughput of 4.0 Mt per year of sulphide ore and a ramp-up period of 12 months that assumes a production rate of 3.2 Mt in the first year of production. Plan production (ramp-up) starts after commissioning during the second quarter of Year 1 to avoid the rainy season.

The required pre-stripping amounts to 13.2 Mt, and activities have been scheduled over 24 months. The mining schedule requires a maximum mine extraction of 20 Mt per year. The mine movement decreases from Year 10 until the mining operations are completed in Year 12. The production parameters for the Boa Esperança Project are summarised in Table 1-4.

Table 1-4: Key Production Parameters

Parameter	Quantity
Proven and Probable Mineral Reserves	43.1 Mt at 0.83 %Cu
LOM production	Copper: 717.9 M lb (Year 1 - Year 12)
Pre-stripping	13.2 Mt (24 months)
Maximum material movement	20 Mt/annum (without rehandling)
Mine life	12 years

The adopted mining operation strategy for this study corresponds to contract mining from pre-stripping through Year 5 of operation and transition to owner mining in Year 6 to the life of mine. The preferred timing of the transition to owner mining will be analyzed in future studies.

The mine is scheduled to work on a 7-days-a-week, three 8-hour shift basis, 365 days a year and 12 lost days per year due to weather conditions. The operation will include normal drilling, blasting, loading with 5.2 m^3 / 3.9 m^3 (waste/ore) backhoe configured excavator and 38 t conventional trucks over an 8-m bench height (double bench of 16 m in fresh rock in interim and final slopes). Mining will be performed on a sub-bench or flitch basis. All mining processes in the ore areas will apply processes commensurate with selective mining to mitigate ore dilution and losses. Mining will include supporting functions such as ancillary activities, dewatering, grade control, and equipment maintenance. Table 1-5 and Table 1-6 summarise the mine and plant feed production schedules.

Table 1-5: Mine Production Schedule (yearly)

Year	Total Mined Ore			Mineralised material to stockpile	Total to Waste Dump					Total Mined
	Mine to Mill	Mine to Stockpile	Total Ore		Fresh Waste	Topsoil	Saprolite	Weathered	Total Waste	
	kt	kt	kt	kt	kt		kt	kt	kt	kt
PP	-	53	53	29	48	363	9,568	3,111	13,089	13,171
Y01	2,168	95	2,263	286	1,036	60	1,643	2,978	5,718	8,267
Y02	3,964	281	4,245	408	2,465	149	3,287	1,802	7,703	12,357
Y03	3,876	271	4,148	1,013	9,190	139	1,888	2,729	13,944	19,105
Y04	4,000	126	4,126	1,010	10,524	182	2,186	1,972	14,864	20,000
Y05	4,000	400	4,400	1,096	10,967	120	1,806	1,612	14,504	20,000
Y06	3,853	-	3,853	971	10,037	190	2,445	2,269	14,941	19,765
Y07	3,153	-	3,153	2,107	12,871	10	404	767	14,053	19,313
Y08	4,000	43	4,043	1,133	14,209	-	56	560	14,825	20,000
Y09	3,903	-	3,903	1,367	14,730	-	-	-	14,730	20,000
Y10	4,000	170	4,170	1,044	12,706	-	-	-	12,706	17,921
Y11	3,267	-	3,267	530	6,523	-	-	-	6,523	10,320
Y12	1,429	-	1,429	123	1,308	-	-	-	1,308	2,859
Y13	-	-	-	-	-	-	-	-	-	-
Y14	-	-	-	-	-	-	-	-	-	-
Y15	-	-	-	-	-	-	-	-	-	-
Totals	41,613	1,439	43,052	11,116	106,614	1,213	23,282	17,800	148,909	203,076

Note:
All tonnes in report are dry tonnes, unless stated.
Mineralised material corresponds to in-pit contained Inferred Mineral Resources and Measured or Indicated Mineral Resources with copper grade in the range 0.10 – 0.22 %Cu.

Table 1-6: Plant Feed Schedule (yearly)

Period	Total To Mill			
	kt	%Cu	REC (%)	Payable Cu (Klb)
Y01	2,182	1.34	93.2	57,944
Y02	3,990	1.33	92.8	104,412
Y03	4,000	1.08	92.1	83,984
Y04	4,000	0.77	90.6	59,047
Y05	4,000	0.82	91.8	64,070
Y06	4,000	0.70	90.7	54,132
Y07	4,000	0.49	87.2	36,520
Y08	4,000	0.56	89.9	42,309
Y09	4,000	0.64	90.4	48,705
Y10	4,000	0.63	91.2	48,462
Y11	3,451	0.90	91.3	59,743
Y12	1,429	1.11	91.5	30,623
Totals	43,052	0.83	91.3	689,953

1.13 Recovery Methods

The process plant is designed to treat a nominal 4 Mt/a ROM ore from an open pit mine operation to produce a copper concentrate. A sequential flotation process was selected for the project, which is based on the review of the previous processing and metallurgical tests and the circuit evaluation by Ausenco as described in Section 13.0 of the Report. The selected unit processes involve a conventional three-stage crushing and a ball milling comminution process, followed by sequential flotation stages of copper flotation and pyrite floatation circuits, as well as the dewatering circuits for both the final copper concentrate and pyrite tailings for dry stacking. The pyrite concentrate separated from the pyrite flotation will be impounded separately.

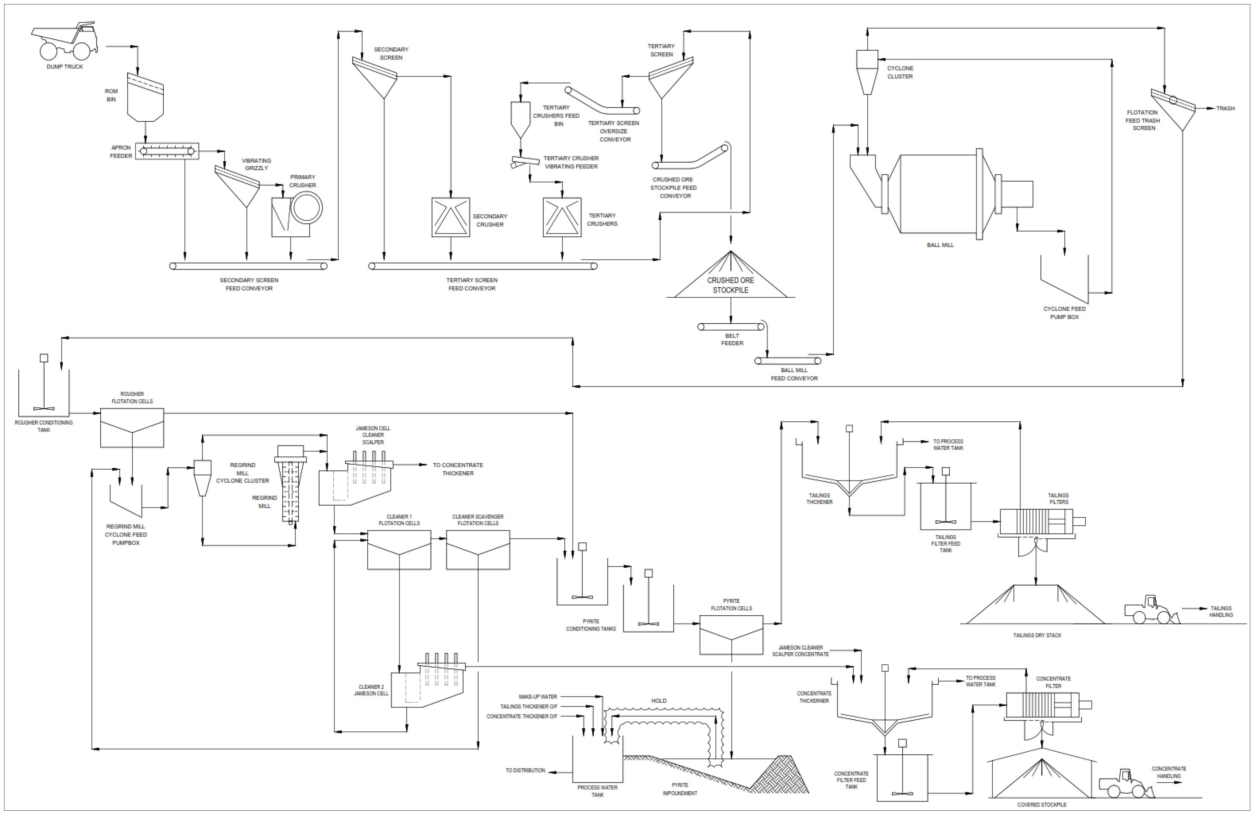
The process plant will operate on the basis of three 8-hour shifts per day, 365 days a year. The operational availability is set at 70% for crushing, 92% for grinding and flotation, as well as 84% in average for concentrate and tailings filtration.

A simplified process flowsheet is shown in Figure 1-1. The ROM ore will be hauled from the open pit mine to a surface crushing plant, where it will be crushed to a P80 of 12 mm via a three-stage crushing circuit. The crushed ore will be transferred to a stockpile prior to being ground in a ball mill which is in a closed circuit with classifying cyclones. The cyclone overflow with a desired P80 of 110 µm will gravitate to a copper flotation circuit.

The copper flotation circuit will consist of a conventional rougher flotation stage, a regrind circuit to further reduce the particle size of the combined rougher concentrate and cleaner scavenger concentrate to a P80 of 38 µm, and the subsequent cleaner flotation circuit. The cleaner flotation circuit will involve a cleaner scalper stage followed by two stages of cleaner flotation. The copper concentrate from the cleaner scalper and second cleaner stages will be the final product, which will be thickened in a high-rate thickener and then filtered in conventional vertical plate pressure filters for dewatering.

Tailings from the copper rougher flotation circuit will combine with tailings from the copper cleaner-scavenger flotation circuit as the feed for the pyrite flotation circuit. The pyrite concentrate will be stored in a dedicated pyrite impoundment. The final tailings from the pyrite flotation will be thickened and filtered to be stored at a dry stacking facility.

Figure 1-1: Overall Process Flowsheet



Note: Figure prepared by Ausenco, 2021.

1.14 Project Infrastructure

The proposed Boa Esperança mine is a greenfield site but is located in a region of reasonable infrastructure. On-site and off-site infrastructure that will be required for mining and processing operations will include:

- On-site
  - Open pit mine
  - Stockpiles and waste rock facilities
  - Process plant with three-stage crushing
  - Dry stacked tailings facility ("**DSTF**");
  - Wet or pyrite tailings storage facility ("**TSF**");
  - Water treatment plant ("**WTP**");
  - Water collection and containment structures
  - Administration building and offices
  - Laboratory
  - Warehouse and yard storage
  - Process operations workshop
  - Truck shop
  - Mine dry
  - Truck wash
  - Explosive storage magazine
  - Gate house and weigh scale
  - Core shed
  - First aid clinic and fire protection building
  - Canteen
  - Sewage treatment
  - Refuse storage
- Off-site
  - Access road upgrade and public road bypass
  - Power transmission line

1.14.1 Accessibility

1.14.1.1 Road

Access to the Project by road is from Ourilândia do Norte, which features commercial flights, and Tucumã. From Tucumã state highway PA-150 can be followed for approximately 25 km until reaching the intersection with P-3. From the intersection with P-3, a secondary road can be followed for approximately 20 km in a southwest direction to reach Morro Boa Esperança, where the Project is located.

Vila do Conde, Barcarena, PA, near the city of Belem is the only port complex from which seaborne loads can be transported to and from the site location. Loads can be transported via road. Copper concentrate loading and transportation from the mine site to the Port of Vila do Conde will be performed via truck by a selected contractor.

1.14.1.2 Rail

The closest rail infrastructure to the Project is the Carajas railroad, which connects Sao Luis, Maranhao to Carajas, Pará. The railway covers approximately 892 km and is operated and 100% owned by Vale.

1.14.1.3 Air

The nearest commercial airstrip is in Ourilândia do Norte (CKS), located 12 km from the town of Tucuma, and approximately 45km by road to the Project.

1.14.2 Power

The public electricity supplier, Equatorial Energia Pará, supplies the region with electrical power. Equatorial Energia confirmed the feasibility of supplying power based on a peak demand load of 25 MW by means of a 138 kV power line between the main substation at the mine site and the existing nearby Tucumã substation. The power line will be approximately 45 km long and take 21 months to complete.

Equatorial Energia will oversee the power line route, design, construction and commissioning, landowners' approach, and land acquisition. Their battery limit will be the termination at the main mine site substation.

Power will be distributed from the main substation to area substations and e-houses as listed:

- Crushing area
- Grinding, Thickening, Flotation, Reagents and Water Distribution
- Tailings Filtering
- General Area Substation (Offices, Workshop, Canteen, First Aid Clinic, Laboratory, etc.)
- Wastewater Capture Substation
- Raw Water Intake

1.14.3 Accommodation

There will be no on-site camp provided. Instead, contractors and engineering, procurement and construction management (EPCM) staff will secure board and lodging in the nearby town of Tucumã and commute daily to the work site. Ourilândia do Norte, a municipality located approximately 10 km to the east of Tucumã, hosts much of the workforce for Vale's Onça Puma Nickel operations. Together, these two cities form a mining community with a population of more than 70,000 people offering skilled labor and sufficient board and lodging. During operations it is expected that personnel will be hired from local communities.

1.14.4 Waste Rock Facility

Waste rock from mining activities including pre-stripping, will be trucked to a designated waste rock dump. The dump will be built in 20-m lifts. Each lift will be constructed at an approximate angle of repose of 37°. A 10-m set-back between each lift will maintain the overall slope at 1.8:1 to facilitate reclamation and long-term stability. A constant 30% swell factor (after natural compaction) was assumed in the design. The facility was designed to support 160 Mt, 8% additional capacity than the 148 Mt of waste of the mine plan. Once the deposit has been exhausted it is estimated the dump will cover an area of 185 ha.

A separate facility was designed to the south of the main waste rock facility (WRF) for the topsoil, to be used for later reclamation. The total estimated topsoil is 1.2 Mt for the life of mine.

1.14.5 Low-Grade Stockpile

Low-grade stockpiles will be created close to the process plant and to the east of the pit. The stockpiles are designed with 10-m lifts and 10-m setbacks to facilitate later re-handling.

1.14.6 Tailings Storage Facilities

The tailings produced from mineral extraction will be segregated in the pyrite flotation cells to form two tailings streams; pyrite tailings and non-pyrite tailings. The tailings streams are segregated to assist with managing the smaller amount of potentially acid-generating ("**PAG**") material using a Best Management Practice approach.

The PAG slurry tailings will be discharged in a geomembrane-lined TSF located to the north of the primary crusher. Approximately 4.3 Mt of slurry tailings will be discharged sub-aqueously over the life of the project within the TSF. The TSF impoundment requires ring embankment that will be constructed in phases to contain the tailings.

The non-acid generating (NAG) tailings will be filtered to reclaim water at the plant for reuse and create a filter cake that can be placed in a DSTF. After filtering, the dewatered tailings will be transported to the DSTF in haul trucks and compacted in relatively thin lifts. Approximately 38.7 Mt of filtered tailings will be placed in the DSTF over the life of the project.

All non-contact water near these facilities will be diverted around and discharged into natural drainages. All contact water from these facilities will be collected and conveyed to contact water/seepage ponds.

1.14.7 Water Management

The water management plan is based largely on the water balance calculated in August – September 2021 and includes discussion of contact water as well as opportunities that may be actioned to improve the confidence in the estimates of contact water quantities as well as water quality. The water management plan requires the geochemical assessment of waste and tailings prior to finalization, and this work is underway.

A surface water management system will be constructed to segregate contact and non-contact water. Non-contact water will be diverted around mine infrastructure to natural drainage structures. Contact water will be diverted to ponds followed by treatment prior to release. The estimated contact water from mine infrastructure is presented in Table1-7.

Table 1-7: Contact Water Estimate

	Average Wet Season				Average Dry Season			
All values in m^3/h	Start-up	Y5	Ultimate	Closure	Start-up	Y5	Ultimate	Closure
Waste Rock Dump (runoff & seepage)	260	420	602	222	86	139	199	73
LG Stockpile and admin area	72	72	72	0	24	24	24	0
Pit (sump)	96	283	349	0	41	223	248	0
TSF (runoff)	51	58	73	73	17	19	24	24
Tailings (runoff)	154	306	306	107	51	101	101	35
Total contact water (m^3/h)	**634**	**1140**	**1402**	**402**	**218**	**505**	**595**	**133**

The capital cost estimate for the Project includes use of a high-density sludge ("**HDS**") WTP to treat contact water. HDS is based on lime neutralization to induce precipitation of metals and salts via pH change. Seepage from the waste rock dump and other contact water is treated by adding lime, followed by coagulation/co-precipitation with ferric iron, flocculation, clarification, and pH adjustment (if required). Sludge from the WTP will be disposed in the TSF. Completion of the proposed geochemistry program may inform modifications in the treatment plant selection and sizing as currently envisioned.

1.14.8 Water Supply

Raw water at a maximum flowrate of 170 m^3/h will be pumped from a reservoir created by installing a water dam at Jatobá creek.

1.14.9 Environmental and Social Considerations

As outlined in this FSU, the Project has been designed using Best Management Practice to protect the environment, surface waters, and groundwater in the area.

The raw water for the Project will be sourced from a reservoir dam constructed in the Jatobá river to stabilize water availability throughout the seasons. The water reservoir will have the purpose of storing clean water to meet the demand of the plant, estimated at a flow of 154 m^3/h, working for a year without interruption. The water pond will restrict the flow of Jatobá river and will be constructed within the property owned by Ero Copper.

1.14.10 Closure and Reclamation Considerations

The primary objective of the closure and reclamation initiatives will be to eventually return the DSTF and TSF to self-sustaining facilities that satisfy the end land-use objectives. The DSTF and TSF are designed to maintain long-term physical and chemical stability, protect the downstream environment, and manage surface water. In addition, the closure plan needs to

be compatible with a premature closure event. At the end of the mine life, the water cover over the tailings of the TSF will be drained and a capped will be constructed using non-acid generating material, topsoil and topsoil to limit ingress of oxygen and water to the PAG tailings.

The DSTF will utilize progressive closure measure to facilitate closure along with reducing erosion in area where exterior slopes are completed during the life of mine. Both the TSF and DSTF meet both operational and post-closure physical and geochemical and protect the downstream environment along with surface water management.

Closure and reclamation costs have been estimated by Ero at approximately US$24 M, which is partially offset by an estimate salvage value of US$7 M. Closure costs have been based upon detailed costing performed in 2017 for the Project's Plano de Recuperação de Áreas Degradadas (PRAD) and have been adjusted for scope and inflation using Ero's current reclamation activities and operations in Bahia, Brazil as a reference check for key input costs. Closure activities for the Project include:

- Retrenchment;
- Demolition of surface sites;
- De-mobilization of equipment;
- Open pit reclamation;
- DTSF recontouring and reclamation;
- Waste dump recontouring and reclamation; and,
- PAG reclamation.

1.14.11 Social Considerations

Ero and its subsidiaries have an extensive operating background in Brazil and a strong history of community engagement. Social programs will be developed for the Project that align with the Company's policies and vision to create value for all stakeholders. Programs that will be developed are expected to be similar to existing programs in place at Ero's operations in Bahia State and Mato Grosso State which focus on socio-economic development, effective communication, and job training to foster local employment, among others.

1.15 Markets and Contracts

The Boa Esperança Project copper concentrate is generally expected to be of high quality with low levels of deleterious elements. As such, combined with Ero's experience selling copper concentrate from its Curaçá Valley operations, Ero expects that the copper concentrate from the Boa Esperança Project will be in high demand from traders and smelters.

The metal price assumptions selected for the 2021 FSU are based on the analyst consensus copper price outlook:

- US$3.80/lb in 2024, US$3.95/lb in 2025, US$3.40 in 2026+

Ero has assumed that the Boa Esperança Project concentrate will incur similar TC/RCs to that of its Curaçá Valley operations with forecast TCs of US$21/t of concentrate and RCs of US$0.021 (2.10 cents) per pound of copper (2021 benchmark). Presented prices are nominal.

Copper concentrate loading and transportation from the mine site to the Port of Vila do Conde will be performed by a selected contractor. Total transport costs for the concentrate are estimated at US$146.9/wet metric tonne ("**wmt**").

1.16 Capital Cost Estimates

The capital cost estimate for the Project has an estimated accuracy of ±15% and uses third-quarter, 2021 US dollars as the base currency. The total estimated initial capital cost for the design, construction, installation, and commissioning of the Boa Esperança Project is estimated to be US$294.2 million. A summary of the estimated capital cost is shown in Table 1-8.

Table 1-8: Capital Cost Estimate

Cost Type	Description	Pre-Production Capital (USD M) with Taxes
Direct	Open pit mine (including Truck Shop)	55.0
	Ore handling	22.8
	Processing plant	62.6
	Tailings (DSTF and TSF)/reclaim	14.6
	On-site infrastructure	42.4
	Off-site infrastructure	28.7
	Direct total	**226.1**
Indirect	Owner's costs	13.8
	Indirect costs	32.4
	Contingency	21.9
	Indirect total	**68.1**
	Total Pre-Production Capital	**294.2**

The total sustaining capital cost estimate is US$196 million for the 12-year LOM which includes equipment, tailings and other items. Closure costs were estimated to be US$24 million.

1.17 Operating Cost Estimates

The operating cost estimates use US dollars as the base currency and has an estimated accuracy of ±15%. The average annual operating cost was estimated for the Boa Esperança Project based on the proposed mining schedule. These costs included mining, processing, maintenance, G&A and cost of operating the dry stacked tailings facility.

The average annual operating cost for the Boa Esperança Project is estimated to be US$18.6/ t processed. The breakdown of costs in Table 1-9 is estimated based on a mill feed rate of 4 Mt/a.

Table 1-9: Forecast Average Annual Operating Cost Estimate Summary

Operating Cost	Annual Cost (US$ M)	Annual Cost (US$/t processed)
Mining	37.80	9.45
Processing	22.93	5.73
Plant Maintenance	5.68	1.42
G&A	6.08	1.52
Dry stack tailings (excludes workforce)	1.91	0.48
Total	***74.2***	***18.6***

All pre-production costs have been included in capital costs.

1.18 Economic Analysis

The results of the economic analyses discussed in this section represent forward-looking statements. The results depend on inputs that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those presented here. Statements that are forward-looking includes:

- Mineral Resource and Mineral Reserve estimates;
- Assumed commodity prices and exchange rates;
- The proposed mine production plan;
- Projected mining and process recovery rates;
- Sustaining costs and proposed operating costs;
- Assumptions as to closure costs and closure requirements; and
- Assumptions as to environmental, permitting and social risks.

Additional risks to the forward-looking statements include:

- Changes to costs of production from what are estimated;
- Unrecognized environmental risks;
- Unanticipated reclamation expenses;
- Unexpected variations in quantity of mineralized material, grade or recovery rates;
- Geotechnical or hydrogeological considerations during mining being different from what was assumed;
- Failure of mining methods to operate as anticipated;
- Failure of plant, equipment, or processes to operate as anticipated;
- Changes to assumptions as to the availability of electrical power, and the power rates used in the operating cost estimates and financial analysis;
- Ability to maintain the social licence to operate;
- Accidents, labour disputes and other risks of the mining industry;
- Changes to interest rates;
- Changes to tax rates.

The Project assumes that permits have to be obtained in support of operations, and approval for development to be provided by Ero Copper's Board.

An engineering economic model was developed to estimate annual pre-tax and post-tax cash flows and sensitivities of the Project based on an 8% discount rate. It must be noted, however, that tax estimates involve many complex variables that can only be accurately calculated during operations and, as such, the after-tax results are only approximations. Sensitivity

analysis was performed to assess impact of variations in metal prices, head grades, operating costs and capital costs. The capital and operating cost estimates were developed specifically for this Project and are summarised in Section 21 of the Report (presented in 2021 US dollars). The economic analysis has been run with no inflation (constant dollar basis).

The economic analysis was performed using the following assumptions:

- Construction period of 2 years;
- Mine life of 12 years;
- Consensus copper price forecast based on the average analyst copper price estimate from 26 financial institutions as of the Effective Date, resulting in US$3.80 per pound in 2024, US$3.95 per pound in 2025, and US$3.40 per pound in 2026 and thereafter. The forecasts used are meant to reflect the average metal price expectation over the life of the Project. No price inflation or escalation factors were taken into account. Commodity prices can be volatile, and there is the potential for deviation from the forecast;
- Brazilian real to United States Dollar exchange rate assumption of 5.00 (R$/US$)
- Cost estimates in constant Q3 2021 US$ with no inflation or escalation factors considered;
- Results are based on 100% ownership with 2% *Compensação Financeira pela Exploração de Recursos Minerais* (CFEM) net smelter return (NSR);
- Capital costs funded with 100% equity (i.e. no financing costs assumed);
- All cash flows discounted to start of construction;
- All metal products are assumed sold in the same year they are produced;
- Project revenue is derived from the sale of copper concentrate into the international marketplace;
- No contractual arrangements for smelting or refining currently exist.

The economic analysis was performed using an 8% discount rate. The 8% pre-tax NPV is US$464.6M, the IRR is 48.6%, and payback is 1.3 years. On an after-tax basis, the NPV 8% is US$379.6M, the IRR is 41.8% and the payback is 1.4 years.

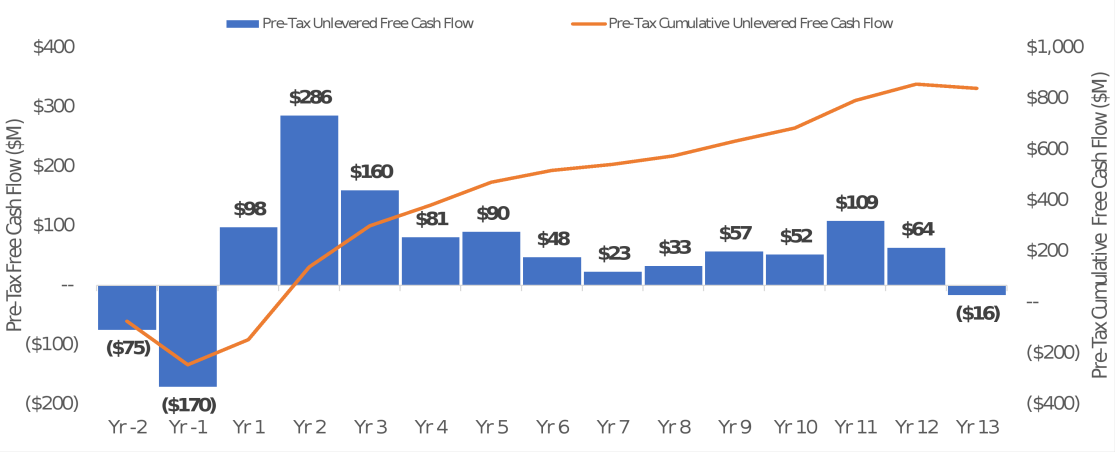
A summary of the Project economics is included in Table 1-10 and shown graphically in Figure 1-2. The cashflow on an annualized basis is provided in Table 22-2 in the Report.

Table 1-10: Summary, Projected LOM Cashflow Assumptions and Results

	Units	Values
General Assumptions		
Copper Price	(US$/lb)	US$3.80/lb in 2024, US$3.95/lb in 2025, US$3.40 in 2026+
FX	(R$/US$)	5.0
Mine Life	(years)	12
Total Waste Tonnes Mined	(kt)	160,025
Total Mill Feed Tonnes	(kt)	43,052
Strip Ratio	w:o	3.72x
Net smelter royalty	(%)	2%
Production		
Mill Head Grade	(%)	0.83%
Mill Recovery Rate	(%)	91.3%
Total Mill Copper Recovered	(mmlb)	718
Total Payable Copper	(mmlb)	690
Average Annual Payable Copper	(mmlb)	62
Operating Costs		
Mining Cost excl. Pre-Strip	(US$/t mined)	US$2.13
Processing Cost	(US$/t milled)	US$5.73
G&A Costs (Operations)	(US$/t milled)	US$0.97
G&A Cost (Admin)	(US$/t milled)	US$0.55
Refining & Transport Cost	(US$/t milled)	US$0.19
Total Operating Costs	(US$/t milled)	US$18.61
C1 Cost (per payable lb Cu)*	(US$/lb)	US$1.41
C3 Cost (per payable lb Cu)**	(US$/lb)	US$1.88
C1 Cost (per recovered lb Cu)*	(US$/lb)	US$1.36
C3 Cost (per recovered lb Cu)**	(US$/lb)	US$1.81
Capital Costs		
Initial capex	(US$M)	US$294
Sustaining capex	(US$M)	US$196
Closure capex	(US$M)	US$24
Salvage Value	(US$M)	US$7
Economics		
Pre-tax NPV (8%)	(US$M)	US$464.6
Pre-tax IRR	(%)	48.6%
Pre-tax payback period	(years)	1.3
After-tax NPV (8%)	(US$M)	US$379.6
After-tax IRR	(%)	41.8%
After-tax payback period	(years)	1.4

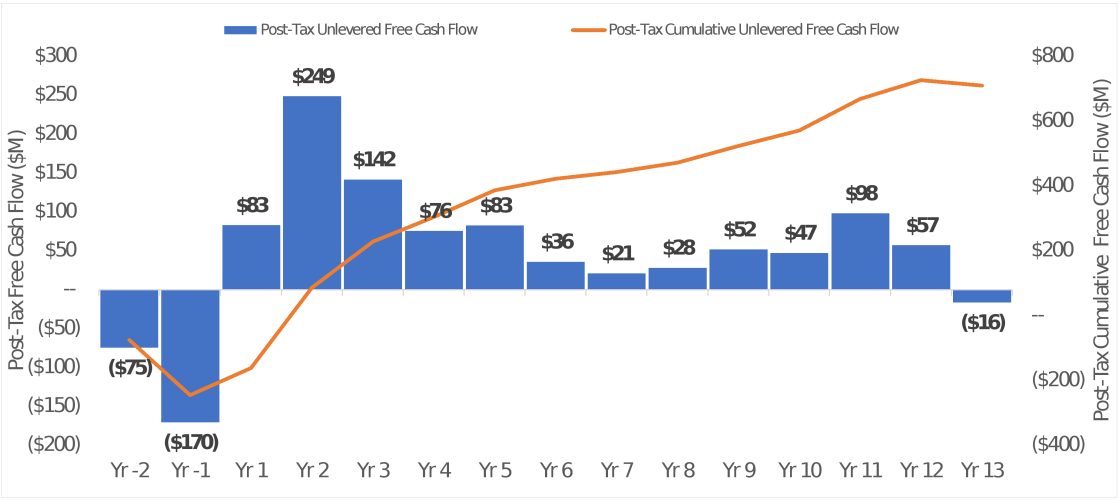
* C1 includes mining costs, processing costs, mine-level G&A (Operations) and transportation (haulage & port fees only) and royalties
** C3 includes C1 costs (incl. total transport) plus mine-level G&A (Admin), sustaining capital and closure costs

Figure 1-2: Projected LOM Pre-Tax Cashflow



Note: Figure prepared by Ausenco, 2021

Figure 1-3: Projected LOM Post-Tax Cashflow

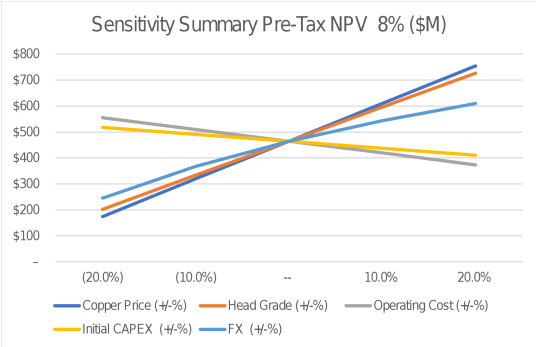


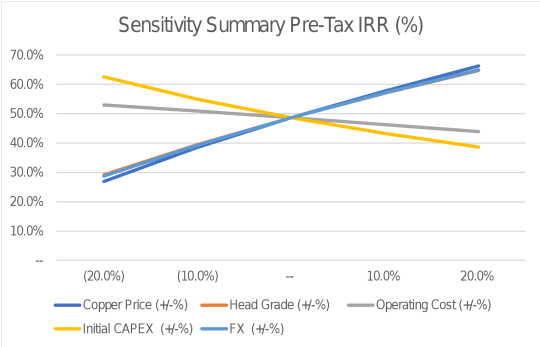
Note: Figure prepared by Ausenco, 2021

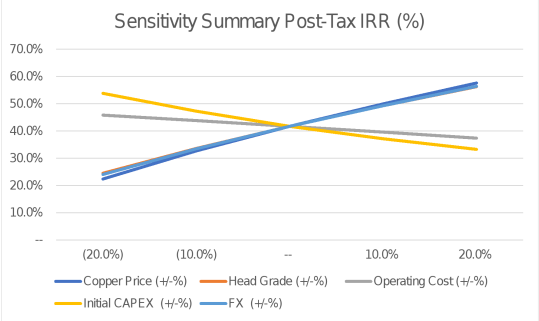
1.19 Sensitivity Analysis

A sensitivity analysis was conducted on the base case pre-tax and after-tax NPV and IRR of the Project, using the following variables: metal price, discount rate, exchange rate, capital costs, and operating costs. Figure 1-4 shows the pre-tax and post sensitivity analysis findings. Analysis revealed that the Project is most sensitive to changes in metal prices and head grade, than, to a lesser extent, the exchange rate, operating costs and capital costs.

Figure 1-4: NPV & IRR Sensitivity Results







1.20 Interpretation and Conclusions

The Boa Esperança deposit will be mined over 12 years with 2 years of pre-strip. The total LOM tonnage, including pre-strip, is 203 million tonnes, with an overall stripping ratio of 3.7:1. Ore will be processed by conventional methods to annually produce (LOM) over 27,000 tonnes of copper, with the first five years of production averaging approximately 35,000 tonnes per annum. Waste and tailings materials will be stored and placed in surface facilities, which will be closed and reclaimed at the end of the mine; contact water will be treated and discharged to the environment throughout the life of mine. Copper concentrates are expected to have trace-level deleterious elements.

No contractual arrangements for smelting or refining currently exist.

Under the assumptions presented in the Report, the Project shows positive economics.

The site is free and clear of any environmental liabilities and all required permits for construction activities are encompassed by the LI issued on August 30, 2021.

In terms of project execution, the mine requires nominally two years of pre-strip operations, two years of construction of processing and infrastructure facilities including TSF starter dam development, access road upgrade and water supply development before actual production mining operations can commence.

For pre-strip work to start, site tree and bush clearing will be required and achieved by accessing the site using the existing access road.

1.21 Recommendations

To support the next phase of the project, early works and future project execution, a program of work is recommended, which will include:

- Geotechnical investigations and refinement of pit, earthworks and foundation designs.
- Geochemistry investigations and studies in support of water management, water treatment, waste rock, TSF and DSTF designs.
- Update hydrogeological models and groundwater management plans in support of operational phases.
- Additional metallurgical test work to support detailed engineering and design parameters related to the process flow sheet.

The budget for this work is estimated to be US$2 million.

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk due to the nature of the Company's business. The following risks, as well as risks currently unknown to the Company or that the Company currently deems immaterial, could adversely affect the Company's current or future business, properties, operations, results, cash flows, financial condition and prospects; could cause future results, cash flows, financial condition, prospects, events or circumstances to differ materially from those currently expected, including the estimates and projections contained in this AIF; and, could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Investors should carefully consider the risks described below and elsewhere in this AIF. The risks described below and elsewhere in this AIF do not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the Company or not currently perceived as being material may have an adverse effect on the Company. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements."

Risks Related to the Company's Business

Copper and gold prices are volatile and may be lower than expected

The Company's business and its ability to sustain operations are dependent on, among other things, the market price of copper and gold. The prices of copper and gold realized by the Company will affect future exploration, development and construction decisions, production levels, earnings, cash flows, financial condition and prospects. If the world market prices of copper and/or gold were to drop and the prices realized by the Company on copper and/or gold sales were to decrease significantly and remain at such level for any substantial period, the Company's business, financial condition, results of operations, cash flows and prospects would be negatively affected.

Some factors that affect the price of copper and gold include: industrial demand; forward or short sales of copper and gold by producers and speculators; future levels of copper and gold production; and rapid short-term changes in supply and demand due to speculative or hedging activities by producers, individuals or funds. Copper and gold prices are also affected by macroeconomic factors including: confidence in the global economy; expectations of the future rate of inflation; the availability and attractiveness of alternative investment vehicles; the strength of, and confidence in, the US dollar, the currency in which the price of copper and gold is generally quoted, and other major currencies; global political or economic events; global pandemics, such as COVID-19, and other health crises; and, costs of production of other copper and gold producing companies. All of the above factors can, through their interaction, affect the price of copper and gold by increasing or decreasing the demand for or supply of copper and gold.

The price of copper and gold has fluctuated widely in recent years, and future material price declines could cause commercial production from the MCSA Mining Complex or the NX Gold Property or the development of, and commercial production from, the Boa Esperança Property to be less profitable than expected and could render such properties uneconomic. Continuing to conduct mining in a low copper and/or gold price environment would have a material adverse effect on the

Company's business, financial condition, results of operations, cash flows and prospects. Depending on the current and expected price of copper and gold, projected cash flows from planned or current mining operations may not be sufficient to warrant commencing or continuing mining, and the Company could be forced to discontinue exploration, development, construction or commercial production. The Company may be forced to sell one or more portions of the MCSA Mining Complex, NX Gold Property or the Boa Esperança Property to generate cash. Future production from the MCSA Mining Complex, NX Gold Property and the Boa Esperança Property will be dependent on a price of copper or gold, as the case may be, that is adequate to make a deposit economically viable. Furthermore, future mine plans using significantly lower copper or gold prices could result in material write-downs of the Company's investment in the MCSA Mining Complex, NX Gold Property and the Boa Esperança Property, as the case may be, and in reductions in Mineral Reserve and Mineral Resource estimates. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

A declining or sustained low price of copper could negatively impact the profitability of the MCSA Mining Complex or a declining or sustained low price of gold could negatively impact the profitability of the NX Gold Property, and could affect the Company's ability to finance the exploration and development of the Company's current properties or other properties in the future. In addition, a declining or sustained low price of copper could require a reassessment of the feasibility of the Boa Esperança Property or the Deepening Extension Project at the MCSA Mining Complex. Although the price of copper is only one of several factors that the Company will consider in continuing with a construction, development and production decision on the Boa Esperança Property or the Deepening Extension Project at the MCSA Mining Complex, if the Company determines from a reassessment that the Boa Esperança Property or the Deepening Extension Project at the MCSA Mining Complex is no longer economically viable in whole or in part, then operations may cease or be curtailed and the Boa Esperança Property or the Deepening Extension Project at the MCSA Mining Complex may never be fully constructed or developed or constructed or developed at all. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Mining operations are risky

The Company's current business, and any future exploration, development or mining operations, involve various types of risks and hazards typical of companies engaged in the mining industry. Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected rock formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) metal losses in handling and transport; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of retaining dams and tailings disposal areas; (xi) failure of processing and mechanical equipment and other performance problems; (xii) geotechnical risks, including the stability of the underground hanging walls and unusual and unexpected geological conditions; (xiii) unanticipated variations in grade and other geological problems, water, surface or underground conditions; (xiv) labour disputes or slowdowns; (xv) work force health issues as a result of working conditions or epidemics, pandemics or other health risks, such as COVID-19; and (xvi) force majeure events, or other unfavourable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of, the value of the MCSA Mining Complex, the NX Gold Property, the Boa Esperança Property or their facilities; (ii) personal injury or death; (iii) environmental damage to the MCSA Mining Complex, the NX Gold Property, the Boa Esperança Property, surrounding lands and waters, or the properties of others; (iv) temporary or permanent loss of key personnel; (v) delays or prohibitions on mining or the transportation of minerals; (vi) monetary losses; and (vii) potential legal liability and any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operation, cash flows or prospects. In particular, exploration, development, construction and mining activities present inherent risks of injury to people and damage to equipment. Significant accidents could potentially result in a complete shutdown of, or modifications to, the Company's operations at the MCSA Mining Complex or the NX Gold Property or construction and development activities at the Boa Esperança Project, as the case may be, and otherwise have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

There are also risks related to the reliance on, and the reliability of, current and new or developing technology; the reliance on the work performance of outside consultants, contractors, and manufacturers; changes to project parameters over which the Company does not have complete control such as the copper, gold and silver prices or labour or material costs; unknown or

unanticipated or underestimated costs or expenses; unknown or unanticipated or underestimated additions to the scope of work due to changing or adverse conditions encountered as a mine is developed or constructed; unexpected variances in the geometry or quality of ore zones; unexpected reclamation requirements or expenses; permitting time lines; unexpected or unknown ground conditions; unexpected changes to estimated parameters utilized to estimate past timelines, projections, or costs; and liquidity risks. An adverse change in any one of such factors, hazards and risks may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Mining operations require geologic, metallurgic, engineering, title, environmental, economic and financial assessments that may be materially incorrect and thus the Company may not produce as expected

The operations of mining properties or mining companies are based in large part on geologic, metallurgic, engineering, title, environmental, economic and financial assessments, which involve uncertainty. Such assessments may differ materially from actual results, which may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. These assessments include a series of assumptions regarding such factors as the ore body geometries, grades, recoverability, regulatory and environmental restrictions, future prices of metals and operating costs, future capital expenditures and royalties and government levies which will be imposed over the producing life of the Mineral Reserves. There are numerous uncertainties inherent in estimating quantities of Mineral Resources and Mineral Reserves and estimates in projecting potential future rates of mineral production, including factors subject to change and beyond the Company's control. Mineral Reserves and Mineral Resources estimates are based on limited samples and interpretations, which may not be representative of actual Mineral Reserves and Mineral Resources. In addition, title and rights of access to the Company's properties can never be guaranteed. Although select title and environmental reviews were conducted in connection with the Company's acquisition of shares of MCSA and NX Gold on December 12, 2016 (the "**Acquisitions**"), this review cannot guarantee that any unforeseen defects in the chain of title will not arise to defeat the Company's title to certain assets or that environmental defects, liabilities or deficiencies do not exist or are not greater than anticipated.

The Company's calculations of Mineral Resources and Mineral Reserves are estimates and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be inaccurate. Actual recoveries of copper and gold from mineralized material may be lower than those indicated by test work. Any material change in the quantity of mineralization, grade or stripping ratio, may affect the economic viability of Ero's properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Notwithstanding pilot plant tests for metallurgical recovery and other factors, there remains the possibility that the mineralized material may not perform in commercial production in the same manner as it did in testing. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mining and metallurgy are inexact sciences and, accordingly, there always remains an element of risk that a mine may not prove to be commercially viable.

Until a deposit is actually mined and processed, the quantity of Mineral Resources and Mineral Reserves and grades must be considered as estimates only. In addition, the quantity of Mineral Resources and Mineral Reserves may vary depending on, amongst other things, metal prices, cut-off grades and operating costs. Any material change in quantity of Mineral Reserves, Mineral Resources, grade, percent extraction of those Mineral Reserves recoverable by underground and open pit mining techniques may affect the economic viability of Ero's mining projects and could have a material adverse effect on its future revenues, cash flows, profitability, results of operations, financial condition and prospects and result in write-downs of the Company's investment in mining properties and increased amortization charges.

Inferred Mineral Resources are also considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Due to the uncertainty which may attach to Inferred Mineral Resources, there is no assurance that Inferred Mineral Resources will be upgraded to Proven Mineral Reserves or Probable Mineral Reserves as a result of continued exploration or as a result of economic considerations being applied to them.

In addition, market fluctuations in the price of copper, gold and silver, as well as increased production costs, reduced recovery rates or increased operating and capital costs due to inflation or other factors, may render the exploitation of certain Mineral Reserves and Mineral Resources uneconomic and may ultimately result in a restatement of Mineral Reserves, Mineral

Resources or both. Such a restatement could affect depreciation and amortization rates and have an adverse effect on the Company's financial performance.

Geotechnical, hydrological and climatic events could suspend mining operations or increase costs

All mining operations face geotechnical, hydrological and climate challenges. Unanticipated adverse geotechnical and hydrological conditions, such as landslides, subsidence and uplift, embankment failures and rock fragility may occur in the future and such events may not be detected in advance. Geotechnical instabilities and adverse climatic conditions can be difficult to predict and are often affected by risks and hazards outside of the Company's control, such as severe weather and seismic activity.

Geotechnical failures could result in limited or restricted access to mines, suspension of operations, environmental damage, government investigations, increased monitoring costs, remediation costs, loss of ore and other impacts, which could result in loss of revenue or increased costs, and could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Actual production, capital and operating costs may be different than those anticipated

Ero prepares estimates of future productions, capital costs and operating costs of production for operations at the MCSA Mining Complex and the NX Gold Property. Such guidance is based upon a number of assumptions and estimates, including but not limited to, Mineral Reserve estimates, grade and continuity of interpreted geological formations and metallurgical performance, that, although presented with numerical specificity, are inherently subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and are based upon specific assumptions with respect to future business decisions, some of which will change. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by the Company's will not materialize or will vary significantly from actual results. Accordingly, the Company's guidance is only an estimate of what management believes is realizable as of the date of this AIF. Any failure to successfully implement the Company's operating strategy or the occurrence of any of the risks or uncertainties set forth in this AIF, could result in actual results being different than the guidance, and such differences may be adverse and material.

In addition, as a result of the substantial expenditures involved in the development and construction of a mineral project such as the Boa Esperança Property, the need to project years into the future, the need to make assumptions and use models that may not adequately approximate reality, and the fluctuation of costs over time, a development project is prone to material cost overruns. The MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report estimate capital costs and cash operating costs based upon, among other things:

- anticipated tonnage, grades and metallurgical characteristics of the ore to be mined and processed;
- anticipated recovery rates of copper, gold and other metals from the ore;
- cash operating costs of comparable facilities and equipment;
- anticipated availability of labour and equipment; and
- anticipated foreign exchange rates.

Capital costs, operating costs, production and economic returns, and other estimates may differ significantly from those anticipated by the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report, and there can be no assurance that the Company's actual capital or operating costs will not be higher than currently anticipated or that returns will not be lower than anticipated. The Company's actual costs may vary from estimates for a variety of reasons including, without limitation: limitations inherent in modelling; changes to assumed third party costs; short term operating factors; operational decisions made by the Company; revisions to mine plans; risks and hazards associated with exploration, development, construction and mining described elsewhere in this AIF; natural phenomena, such as inclement weather conditions, water availability, floods, and earthquakes; and unexpected supply chain distributions, labour shortages or strikes. Operating costs may also be affected by a variety of factors including, without limitation: changing strip ratios, ore metallurgical grade-recovery curves, the availability of processing operations, the availability of storage capacity, the availability of supplies, equipment and facilities necessary to continue operations at the MCSA Mining Complex or the NX Gold Property and to complete development and construction work at the Boa Esperança Property, the

cost and availability of consumables and mining and processing equipment, labour costs, the availability and productivity of skilled labour, the cost of commodities, general inflationary pressures, currency exchange rates, technological and engineering problems, accidents or acts of sabotage or terrorism, the regulation of the mining industry by various levels of government and quasi-governmental organizations, global pandemics such as COVID-19, and political factors. Many of these factors are beyond the Company's control. Furthermore, significant cost overruns could make the Boa Esperança Property uneconomical. Failure to achieve estimates or material increases in costs could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Furthermore, unforeseen delays in the construction and commissioning of mining projects or other technical difficulties may result in even further capital expenditures being required. Any delay in the development or construction of a project or cost overruns or operational difficulties with regards to the MCSA Mining Complex, the NX Gold Property or the Boa Esperança Property may have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

The Company's financial performance and results of operations are dependent on the MCSA Mining Complex.

For the year ended December 31, 2021, approximately 86% of the Company's revenues were generated by the MCSA Mining Complex. Ero will continue to be dependent on the operations at the MCSA Mining Complex for a substantial portion of its revenue and cash flow. Any adverse condition affecting mining conditions at the MCSA Mining Complex could have a have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Infectious diseases, such as COVID-19, may affect the Company's business and operations

The continued presence of infectious diseases, such as COVID-19, emerging infectious diseases or the threat of widespread outbreaks, pandemics or epidemics of viruses or other contagions or diseases, could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects by causing operational and supply chain delays and disruptions (including as a result of governmental regulations and prevention measures), labour shortages and shutdowns, social unrest, breach of material contracts and customer agreements, governmental or regulatory actions or inactions, increased insurance premiums, decreased demand for or the inability to sell and delivery the Company's products, declines in the price of copper, gold and other metals, delays in permitting or approvals, stock market volatility (including volatility in the trading price of the Company's securities, including the Common Shares), capital markets volatility, interest rate volatility, exchange rate volatility, or other unknown but potentially significant impacts. In addition, governments may impose strict emergency measures in response to the threat or existence of an infectious disease.

The full extent and impact of COVID-19 is unknown and to date has included extreme market volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices, and has raised the prospect of global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility, and a general reduction in global consumer activity.

The Company continues to have no material disruption to operations, supply chains or sales channels as a result of the COVID-19 pandemic. Since the onset of the COVID-19 in early 2020, the Company has continued to take extraordinary measures to mitigate the possible impact of COVID-19 on its workforce and operations (see "*General Development and Business of the Company – Three Year History* " above for details on mitigation measures). There is no guarantee that this will continue to be the case. The extent to which COVID-19 will impact the Company's workforce, operations, supply chains, or sales channels will depend on future developments which are highly uncertain and cannot be predicted with confidence. These future developments include, but are not limited to, the duration of the outbreak, new information that may emerge concerning the severity of COVID-19 and the mutations thereto, and the actions taken to contain COVID-19 (e.g., further restrictions on travel, business closures and quarantines) or treat it. The impact of governmental restrictions and health and safety protocols could improve or worsen relative to the Company's assumptions, depending on how each jurisdiction manages potential outbreaks of COVID-19 and mutations thereto, the development and adequate supply of vaccines, and the roll-out of vaccination programs in each jurisdiction.

Accordingly, the continued presence, or spread, of COVID-19 and mutations thereto, and any future emergence and spread of COVID-19 mutations or other infectious diseases could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Changes in climate conditions may affect the Company's operations

The Company recognizes that climate change is a global challenge that may have both favourable and adverse effects on its business in a range of possible ways. Mining and processing operations are energy intensive and result in a carbon footprint. As such, the Company is impacted by current and emerging policy and regulations relating to greenhouse gas emission levels, energy efficiency, and reporting of climate-change related risks. While some of the costs associated with reducing emissions may be offset by increased energy efficiency, technological innovation, or the increased demand for copper as part of technological innovations, the current regulatory trend may result in additional transition costs at some of the Company's operations.

A number of governments have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, this may result in increased costs at the Company's operations. Concerns around climate change may also affect the market price of the Company's securities, including the Common Shares, as institutional investors and others may divest interests in industries that are thought to have more environmental impacts. While Ero is committed to operating responsibly and reducing the impact of its operations on the environment, its ability to reduce emissions, energy and water usage by increasing efficiency and by adopting new innovation is constrained by technological advancement, operational factors and economics. Adoption of new technologies, the use of renewable energy, and infrastructure and operational changes necessary to reduce water usage may also increase operating costs significantly. Concerns over climate change, and the Company's ability to respond to regulatory requirements and societal pressures, may have significant impacts on the Company's operations and reputation, and may even result in reduced demand for its products.

In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include, among others, the following:

- changes in sea levels could affect ocean transportation and shipping facilities that are used to transport supplies, equipment and workforce, and products from the Company's operations to world markets;
- extreme weather events (such as prolonged drought or rainy seasons) have the potential to disrupt operations at the Company's mines and may require the Company to make additional expenditures to mitigate the impact of such events; and
- the Company's facilities depend on regular supplies of consumables (diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, production levels at the Company's operations may be reduced.

There can be no assurance that the Company will be able to anticipate, respond to, manage or effectively mitigate the risks associated with physical climate change events or impacts, and this may have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Currency fluctuations can result in unanticipated losses

Currency fluctuations may affect the Company's capital costs and the costs that the Company incurs at its operations. Copper and gold are sold throughout the world based principally on a U.S. dollar price, but a portion of the Company's operating and capital expenses are incurred in Brazilian Reais and Canadian dollars. The appreciation of foreign currencies, particularly the Brazilian Real against the U.S. dollar would increase the costs of copper and gold production at such mining operations, which could materially and adversely affect the Company's earnings and financial condition. The Company has entered into foreign exchange swap contracts to help manage the currency fluctuation risk of the Brazilian Real against the U.S. dollar. However, there is no assurance that such hedging contracts or any other steps taken to help mitigate foreign currency fluctuations will be effective.

The successful operation of the MCSA Mining Complex and the NX Gold Property and the successful development, construction and operation of the Boa Esperança Property depend on the skills of the Company's management and teams

The Company's business is dependent on retaining the services of its key management personnel with a variety of skills and experience, including in relation to the exploration, development, construction and operation of mineral projects. The Company's success is, and will continue to be, dependent to a significant extent on the expertise and experience of its directors and senior management. Failure to retain, or loss of, one or more of these people could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. The Company's success will also depend to a significant degree upon the contributions of qualified technical personnel and the Company's ability to attract and retain highly skilled personnel. Competition for such personnel is intense, and the Company may not be successful in attracting and retaining qualified personnel, or in obtaining the necessary work permits to hire qualified expatriates. The Company's inability to attract and retain these people could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration, development and construction 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 increase operating costs.

Title to the MCSA Mining Complex, the NX Gold Property and/or the Boa Esperança Property may be disputed

Although the Company has received title opinions for the MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property there is no guarantee that title to such properties will not be challenged or impugned. The Company's claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. The Company has conducted an investigation on the title of properties that it has acquired to confirm that there are no known claims or agreements that could affect its title to its mineral tenure or surface rights. There is no guarantee that such title will not be challenged or impaired. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company. Title insurance generally is not available for mineral tenure or surface rights and the Company's ability to ensure that it has obtained secure claim to title may be constrained.

The Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses

The Company's operations are subject to extensive laws and regulations governing, among other things, such matters as environmental protection, management and use of toxic substances and explosives, health, exploration, development and construction of mines, commercial production and sale of by-products, ongoing and post-closure reclamation, construction

and operation of tailings dams, safety and labour, taxation and royalties, maintenance of mineral tenure, and expropriation of property. The activities of the Company require licenses and permits from various governmental authorities.

The costs associated with compliance with these laws and regulations and of obtaining licenses and permits are substantial, and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development or construction of its properties. There is no assurance that future changes in such laws and regulations, if any, will not adversely affect the Company's operations. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even the actions of former property owners, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company may fail to comply with current or future laws and regulations. Such non-compliance can lead to financial restatements, civil or criminal fines, penalties, and other material negative impacts on the Company.

The Company is required to obtain or renew further government permits and licenses for its current and contemplated operations, including the issuance of an operation license with respect to the Boa Esperança Property. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority and staffing shortages at such permitting and licensing authorities. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations, or the cost to obtain, amend or renew permits or licenses may exceed what the Company believes it can ultimately recover from a given property once in production. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing operation of the MCSA Mining Complex and the NX Gold Property, and could delay the development or construction or impede the operation of the Boa Esperança Property. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned construction, development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The failure of a tailings dam could negatively impact the Company's business, reputation and results of operations.

Mining companies face inherent risks in their operations of tailings dams - structures built for the containment of the mining waste, known as tailings - that exposes Ero to certain risks. The Company's tailings dams include, in some cases, materials that could increase the hazard potential in the event of unexpected failure. If any such risks were to occur, this could materially adversely affect the Company's reputation and ability to conduct its operations and could expose the Company to liability and, as a result, have a material adverse effect on its business, financial position and results of operations.

In addition, the changes in regulation that may occur as a result of recent dam failures at other operations, like those that have occurred in Brazil, could increase the time and costs to build, operate, inspect, maintain and decommission tailings dams, obtain new licenses or renew existing licenses to build or expand tailings dams, or require the use of new technologies. New regulations enacted in Brazil during 2020 may also impose more restrictive requirements that may exceed the Company's current standards, including mandated compliance with emergency plans and increased insurance requirements, or require the Company's subsidiaries to pay additional fees or royalties to operate tailings dams. The Company may also be required to provide for and facilitate the relocation of communities and facilities that may be located downstream of the tailings dams or impacted by tailings dam failures.

Compliance with environmental regulations can be costly

The Company's mining operations at the MCSA Mining Complex and the NX Gold Property, the Company's development and construction of the Boa Esperança Property, and the exploration of these properties are all subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, the construction and operation of tailings dams, and general health and safety

matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety approvals and permits. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits could prevent the Company from economically operating or proceeding with the further development and exploration of the MCSA Mining Complex, the NX Gold Property and/or the Boa Esperança Property, and any non-compliance with such laws, regulations, approvals and permits at the MCSA Mining Complex, the NX Gold Property and/or the Boa Esperança Property could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and the operation of mines may be curtailed, or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties on which the Company holds interests that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the properties and for which the Company may be liable for remediation. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and environmental activism can negatively impact exploration, development, construction and mining activities

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The construction and start-up of new mines and projects at existing mines is subject to a number of factors and the Company may not be able to successfully complete new construction projects

The success of construction projects and the start-up of new mines by the Company is subject to a number of factors including the availability and performance of engineering and construction contractors, mining contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the resettlement and use of land of local communities impacted by the planned operations, construction of mining facilities and the conduct of mining operations (including environmental and regulatory permits), the successful completion and operation of mining stopes, ventilation systems, shafts, processing plants and conveyors to move ore, among other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is

dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with construction projects and/or new mines could delay or prevent the construction and start-up of new mines or projects at existing mines as planned. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful, that the Company will be able to obtain sufficient funds to finance construction and start-up activities, that personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects, that the Company will be able to obtain all necessary governmental approvals and permits or that the completion of the construction, the start-up costs and the ongoing operating costs associated with the development of new mines or projects at existing mines will not be significantly higher than anticipated by the Company. Any of the foregoing factors could adversely impact the Company's business, financial condition, results of operations, cash flows and prospects.

The capital expenditures and time required to develop new mines or other projects are considerable and changes in costs or construction schedules can affect project economics. Thus, it is possible that actual costs may change significantly, and economic returns may differ materially from the Company's estimates.

Commercial viability of a new mine or development project is predicated on many factors. Mineral Reserves and Mineral Resources projected by feasibility studies and technical assessments performed on the Company's projects may not be realized, and the level of future metal prices needed to ensure commercial viability may not materialize. Consequently, there is a risk that startup of new mine and development projects may be subject to write-down and/or closure as they may not be commercially viable.

Any uncertainty and inability in the estimation, recalculation or replacement of Mineral Reserves and Mineral Resources could materially affect the Company's results of operations, cash flows and financial position.

To ensure the continued operation of the business and realize the Company's growth strategy, it is essential that the Company continues to realize its existing identified Mineral Reserves, convert Mineral Resources into Mineral Reserves, increase the Company's Mineral Resource base by adding new Mineral Resources from areas of identified mineralized potential and otherwise successfully undertaking exploration, and/or acquire new Mineral Reserves and Mineral Resources. The life of mine estimates included herein may not be correct.

Land reclamation and mine closure requirements may be burdensome and costly.

Land reclamation and mine closure requirements are generally imposed on mining companies, which may require the Company, among other things, to minimize the effects of land disturbance. Such requirements may include control and treatment of any discharge of potentially dangerous effluents, including solutions that may contain cyanide and heavy metals, from the site and restoring the site's landscape to its pre-disturbance form. The actual costs of reclamation and mine closure are uncertain and planned expenditures as outlined in the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report may differ materially from the actual expenditures required. Therefore, the amount that the Company will be required to spend could be materially higher than current estimates. Any additional amounts required to be spent on reclamation and mine closure may have a material adverse effect on the Company's financial performance, financial position and results of operations and may cause the Company to alter its operations. Although liabilities for estimated reclamation and mine closure costs have been included in the Company's financial statements, it may be necessary to spend higher amounts than what has been estimated in the financial statements to fund all required reclamation and mine closure activities.

The mining industry is intensely competitive

The mining industry is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its

operations and develop its properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Many competitors not only explore for and mine minerals but conduct refining and marketing operations on a worldwide basis. In the future, the Company may also compete with such mining companies in refining and marketing its products to international markets. Any inability to compete with established competitors could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Inadequate infrastructure may constrain mining operations

Continued production at the MCSA Mining Complex and the NX Gold Property and any potential commercial production at the Boa Esperança Property, each depend on adequate infrastructure. In particular, reliable power sources, water supply, ventilation systems, transportation and surface facilities are all necessary to develop and operate mines. Failure to adequately meet these infrastructure requirements or changes in the cost of such requirements could affect the Company's ability to continue production at the MCSA Mining Complex and the NX Gold Property or to develop or commence production at the Boa Esperança Property and could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Operating cash flow may be insufficient for future needs

The exploration, development, construction and operation of the Company's mineral properties will require the commitment of substantial financial resources that may not be available. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration, development and construction activities, success of the Company's ongoing operations, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and the acquisition of additional property interests, some of which are beyond the Company's control. The Company's business strategies may not be successful, and it may not be profitable in any future period.

To the extent that the Company has negative operating cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

Fluctuations in the market prices and availability of commodities and equipment affect the Company's business

The cash flows and profitability of the Company's business will also be affected by the market prices and availability of commodities and equipment that are consumed or otherwise used in connection with the Company's operations and development projects. Prices of such commodities and resources are also subject to volatility, which can be material and can occur over short periods of time due to factors beyond the Company's control.

If there is a significant and sustained increase in the cost of certain commodities, the Company may decide that it is not economically feasible to continue certain or all of the Company's commercial production, development, construction and exploration activities and this could have an adverse effect on profitability. Higher worldwide demand for critical resources like input commodities, drilling equipment, mobile mining equipment, tires and skilled labour could affect the Company's ability to acquire them and lead to delays in delivery and unanticipated cost increases, which could have an effect on the Company's operating costs, capital expenditures and production schedules. The occurrences of one or more of these events may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company is subject to restrictive covenants that limit its ability to operate its business

The Company and its subsidiaries are subject to certain affirmative and restrictive covenants contained in the Senior Credit Facility Agreement, the NX Gold Stream Agreement and the Note Indenture. The agreements contain operating and financial covenants that could restrict the Company's and its subsidiaries' ability to, among other things:

- incur additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem its capital stock;
- prepay, redeem or repurchase certain debt;
- make loans and investments;
- sell, transfer or otherwise dispose of assets;
- incur or permit to exist certain liens;
- enter into transactions with affiliates;
- enter into agreements restricting its subsidiaries' ability to pay dividends; and
- consolidate, amalgamate, merge or sell all or substantially all of its assets.

In addition, the restrictive covenants in the Senior Credit Facility Agreement and the NX Gold Stream Agreement require the Company and its subsidiaries to maintain specified financial ratios and satisfy other financial condition tests. Compliance with the covenants and financial ratios may impair the Company and its subsidiaries and thereby the Company's ability to finance future operations or capital needs or to take advantage of other favourable corporate opportunities. The restrictions on the Company's ability to manage its business in management's sole discretion could adversely affect the Company's business by, among other things, limiting its ability to take advantage of business opportunities that management believes would be beneficial to shareholders and limiting their ability to adjust to changing market conditions. The Company's and its subsidiaries' ability to comply with such covenants and financial ratios will depend on future performance and may be affected by events beyond the control of the Company and its subsidiaries, including economic, financial and industry conditions.

A breach of the covenants under the Senior Credit Facility Agreement, the Notes Indenture or the Company's and its subsidiaries' other debt instruments from time to time could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the Senior Credit Facility Agreement would permit the lenders thereunder to terminate all commitments to extend further credit under that facility. Furthermore, if the Company were unable to repay any amounts due and payable under the Senior Credit Facility, those lenders could proceed against the collateral granted to them to secure such indebtedness. In the event the Company and its subsidiaries' lenders or noteholders accelerate the repayment of the Company's and its subsidiaries' borrowings, the Company may not have sufficient assets to repay that indebtedness. As a result of these restrictions, the Company and its subsidiaries may be:

- limited in how they conduct business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect the Company and its subsidiaries' ability to grow in accordance with the Company's and its subsidiaries' strategy.

The Company's indebtedness could adversely affect its financial condition and prevent the Company from fulfilling its obligations under debt instruments

The Company has a significant amount of indebtedness, which includes the Notes and the Senior Credit Facility (when drawn).

Specifically, the Company's high level of indebtedness could have important consequences, including:

- limiting the Company's ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements, or requiring the Company to make non-strategic divestitures;
- requiring a substantial portion of the Company's cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing the Company's vulnerability to general adverse economic and industry conditions;
- exposing the Company to the risk of increased interest rates as certain of its borrowings are at variable rates of interest;
- limiting the Company's flexibility in planning for and reacting to changes in the industry in which it compete;
- placing the Company at a disadvantage compared to other, less leveraged competitors; and
- increasing the Company's cost of borrowing.

Subject to the limits contained in the Senior Credit Facility, the NX Gold Stream Agreement, the Note Indenture and any limits under our other debt instruments, the Company and its subsidiaries may be able to incur additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions or for other purposes. If the Company does so, the risks related to its high level of indebtedness could intensify.

The Company may not be able to generate sufficient cash to service all of its indebtedness and may be forced to take other actions to satisfy its obligations under such indebtedness, which may not be successful

The Company's ability to make scheduled payments on, repay in full or refinance its debt obligations, including the Notes and the Senior Credit Facility, depends on the Company's financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond its control, including metal prices. The Company may be unable to maintain a level of cash flows from operating activities sufficient to permit it to pay the principal, premium, if any, and interest on its indebtedness, including the Notes and the Senior Credit Facility.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness, including the Notes and the Senior Credit Facility. The Company may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow the Company to meet its scheduled debt service obligations. The Senior Credit Facility and the Note Indenture will restrict the Company's ability to dispose of assets and use the proceeds from those dispositions and may also restrict the Company's ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. The Company may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

The Company's inability to generate sufficient cash flows to satisfy its debt obligations, or to refinance its indebtedness on commercially reasonable terms or at all, would materially and adversely affect the Company's financial position and results of operations and its ability to satisfy its obligations under debt instruments, including the Notes and the Senior Credit Facility Agreement.

If the Company cannot make scheduled payments on its debt, the Company will be in default and holders of the Notes could declare all outstanding principal and interest to be due and payable, enabling lenders under the Senior Credit Facility Agreement to cancel their commitments to lend and the Company's and its subsidiaries' other creditors could foreclose against the collateral securing their obligations and the Company could be forced into bankruptcy or liquidation.

Counterparties may default on their contractual obligations to the Company

The Company is exposed to various counterparty risks including, but not limited to: (i) financial institutions that hold its cash and short-term investments; (ii) companies that have payables to the Company, including copper concentrate and doré bars customers; (iii) providers of the Company's risk management services; (iv) shipping service providers that move the

Company's material; (iv) the Company's insurance providers; and (v) the Company's lenders. Although the Company makes efforts to limit its counterparty risk, the Company cannot effectively operate its business without relying, to a certain extent, on the performance of third-party service providers.

A failure to maintain satisfactory labour relations can adversely impact the Company

The Company's operations and further development of the MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property are dependent upon the efforts of its employees and the Company's relations with its unionized and non-unionized employees, and the Company's operations would be adversely affected if it failed to maintain satisfactory labour relations. Some of MCSA's and NX Gold's employees are represented by labour unions under various collective bargaining agreements. Collective bargaining agreements of MCSA must be renewed annually, in September of each year, while NX Gold's collective bargaining agreements must be renewed in May 2022, and every two years thereafter. The Company may not be able to satisfactorily renegotiate its collective bargaining agreements when they expire and may face tougher negotiations or higher compensation demands than would be the case for non-unionized labour. In addition, the existing collective bargaining agreements may not prevent a strike or work stoppage at the Company's facilities in the future. Further, relations between the Company and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities who have jurisdiction over the various aspects of the Company's business. Changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's insurance coverage may be inadequate to cover potential losses

The Company's business is subject to a number of risks and hazards (as further described in this AIF). Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its activities, including current and any future mining operations. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development, construction or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

It may be difficult to enforce judgments and effect service of process on directors, officers and experts named herein

Some of the directors and officers of the Company as well as Emerson Ricardo Re (Resource Manager of the Company) reside outside of Canada, and each of GE21, BNA, Ausenco Engineering USA South Inc. and NCL is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction. Some or all of the assets of those persons may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

The Company's directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Future acquisitions may require significant expenditures and may result in inadequate returns

The Company may seek to expand through future acquisitions; however, there can be no assurance that the Company will locate attractive acquisition candidates, or that the Company will be able to acquire such candidates on economically acceptable terms, if at all, or that the Company will not be restricted from completing acquisitions pursuant to the terms and conditions from time to time of arrangements with third parties, such as the Company's creditors. Future acquisitions may require the Company to expend significant amounts of cash, resulting in the Company's inability to use these funds for other business or may involve significant issuances of equity or debt. Future acquisitions may also require substantial management time commitments, and the negotiation of potential acquisitions and the integration of acquired operations could disrupt the Company's business by diverting management and employees' attention away from day-to-day operations. The difficulties of integration may be increased by the necessity of coordinating geographically diverse organizations, integrating personnel with different backgrounds and combining different corporate cultures.

Any future acquisition involves potential risks, including, among other things: (i) mistaken assumptions and incorrect expectations about mineral properties, Mineral Resources, Mineral Reserves and costs; (ii) an inability to successfully integrate any operation the Company acquired or acquires, as applicable; (iii) an inability to recruit, hire, train or retain qualified personnel to manage and operate the operations acquired; (iv) the assumption of unknown liabilities; (v) mistaken assumptions about the overall cost of equity or debt; (vi) unforeseen difficulties operating acquired projects, which may be in geographic areas new to the Company; and (vii) the loss of key employees and/or key relationships at the acquired project. In addition, the Acquisitions were completed with certain of the prior shareholders thereof on an "as is where is" basis, and therefore the Company has no rights of recourse and indemnities against the sellers. Future acquisitions may be subject to similar or other limitations as to rights of recourse and indemnities against the sellers.

Future acquisition candidates may have liabilities or adverse operating issues that the Company failed or fails to discover through due diligence prior to the acquisition. If the Company consummates any future acquisitions with, unanticipated liabilities or adverse operating issues or if acquisition-related expectations are not met, the Company's business, results of operations, cash flows, financial condition or prospects may be materially adversely affected. The potential impairment or complete write-off of goodwill and other intangible assets related to any such acquisition may reduce the Company's overall earnings and could negatively affect the Company's balance sheet.

Disclosure and internal control deficiencies may adversely affect the Company

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Disclosure controls and procedures are designed to ensure that the information required to be disclosed by the Company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to the Company's management, as appropriate, to allow timely decisions regarding required decisions. The Company has invested resources to document and analyze its system of disclosure controls and its internal control over financial reporting. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. The Company's failure to satisfy the requirements of applicable Canadian and U.S. securities laws on an ongoing, timely basis could result in the loss of

investor confidence in the reliability of its financial statements, which in turn could harm its business and negatively impact the trading price of the Company's securities, including the Common Shares. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's operating results or cause it to fail to meet its reporting obligations.

Failures of information systems or information security threats can be costly

The secure processing, maintenance and transmission of information and data is critical to the Company's business. The Company has entered into agreements with third party service providers for hardware, software, telecommunications and other information technology services in connection with its operations. The Company and its third party service providers collect and store sensitive data in the ordinary course of the Company's business, including personal information of employees, as well as proprietary and confidential business information relating to the Company and, in some cases, the Company's customers, suppliers and other stakeholders. With the increasing dependence and interdependence on electronic data communication and storage, including the use of cloud-based services and personal devices, the Company is exposed to evolving technological risks relating to this information and data. These risks include, but are not limited to, installation of malicious software, phishing, targeted attacks on the Company's systems or on systems of third parties that the Company relies on, failure or non-availability of a key information technology system, or a breach of security measures designed to protect the Company's systems. While the Company employs security measures in respect of its information and data, including implementing systems to monitor and detect threats; information security training for employees with access to sensitive information and data, including the use of multi-factor encryption on all personal devices and the recent implementation of a formal cyber security awareness, training and testing online platform that, among other things, deploys phishing email tests at least monthly to evaluate and assess user knowledge of various prevailing security treats; the performance of periodic audits and penetration testing, the Company cannot be certain that it will be successful in securing this information and data and there may be instances where the Company is exposed to malware, cyber-attacks or other unauthorized access or use of the Company's information and data.

Although, since its incorporation, the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company has implemented quarterly reporting to its Audit Committee and Board of information security matters, such as the implementation of new information security technology and training initiatives as well as risks. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. Any data breach or other improper or unauthorized access or use of its information could have a material adverse effect on the Company's business and could severely damage its reputation, compromise its network or systems and result in a loss or escape of sensitive information, a misappropriation of assets or incidents of fraud, disrupt its normal operations, and cause it to incur additional time and expense to remediate and improve its information systems. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities. Any of these factors could have a material adverse effect on the Company's results of operations, cash flows and financial position.

The Company may be subject to costly legal proceedings

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Moreover, pursuant to the Acquisitions, the Company acquired operations that have been ongoing for a significant period of time. The Company inherited certain liabilities as a result and has been subject to a number of claims (including claims

related to tax, labour and social security matters and civil action) in the course of its business which individually are not material and have not been accrued for in its financial statements as it is not probable that a cash outflow will occur. While the Company believes that a significant number of these claims are unlikely to be successful, if all such existing claims were decided against it, the Company could be exposed to liability of up to approximately US$22.1 million as at December 31, 2021, which could have an adverse impact on the Company's business, financial condition, results of operations, cash flows or prospects.

The Public Prosecutor's Office of the State of Bahia (the "PPO") is mandated to protect the environment and in furtherance of this mandate, the PPO is empowered to audit the extractive industry's compliance with environmental laws and regulations. In 2021, the PPO commenced an audit relating to the MCSA Mining Complex's compliance with environmental laws and regulations over its entire operating history, spanning over 40 years. There is no assurance that the MCSA Mining Complex has been in full compliance with all environmental laws and regulations throughout its operating history, and there may be instances of non-compliance that are unknown to the Company, including instances caused by previous owners or operators, and for which the Company and its subsidiaries may be liable. A determination by the PPO that the MCSA Mining Complex has failed to comply with applicable environmental laws and regulations during its extensive operating history may result in enforcement actions, including corrective measures requiring capital expenditures, installation of additional equipment, remedial actions or civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, and in extreme cases of non-compliance, orders issued by regulatory or judicial authorities causing operations to cease or be curtailed until such time as corrective measures and remedial actions are completed. Any such enforcement action relating to extreme cases of non-compliance could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Additionally, the legal system in Brazil has inherent uncertainties that could limit the legal protections available to the Company, which include: (i) inconsistencies between and within laws; (ii) limited judicial and administrative guidance on interpreting Brazilian legislation, particularly that relating to business, corporate and securities laws; (iii) substantial gaps in the regulatory structure due to a delay or absence of enabling regulations; (iv) a lack of judicial independence from political, social and commercial forces; (v) corruption; and (vi) bankruptcy procedures that are subject to abuse, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. Furthermore, it may be difficult to obtain swift and equitable enforcement of a Brazilian judgement, or to obtain enforcement of a judgement by a court of another jurisdiction, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may be subject to shareholder activism

In recent years, publicly-traded companies have been increasingly subject to demands from activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurances that activist shareholders will not publicly advocate for the Company to make certain corporate governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Company reputation and divert the attention and resources of the Company management and the Board, which could have an adverse effect on the Company's business and results of operations. Even if the Company does undertake such corporate governance changes or corporate actions, activist shareholders may continue to promote or attempt to effect further changes, and may attempt to acquire control of the Company to implement such changes. If shareholder activists seeking to increase short-term shareholder value are elected to the Board, this could adversely affect the Company's business and future operations. Additionally, shareholder activism could create uncertainty about the Company's future strategic direction, resulting in loss of future business opportunities, which could adversely affect the Company's business, future operations, profitability and ability to attract and retain qualified personnel.

The Boa Esperança Property is located in an underdeveloped rural area

The Boa Esperança Property is located in an underdeveloped rural area, resulting in technical challenges for conducting mineral exploration, development and construction and any potential mining activities at the property. The Company benefits from modern mining transportation skills and technologies for exploring and operating in such areas. Nevertheless, the Company may sometimes be unable to overcome problems related to underdevelopment or unseasonable weather at a

commercially reasonable cost, which could negatively affect the Company's mineral exploration and development, the construction of the Boa Esperança mine and any potential mining activities at the property and have a material adverse effect on the Company. The rural location of the Boa Esperança Property also results in increased costs associated with land access and infrastructure, including powerlines, water pipelines and transportation.

Product alternatives may reduce demand for the Company's products

Copper and gold have a number of different applications. Alternative technologies are continually being investigated and developed with a view to reducing production costs or for other reasons, such as minimizing environmental or social impact. If competitive technologies emerge that use other materials in place of copper or gold, demand and price for copper or gold might fall, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

A lowering or withdrawal of the ratings assigned to the Company's debt securities by rating agencies may increase the Company's future borrowing costs and reduce its access to capital

The Notes have a non-investment grade rating assigned by Moody's Investors Service (" **Moody's**"), S&P Global Ratings ("**S&P**") and Fitch Ratings ("**Fitch**"), and could be lowered or withdrawn entirely by a particular rating agency in the future if, in that rating agency's judgment, circumstances relating to the basis of the rating, such as adverse changes, so warrant. Consequently, real or anticipated changes in the Company's credit ratings likely would make it more difficult or more expensive for the Company to obtain additional debt financing.

Risks Related to the Company's Foreign Operations

The Company's Brazilian operations are subject to political and other risks associated with operating in a foreign jurisdiction

The MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property are located in Brazil, exposing the Company to the socioeconomic conditions as well as the laws governing the mining industry in the country. Inherent risks with conducting foreign operations include, but are not limited to: high rates of inflation; extreme fluctuations in currency exchange rates, military repression; war or civil war; social and labour unrest; organized crime; hostage taking; terrorism; violent crime; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, approvals, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political norms, currency controls and governmental regulations that favour or require the Company to award contracts in, employ citizens of, or purchase supplies from, the jurisdiction.

The Brazilian government frequently intervenes in the Brazilian economy and occasionally makes significant changes in policies and regulations. Changes, if any, in mining or investment policies or shifts in political attitude in Brazil may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, importation of parts and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, awarding of concessions under the new land tender system in Brazil, maintenance of concessions, licenses, approvals and permits, environmental matters, construction and operation of tailings dams, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

In addition, uncertainty over whether the Brazilian government will implement changes in policy or regulation may contribute to economic uncertainty in Brazil. Historically, Brazilian politics have affected the performance of the Brazilian economy. Past political crises have affected the confidence of investors and the public, generally resulting in an economic slowdown.

Global economic crises, including the economic impacts of COVID-19, could negatively affect investor confidence in emerging markets or the economies of the principal countries in Latin America, including Brazil. Such events could materially and adversely affect the Company's business, financial condition, results of operations, cash flows or prospects.

To manage and mitigate the spread of COVID-19, the Brazilian government has implemented various regulations, orders, protocols and guidelines, many of which affect the Company's business, employees, contractors, suppliers and local communities. COVID-19 has also impacted the Brazilian government and economy, and in addition to impacts on labour, supplies, and services that are needed to conduct the Company's business, this may also increase the likelihood of additional taxes, duties, royalties or similar financial commitments being placed on mining operators in an effort to generate municipal, state and federal revenues. Please refer to the more detailed discussion on the risks related to COVID-19 on the Company's business and operations under the heading "*Risk Factors - Infectious diseases, such as COVID-19, may affect the Company's business and operations".*

The Company continues to monitor developments and policies in Brazil and the impact thereof to its operations; however, they cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The Company may be negatively impacted by changes to mining laws and regulations

The Company's activities are subject to various laws governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, construction and operation of tailings dams and other matters. Mining, exploration and development activities are also subject to various laws and regulations relating to the protection of the environment. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production, development or construction of the Company's properties, including new rules and regulations or existing rules and regulations that could be applied in a manner requiring the Company's mining concessions to be amended to expressly permit the extraction of certain by-products. Amendments to current laws and regulations governing the Company's operations and activities, including the Company's mining concessions and permits, or more stringent implementation of such laws and regulations could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

It is uncertain how the current and past operations of the Company will be affected by future legal changes or more stringent enforcement of past and current laws and regulations by governmental authorities. The Company may be subject to administrative, civil and criminal sanctions should a more conservative interpretation of past and current laws and regulations be adopted by governmental authorities.

In October 2020, the Brazilian government enacted certain changes to the National Dams Safety Policy and Mining Code, which, among other things, bans the construction and lifting of tailings dams using the upstream method; requires the decommissioning of existing tailings dams utilizing the upstream method by February 25, 2022 or such later date as agreed between the operator and applicable regulatory agencies; places a higher degree of safety planning, monitoring and reporting obligations on operators; provides broader enforcement rights to regulatory agencies (such as ANM and environmental agencies); and, introduces administrative penalties for non-compliance, including, but not limited to, warnings, fines between R$2,000 and R$1,000,000,000, partial or total suspension of activities, seizure of mining products, assets and equipment, cancellation of mining concessions and/or restriction of other rights. Such penalties are to be applied independently of criminal sanctions or damage repair obligations.

The Company currently manages seven tailings facilities at its operations in Brazil (four at the MCSA Mining Complex and three at the NX Gold Mine), which are all constructed using a downstream method. Each of these facilities is routinely inspected by the Company's internal technical teams, third-party engineering firms and applicable regulatory agencies. At the MCSA Mining Complex, the Company's largest operation, a conventional tailings dam is no longer in use due to the implementation of co-disposal. The co-disposal method entails utilizing the inherent void space within surface waste rock stockpiles by allowing tailings to permeate the piles. The method has produced excellent results since 2011, allowing increased process water recycling, significantly reduced pumping costs, creating substrate for revegetation of the waste rock stockpiles and, since implementation, has eliminated the need for conventional tailings storage. The historic tailings facility is currently being reclaimed as part of the Company's revegetation program. At the NX Gold Mine, non-inert tails from the Company's carbon in leach process are stored in a high density polyethylene (HDPE) lined excavated pit. Inert tails are stored in a single-lift rockfill dam of segmented ring-dyke design, with only one cell operational at any given time until the tails are de-watered. De-watered inert tails are transported periodically from the tailings storage facility to legacy areas disturbed by artisanal mining activity prior to construction of the mine or within permitted long-term storage facilities. Once

filled, these areas are revegetated and reclaimed as part of the Company's ongoing environmental sustainability efforts. A comprehensive guide to the Company's tailings facilities can be found on the Company's website (www.erocopper.com) under "*Sustainability - Tailings Management*". For additional scientific and technical information regarding the Company's tailings management practices, please refer to the MCSA Mining Complex Technical Report and the NX Gold Technical Report, each of which is available for review on the Company's website and under the Company's profile on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

Should a breach of these facilities occur due to extreme weather, seismic event, or other incident, the Company could cause a significant environmental incident and/or suffer a material financial impact on its operations and financial condition, including the potential for criminal and financial liability, suspension of its operations and/or loss of its mining concessions.

On December 22, 2021, the National Institute of Colonization and Land Reform (" **INCRA**") enacted Rule # 112 (Instrução Normativa 112), which came into force on January 3, 2022, formalizing the process by which approval is to be obtained from INCRA for the use of land in areas designated for land settlement programs in the case of mining, energy or infrastructure projects. In August 2015, MCSA resettled residents of a designated land settlement area that would be impacted by operations at the Boa Esperança Property. Such residents were resettled onto equal, if not superior, land. Prior to the enactment of Rule #112, MCSA submitted its request for INCRA's final approval of the resettlement process, required to formally cede of the use of the land to MCSA. Although INCRA is currently scheduled to undertake its final review of the resettlement process during the first half of 2022, any unexpected delay in or failure to receive the required final approval from INCRA in a timely manner or on reasonable terms given the enactment of Rule #112 or otherwise, could delay or, in the extreme case where the resettlement process is determined by INCRA to be materially deficient, prevent the commissioning and operation of the Boa Esperança mine as planned, which could adversely impact the Company's business, financial condition, results of operations, cash flows and prospects.

A failure to maintain relationships with the communities in which the Company operates and other stakeholders may adversely affect the Company's business.

The Company's relationships with the communities in which it operates and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. The evolving expectations related to human rights and environmental protection may result in opposition to the Company's current and future operations or further development or new development of the Company's projects and mines. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities and may have a negative impact on the Company's reputation and operations.

Opposition by any of the aforementioned groups to the Company's operations may require modification of, or preclude the operation or development of, the Company's projects and mines or may require the Company to enter into agreements with such groups or local governments with respect to the Company's projects and mines, in some cases, causing increased cost and considerable delays to the advancement of the Company's projects. Further, publicity adverse to the Company, its operations or extractive industries generally, could have an adverse effect on the Company and may impact relationships with the communities in which Ero operates and with other stakeholders. While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk.

Inaccuracies, corruption and fraud in Brazil relating to ownership of real property may adversely affect the Company's business

Under Brazilian law, real property ownership is normally transferred by means of a transfer deed, and subsequently registered at the appropriate real property registry office under the corresponding real property record. There are uncertainties, corruption and fraud relating to title ownership of real property in Brazil, mostly in rural areas. In certain cases, a real property registry office may register deeds with errors, including duplicate and/or fraudulent entries, and, therefore, deed challenges frequently occur, leading to judicial actions. Property disputes over title ownership are frequent in Brazil, and, as a result, there is a risk that errors, fraud or challenges could adversely affect the Company's ability to operate, although ownership of mining rights are separate from ownership of land.

The Company is exposed to the possibility that applicable taxing authorities could take actions that result in increased tax or other costs that might reduce the Company's cash flow

The Company pays a variety of taxes, fees and other governmental charges in connection with the operation of the Company's business, including income taxes, mining royalties, ad valorem property taxes, sales and use taxes, inventory taxes, social security contributions and various assessments. These taxes, fees and other charges are assessed by a variety of taxing authorities pursuant to applicable laws, regulations and rules. The Brazilian tax regime is complex and subject to a variety of interpretations by government authorities. Such complexity may expose the Company to unpredicted challenges to day to day practices in bookkeeping, accounting and payment of taxes. From time to time, the Company may enter into specific agreements with such taxing authorities that provide for the reduction, abatement or deferral of such taxes, fees or charges in exchange for certain payments or undertakings on the Company's part. If the Company enters into any such arrangements, the Company can give no assurance that any such reduction, abatement or deferral arrangements will be honored or that the applicable taxing authorities will not take actions that materially increase the amount of such taxes, fees or other governmental charges that the Company is required to pay. In addition, the Company may incur additional and unanticipated costs and expenses in connection with the Company's efforts to resist any proposed increases in such taxes, fees or other charges or in connection with the Company's efforts to enforce any reduction, abatement or deferral arrangements that the Company has previously put in place.

The Brazilian government may implement changes to the Brazilian tax regime that may affect the Company. These changes could include changes in prevailing tax rates and the imposition of new or temporary taxes, the proceeds of which are earmarked for designated government purposes. Some of these changes may result in increases in the Company's tax payments, which could have an adverse effect on the Company's operations or profitability. The Company cannot provide assurance that it will be able to be profitable following any increases in Brazilian taxes applicable to the Company and its operations.

The Company is subject to a number of ongoing proceedings in Brazil related to tax matters that have not been accounted for in its financial statements, given the Company's assessment of the probability of adverse judgment against it. If all such tax matters were decided against it, the Company could be exposed to liability of up to approximately US$9.5 million as at December 31, 2021 (this amount forms part of the US$21.0 million referred to above under the subheading "*The Company may be subject to costly legal proceedings"*), which could have an adverse impact on the Company's business, financial condition, results of operations, cash flows or prospects.

Inflation in Brazil, along with Brazilian governmental measures to combat inflation, may have a significant negative effect on the Brazilian economy and also on the Company's financial condition and results of operations

In the past, high levels of inflation have adversely affected the economies and financial markets of Brazil, and the ability of its government to create conditions that stimulate or maintain economic growth. Moreover, governmental measures to curb inflation and speculation about possible future governmental measures have contributed to the negative economic impact of inflation in Brazil and have created general economic uncertainty. As part of these measures, the Brazilian government has at times maintained a restrictive monetary policy and high interest rates that have limited the availability of credit and economic growth. Brazil may experience high levels of inflation in the future. Inflationary pressures may weaken investor confidence in Brazil and lead to further government intervention in the economy, including interest rate increases, restrictions on tariff adjustments to offset inflation, intervention in foreign exchange markets and actions to adjust or fix currency values, which may trigger or exacerbate increases in inflation, and consequently have an adverse impact on the Company. In an inflationary environment, the value of uncollected accounts receivable, as well as of unpaid accounts payable, declines rapidly. If Brazil experiences high levels of inflation in the future and price controls are imposed, the Company may not be able to adjust the rates the Company charges its customers to fully offset the impact of inflation on the Company's cost structures, which could adversely affect the Company's results of operations or financial condition.

Exchange rate instability may have a material adverse effect on the Brazilian economy

The Brazilian Real has experienced frequent and substantial variations in relation to the U.S. dollar and other foreign currencies during the last decades. Depreciation of the Brazilian Real against the U.S. dollar could create inflationary pressures in Brazil and cause increases in interest rates, which could negatively affect the growth of the Brazilian economy as

a whole and harm the Company's financial condition and results of operations. On the other hand, appreciation of the Brazilian Real relative to the U.S. dollar and other foreign currencies could lead to a deterioration of the Brazilian foreign exchange current accounts, as well as dampen export-driven growth. Depending on the circumstances, either depreciation or appreciation of the Brazilian Real could have a material adverse effect on the Brazilian economy.

The Company's operations may be impaired as a result of restrictions to the acquisition or use of rural properties by foreigner investors or Brazilian companies under foreign control

Non-resident individuals and non-domiciled foreign legal entities are subject to restrictions for the acquisition or lease for agricultural purpose or ownership or access rights in respect of rural properties in Brazil. Limitations also apply to legal entities domiciled in Brazil controlled by foreign investors, such as the Company's subsidiaries through which the Company operates in Brazil.

Accordingly, the Company's current and future operations may be impaired as a result of such restrictions on the acquisition or use of rural properties, and the Company's ownership or access rights in respect of any rural properties in Brazil may be subject to legal challenges, all of which could result in a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

Recent disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company

The disruptions recently experienced in the international and domestic capital markets have led to reduced liquidity and increased credit risk premiums for certain market participants and have resulted in a reduction of available financing. Companies located in countries in the emerging markets may be particularly susceptible to these disruptions and reductions in the availability of credit or increases in financing costs, which could result in them experiencing financial difficulty. In addition, the availability of credit to entities operating within the emerging and developing markets is significantly influenced by levels of investor confidence in such markets as a whole and as such any factors that impact market confidence (for example, the impacts of global health crises, such as COVID-19, a decrease in credit ratings, state or central bank intervention in one market or terrorist activity and conflict) could affect the price or availability of funding for entities within any of these markets.

The Company may be responsible for corruption and anti-bribery law violations

The Company's business is subject to the United States *Foreign Corrupt Practices Act of 1977* ("**FCPA**") and the Corruption of Foreign Public Officials Act (Canada) ("**CFPOA**"), which generally prohibit companies and company employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. The FCPA also requires companies to maintain accurate books and records and internal controls, including at foreign-controlled subsidiaries. Since all of the Company's presently held interests are located in Brazil, there is a risk of potential FCPA violations. In addition, the Company is subject to the anti-bribery laws of Brazil and of any other countries in which it conducts business in the future. The Company's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Company's policies and procedures and the FCPA, the CFPOA or other anti-bribery laws for which the Company may be held responsible. The Company's Code of Business Conduct and Ethics, Supplier Code of Conduct and Anti-Corruption Policy mandate compliance with these anti-corruption and anti-bribery laws and the Company has implemented training programs, internal monitoring and controls, and reviews and audits to ensure compliance with such laws. However, there can be no assurance that the Company's internal control policies and procedures will always protect it from recklessness, fraudulent behavior, dishonesty or other inappropriate acts committed by its affiliates, employees, contractors or agents. If the Company's employees or other agents are found to have engaged in such practices, the Company could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

Risks Related to the Common Shares

Investors may lose their entire investment

An investment in the Common Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Dilution from equity financing could negatively impact holders of Common Shares

The Company may from time to time raise funds through the issuance of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size or price of future issuances of Common Shares or the size or terms of future issuances of debt instruments or other securities convertible into Common Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, or securities convertible into Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Equity securities are subject to trading and volatility risks

The securities of publicly traded companies can experience a high level of price and volume volatility and the value of the Company's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Company and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this AIF. Factors which may influence the price of the Company's securities, including the Common Shares, include, but are not limited to:

- worldwide economic conditions;
- changes in government policies;
- investor perceptions;
- movements in global interest rates and global stock markets;
- variations in operating costs;
- the cost of capital that the Company may require in the future;
- metals prices;
- the price of commodities necessary for the Company's operations;
- recommendations by securities research analysts;
- issuances of equity securities or debt securities by the Company;
- operating performance and, if applicable, the share price performance of the Company's competitors;
- the addition or departure of key management and other personnel;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes, global health crises, such as COVID-19, and other related industry and market issues affecting the mining sector;
- litigation;
- publicity about the Company, the Company's personnel or others operating in the industry;
- loss of a major funding source; and
- all market conditions that are specific to the mining industry.

There can be no assurance that such fluctuations will not affect the price of the Company's securities, and consequently purchasers of Common Shares may not be able to sell Common Shares at prices equal to or greater than the price or value at which they purchased the Common Shares or acquired them by way of the secondary market.

Sales by existing shareholders can reduce share prices

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

The Company does not currently intend to pay dividends

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on its Common Shares. The Senior Credit Facility Agreement and the Notes impose certain restrictions on the Company's ability to declare or pay dividends or distributions.

The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on numerous factors, including compliance with applicable laws, financial performance, contractual restriction (as noted above), working capital requirements of the Company and its subsidiaries and such other factors as its directors consider appropriate.

Public companies are subject to securities class action litigation risk

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If Ero Copper faces such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm its business.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline

The trading market for the Common Shares will depend on the research and reports that securities or industry analysts publish about the Company and its business. The Company does not have any control over these analysts. The Company cannot assure that analysts will cover it or provide accurate or favourable coverage. If one or more of the analysts who cover the Company downgrade its stock or change their opinion of the Common Shares, price of Common Shares would likely decline. If one or more of these analysts cease coverage of the Company or fail to regularly publish reports, the Company could lose visibility in the financial markets, which could cause the price and trading volume of the Common Shares to decline.

Global economic conditions can reduce the price of the Common Shares

Global economic conditions may adversely affect Ero's growth, profitability and ability to obtain financing. Events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the copper and gold mining industry, have been and continue to be impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and metal markets and a lack of market confidence and liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect Ero's growth, profitability and ability to obtain financing. A number of issues related to economic conditions could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects, including: (i) contraction in credit markets could impact the cost and availability of financing and the Company's overall liquidity; (ii) the volatility of copper, gold and other metal prices would impact the Company's revenues, profits, losses and cash flow; (iii) recessionary pressures could adversely impact demand for Ero's production; (iv) volatile energy, commodity and consumables prices and currency exchange rates could impact Ero's production costs; and, (v) the devaluation and volatility of global stock markets could impact the valuation of Ero's equity and other securities.

As noted, COVID-19 has had dramatic impacts on many countries and on the global economy. The ongoing efforts against the spread of COVID-19, including with respect to recent mutations, will likely continue to result in governmental restrictions that will impact economies around the world, reduce the availability of workforces, and drive up consumer costs for supplies and services. It is uncertain whether vaccines will be successful in combating COVID-19 and any mutations thereto, and there remains concerns that vaccines may not be available or distributed adequately. The presence of COVID-19 and its continued spread could have negative impacts on Ero Copper's business and financial performance, and such impacts could be material.

DIVIDENDS AND DISTRIBUTIONS

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on its Common Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. The Senior Credit Facility Agreement and the Notes impose certain restrictions on the Company's ability to declare or pay dividends or distributions.

The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on numerous factors, including compliance with applicable laws, financial performance, contractual restrictions (as noted above), working capital requirements of the Company and its subsidiaries and such other factors as the Board considers appropriate.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The Company's authorized share capital consists of an unlimited number of Common Shares without par value. As at March 11, 2022, there are 90,234,378 Common Shares issued and outstanding, 4,193,951 Common Shares issuable pursuant to outstanding options of the Company to purchase Common Shares ("**Options**") pursuant to the stock option plan of the Company approved by the shareholders of the Company on May 7, 2020, 816,954 Common Shares issuable pursuant to outstanding performance share units of the Company ("**PSUs**") pursuant to the share unit plan of the Company approved by the shareholders of the Company on May 7, 2020 (the "**Share Unit Plan**") and 187,843 Common Shares issuable pursuant to outstanding restricted share units of the Company ("**RSUs**") pursuant to the Share Unit Plan. Pursuant to the Share Unit Plan, the Company has the right to redeem the aforementioned PSUs and RSUs on the applicable vesting date in cash, shares or a combination of both.

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the Board in respect of the Common Shares on a pro rata basis.

Any alteration of the rights, privileges, restrictions and conditions attaching to the Common Shares under the Company's Articles of Incorporation ("**Articles**") must be approved by at least two-thirds of the Common Shares voted at a meeting of the Company's shareholders.

Senior Unsecured Notes

On February 2, 2022, the Company completed an offering of US$400 million aggregate principal amount of 6.50% Senior Notes due 2030 (defined herein as the "**Notes**"). The Notes will mature on February 15, 2030. The Company used a portion of the net proceeds of the offering to repay the outstanding borrowings under the Senior Credit Facility of approximately US$50 million and intends to use the balance for capital expenditures at the Boa Esperança Property, and for general corporate purposes.

MCSA is currently the only guarantor of the Notes on a senior unsecured basis. The Notes are direct, senior obligations of the Company and MCSA, and are not secured by any mortgage, pledge or charge. NX Gold S.A. and Ero Gold Corp. will not guarantee the notes. The Company's subsidiaries that do not guarantee the Notes will have no obligation, contingent or otherwise, to pay amounts due under the Notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The Notes are structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any such subsidiary that is not a guarantor, all of such subsidiary's creditors (including trade creditors) would be entitled to payment in full out of such subsidiary's assets before the Company would be entitled to any payment in respect of its ownership interest in the subsidiary.

The Notes were issued pursuant to an indenture dated February 2, 2022, among the Company, MCSA (as guarantor) and Computershare Trust Company, N.A., as trustee ("**Note Indenture**"). Interest on the Notes will accrue from February 2, 2022 and is payable in cash semi-annually in arrears on February 15 and August 15 each year, commencing on August 15, 2022. Pursuant to the Notes Indenture, the Company has the following early redemption options:

- On or after February 15, 2025, the Company has the option, in whole or in part, to redeem the Notes at a price ranging from 103.25% to 100% of the principal amount together with accrued and unpaid interest, if any, to the date of redemption, with the rate decreasing based on the length of time the Notes are outstanding;
- Before February 15, 2025, the Company may redeem some or all of the Notes at 100% of the principal amount plus a "make whole" premium, plus accrued and unpaid interest, if any, to the date of redemption; and
- At any time before February 15, 2025, the Company may redeem up to 40% of the original principal amount of the Notes with the proceeds of certain equity offerings at a redemption price of 106.50% of the principal amount of the Notes, together with accrued and unpaid interest, if any, to the date of redemption.

The Note Indenture provides that upon the occurrence of specific kinds of changes of control triggering events, as defined therein, each holder of the Notes will have the right to cause the Company to repurchase some or all of its Notes at 101% of their principal amount, plus accrued and unpaid interest to, but not including, the repurchase date.

The Notes contain certain customary covenants and restrictions for a financing instrument of this type, such as transaction-based restrictive covenants that limit the Company's ability to incur additional indebtedness and make restricted payments in certain circumstances.

Credit Ratings

The following table sets out the first-time credit ratings assigned in connection with the issuance of the Notes on February 2, 2022, which are current as at March 11, 2022:

Credit Rating Organization	Rating
Moody's Investors Service	B1 corporate family rating (CFR) B1-PD probability of default rating (PDR) B1 senior unsecured notes rating SGL-2 Speculative Grade Liquidity Rating Stable Outlook
Fitch Ratings	B / Stable Long-Term Issuer Default Rating to (IDR) Ero Copper B rating / recovery rating 4 (RR4) assigned to both the Secured Credit Facility and Notes
S&P Global Ratings	B / Stable Long-Term Issuer Credit Rating to Ero Copper B Issue-Level Rating and 3 Recovery Rating to the Notes

Moody's

On January 24, 2022, Moody's assigned first-time ratings to Ero Copper, consisting of a "B1" corporate family rating (CFR), a "B1-PD" probability of default rating (PDR), a "B1" senior unsecured rating, an "SGL-2" Speculative Grade Liquidity Rating, and a "Stable" ratings outlook.

Moody's issuer and issue-level credit ratings are on a rating scale that ranges from Aaa (highest quality) to C (lowest quality). Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks on the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. According to Moody's credit rating system, obligations rated 'B1' are considered speculative and are subject to higher credit risk. A 'B' rating is the sixth highest of nine categories in Moody's rating system.

Moody's speculative grade liquidity ratings are on a rating scale that ranges from SGL-1(strongest liquidity position) to SGL-4 (weakest liquidity position). According to Moody's speculative grade liquidity rating system, an issuer with an SGL-2' rating possesses good liquidity and is likely to meet its obligations over the coming 12 months through internal resources but may rely on external sources of committed financing. According to the system, the issuer's ability to access committed sources of financing is highly likely based on Moody's evaluation of near-term covenant compliance.

Moody's corporate family ratings are long-term ratings that reflect the likelihood of a default on a corporate family's contractually promised payments and the expected financial loss suffered in the event of default. A corporate family rating is assigned to a corporate family as if it had a single class of debt and a single consolidated legal entity structure.

A probability of default rating is a corporate family-level opinion of the relative likelihood that any entity within a corporate family will default on one or more of its long-term debt obligations.

Moody's long-term ratings are assigned to issuers or obligations with an original maturity of one year or more and reflect both on the likelihood of a default on contractually promised payments and the expected financial loss suffered in the event of default. Moody's speculative grade liquidity ratings are opinions of an issuer's relative ability to generate cash from internal resources and the availability of external sources of committed financing, in relation to its cash obligations over the coming 12 months. Speculative grade liquidity ratings will consider the likelihood that committed sources of financing will remain available.

Fitch

On January 24, 2022, Fitch assigned a first-time rating to Ero Copper, consisting of a "B" long-term issuer default rating, with a "Stable" outlook, as well as a "B" rating and a recover rating of 4 (RR4) to both the Senior Credit Facility and the Note.

Fitch's credit ratings relating to issuers are forward-looking opinions on the relative ability of an entity to meet its financial commitments. Issuer default ratings (IDRs) are assigned to corporations, sovereign entities, financial institutions such as banks, leasing companies and insurers, and public finance entities (local and regional governments). Issue level ratings are also assigned, often include an expectation of recovery and may be notched above or below the issuer level rating. Issue ratings are assigned to secured and unsecured debt securities, loans, preferred stock and other instruments.

Fitch's credit rating scale for issuers and issues is expressed using the categories 'AAA' to 'BBB' (investment grade) and 'BB' to 'D' (speculative grade) with an additional +/- for AA through CCC levels indicating relative differences of probability of default or recovery for issues. Investment grade categories indicate relatively low to moderate credit risk, while ratings in the speculative categories either signal a higher level of credit risk or that a default has already occurred. Credit ratings express risk in relative rank order, which is to say they are ordinal measures of credit risk and are not predictive of a specific frequency of default or loss.

According to Fitch's credit rating scale, an issuer default rating of B indicates that material default risk is present, but a limited margin of safety remains and that while financial commitments are currently being met, capacity for continued payment is vulnerable to deterioration in the business and economic environment. A RR4 rated security has characteristics consistent with instruments historically recovering 31%-50% of current principal and related interest in a default scenario.

S&P

On January 24, 2022, S&P assigned a first-time rating to Ero Copper, consisting of a “B” long-term Issuer credit rating, with a “Stable” outlook, as well as a “B” issue-level rating and “3” recovery rating to the Notes.

S&P’s corporate credit rating (or issuer rating) is a forward-looking opinion about an obligor’s overall creditworthiness, or ability to pay its financial obligations. This opinion focuses on the obligor’s capacity and willingness to meet its financial commitments as they come due. It does not apply to any specific financial obligation.

S&P’s corporate credit ratings are on a rating scale that ranges from AAA (highest quality) to D (lowest quality). The ratings from ‘AA’ to ‘CCC’ may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. According to S&P’s rating system, an issuer rated ‘B’ currently has the capacity to meet its financial commitments, but adverse business, financial, or economic conditions will likely impair the obligor’s capacity or willingness to meet its financial commitments. A ‘B’ rating is the sixth highest of ten categories in S&P’s rating system.

Regarding the issue-level rating, according to S&P’s rating system, S&P’s issue credit ratings are based, in varying degrees, on its analysis of the following considerations: (i) likelihood of payment; (ii) nature of and provisions of the financial obligation; and (iii) protection afforded by, and relative position of, the obligation in the event of bankruptcy or reorganization. S&P’s issue-level ratings are similarly on a rating scale that ranges from AAA (highest quality) to D (lowest quality), with the ratings from ‘AA’ to ‘CCC’ having plus (+) or minus (-) modifiers. According to S&P’s rating system, an issue rated ‘B’ indicates that the obligor has the capacity to meet its financial commitments on the obligation, but adverse business, financial, or economic conditions will likely impair the obligor’s capacity or willingness to meet its financial commitments on the obligation. A ‘B’ rating is the sixth highest of ten categories in S&P’s rating system.

S&P’s recovery ratings focus solely on expected recovery in the event of a payment default of a specific issue and utilize a numerical scale that runs from 1+ to 6. The recovery rating is not linked to, or limited by, the corporate credit rating or any other rating, and provides a specific opinion about the expected recovery. A ‘3’ recovery rating indicates S&P’s expectations of meaningful (50%-70%) recovery in the event of default.

The credit ratings received from Moody’s, Fitch and S&P are not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by any such credit rating organization. Moody’s, Fitch and S&P each charged the Company a customary fee in respect of the credit ratings service they provided and will continue to charge the Company a customary annual fee in respect of such credit ratings services.

The information concerning the Company’s credit ratings relates to Ero Copper’s financing costs, liquidity and operations. The availability of funding options may be affected by certain factors, including the global capital market environment and outlook as well as the Company’s financial performance. Ero Copper’s ability to access capital markets at competitive rates is dependent on its credit rating and rating outlook, as determined by credit rating organizations such as Moody’s, Fitch and S&P. If the Company’s ratings were lowered or withdrawn entirely, financing costs and future debt issuances could be unfavorably impacted. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant. Credit ratings given to Ero Copper's corporate debt may not reflect the potential impact of all risks on the value of debt instruments, including risks related to market or other factors discussed in this AIF. See also “*Risk Factors*”.

MARKET FOR SECURITIES

Market

The Common Shares are listed for trading on the TSX and NYSE under the trading symbol “ERO”.

Trading Price and Volume

The following table sets out information relating to the monthly trading of the Common Shares on the TSX for each of the months indicated.

Period	High ($)	Low ($)	Volume
January 2021	23.20	17.24	5,320,036
February 2021	25.08	18.65	4,683,776
March 2021	25.14	19.95	6,238,091
April 2021	25.54	21.38	4,031,222
May 2021	29.76	24.08	4,100,185
June 2021	29.12	23.28	6,031,050
July 2021	26.75	22.26	2,998,342
August 2021	25.74	21.36	2,981,854
September 2021	25.44	21.77	5,072,972
October 2021	25.83	20.92	3,696,812
November 2021	24.56	20.09	4,177,659
December 2021	21.16	17.09	6,256,861

The closing price of the Common Shares as quoted by the TSX on December 31, 2021 was $19.30.

Prior Sales

The following table summarizes the securities of the Company (each convertible into one Common Share) that are outstanding but not listed or quoted on a marketplace and that have been issued by the Company during the financial year ended December 31, 2021:

Date of Issue	Type of Securities	Aggregate Number Issued	Exercise Price ($)
March 19, 2021	Options	50,000	24.45
August 19, 2021	Options	17,514	23.37
August 19, 2021	PSUs	23,004[(1)]	N/A
December 15, 2021	Options	249,396	18.69
December 15, 2021	PSUs	266,450[(1)]	N/A
December 15, 2021	RSUs	171,106	N/A

Note:

(1) Assumes that 100% of the 23,004 PSUs granted on August 19, 2021 and the 266,450 PSUs granted on December 15, 2021 will vest. The PSUs will vest three years from the date of grant and the actual number of PSUs that will vest may range from 0% to 200% of the number granted, subject to the satisfaction of certain performance conditions. Please refer to the Company's management information circular dated March 8, 2022 ("*Statement of Executive Compensation - Compensation Committee Decisions Relating to 2021 Compensation – Options and Share Based Awards*"), a copy of which is available for review under the Company's profile on SEDAR and EDGAR.

DIRECTORS AND EXECUTIVE OFFICERS

Director and Executive Officer Profiles

The following table sets forth the name of each director and executive officer of the Company as at December 31, 2021 and the date of this AIF, their province or state and country of residence, their position(s) and office(s) held with the Company, their principal occupation(s) during the preceding five years, the date they became a director of the Company, if applicable,

and the number and percentage of Common Shares they beneficially own, or control or direct, directly or indirectly. Each director's term will expire immediately prior to the next annual meeting of shareholders of the Company.

Name and Residence	Position(s) and Office(s) with Ero	Principal Occupation(s) During Past Five Years	Director Since	Number of Common Shares Held[1]
Christopher Noel Dunn Massachusetts, USA	Executive Chairman Director	Executive Chairman, Ero Copper Corp. since May 16, 2016; Co-Managing Partner of Ero Resource Partners LLC since February 2014 (currently inactive); Managing Director of Liberty Metals & Mining LLC from 2011 until 2013.	May 16, 2016	2,827,281[2]
David Strang British Columbia, Canada	Chief Executive Officer Director	Chief Executive Officer, Ero Copper Corp. since May 16, 2016; President and Chief Executive Officer, Ero Copper Corp. from May 16, 2016 until January 4, 2021; Co-Managing Partner of Ero Resource Partners LLC since February 2014 (currently inactive); CEO and Director, Lumina Copper Corp. from August 2008 until August 2014.	May 16, 2016	5,817,036[3]
Makko DeFilippo Arizona, USA	President	President, Ero Copper Corp. since January 4, 2021; Vice President, Corporate Development, Ero Copper Corp. from February 23, 2017 until January 4, 2021; Director Corporate Finance, Global Mining Advisory Practice from January 2016 until January 2017; Partner, Ero Resource Partners from January 2014 until January 2016; Investment Analyst, Liberty Metals & Mining, LLC from October 2011 until December 2013.	-	12,424[4]
Anthea Bath British Columbia, Canada	Chief Operating Officer	Chief Operating Officer, Ero Copper Corp. since January 4, 2021; Vice President, Technical Services, Ero Copper Corp. from July 16, 2018 until January 4, 2021; Vice President, Strategic Market Development and Commercial, Sibanye-Stillwater from September 2016 until June 2018; and Chief Executive Officer of PentaQuark Energy from August 2012 until August 2016.	-	Nil[5]

Wayne Drier British Columbia, Canada	Chief Financial Officer	Chief Financial Officer, Ero Copper Corp. since March 2017; Executive, Corporate Development, Asanko Gold Inc. from July 2014 until March 2017; Vice President: Strategy & Development, Coalspur Mines Ltd. from July 2011 until June 2014.	-	236,666[6]
Michel (Mike) Richard British Columbia, Canada	Chief Geological Officer	Chief Geological Officer (previously, Senior Vice President Exploration), Ero Copper Corp. since January 2017; Director New Business Development South America, Lundin Mining Corporation from April 2012 to January 2016; General Manager TEMCL, Teck Resources Limited from May 1994 until March 2012.	-	2,116,566[7]
Deepk Hundal British Columbia, Canada	Senior Vice President, General Counsel and Corporate Secretary	Senior Vice President, General Counsel & Corporate Secretary, Ero Copper Corp. since January 1, 2022; Vice President, General Counsel & Corporate Secretary, Ero Copper Corp. from July 10, 2017 until December 31, 2021; General Counsel, Retirement Concepts Senior Services Ltd. & Pacific Reach Properties Ltd., from July 2014 until July 2017; Vice President, Legal, Elgin Mining Ltd. from May 2012 until July 2013; Vice President, Legal and Corporate Secretary, Aura Minerals Inc. from June 2007 until April 2012.	-	12,326[8]
Courtney Lynn California, USA	Vice President, Corporate Development and Investor Relations	Vice President, Corporate Development and Investor Relations, Ero Copper Corp. since March 9, 2021; Vice President and Treasurer, Kaiser Aluminium Corp. from August 2018 until December 2020; and Coeur Mining, Inc. from April 2013 until June 2018 (Vice President Treasurer from April 2014 until June 2016 and then Vice President, Investor Relations and Treasurer from June 2016 to June 2018).	-	1,800[9]

Pablo Mejia British Columbia, Canada	Vice President, Exploration	Vice President, Exploration, Ero Copper Corp. since June 2018; Senior Consultant, Mira Geoscience Ltd. from January 2016 until May 2018; and Assistant Professor, Escuela de Ingenieria de Antioquia from July 2015 until December 2015.	-	Nil[10]
Michal Romanowski Arizona, USA	Vice President, Evaluations and Planning	Vice President, Evaluations and Planning, Ero Copper Corp. since January 2017; Partner, Ero Resource Partners LLC from May 2014 until December 2016; Investment Analyst, Liberty Metals & Mining LLC from January 2013 until April 2014; Principal Consultant, Romanowski & Company from January 2011 until December 2013.	-	266,666[11]
Eric Sye British Columbia, Canada	Vice President, Finance	Vice President, Finance, Ero Copper Corp. since January 1, 2022; Director, Finance, Ero Copper Corp. from August 19, 2021 until December 31, 2021; and First Majestic Silver Corp. from June 2010 until August 2021 (Director of Finance from January 2015 until August 2021 and Controller from June 2010 until December 2014).	-	Nil[12]
Lyle Braaten[13][14] British Columbia, Canada	Director (Independent)	President, Miedzi Copper Corp. since March 2012; Vice President, Legal, Lumina Gold Corp. since June 2014; Vice President, Legal Counsel, Luminex Resources Corp. since August 2018; Vice President, Legal, Anfield Gold Corp. from May 2016 until December 2017; and Special Counsel, Innergex Renewable Energy Inc. (a successor to Alterra Power Corp.) since June 2008.	July 27, 2016	331,666[15]
Steven Busby[14][16] British Columbia, Canada	Director (Independent)	Chief Operating Officer of Pan American Silver Corp. since 2008.	July 27, 2016	366,666[17]
Dr. Sally Eyre[14][18] British Columbia, Canada	Director (Independent)	Corporate Director since March 2014; President and Chief Executive Officer of Copper North Mining from August 2011 until January 2014.	August 12, 2019	Nil[19]

Robert Getz[14][18] Connecticut, USA	Director (Independent)	Managing Partner, Pecksland Capital Partners since December 2015. Partner and Co-Founder, Cornerstone Equity Investors from September 1996 until December 2016.	June 14, 2018	157,666[20]
Chantal Gosselin[13][16] British Columbia, Canada	Director (Independent)	Corporate Director since September 2013; Vice President and Portfolio Manager, Goodman Investment Counsel from September 2011 until September 2013.	August 12, 2019	3,625[21]
John Wright[13][16] British Columbia, Canada	Director (Independent)	Corporate Director since 2004.	July 27, 2016	780,332[22]
Matthew Wubs[13][18] British Columbia, Canada	Director (Independent)	Director, Westland Insurance Group Ltd. since January 2020; Co-Chief Executive Officer, Westland Insurance Group Ltd. from January 2016 until December 2019; Chief Financial Officer, Westland Insurance Group Ltd. from January 2002 until December 2015.	July 27, 2016	1,491,486[23]

Notes:

(1) On a non-diluted basis.
(2) Mr. Dunn also holds 559,313 Options, 135,346 PSUs and 26,491 RSUs, entitling him to acquire in the aggregate an additional 721,150 Common Shares, assuming that 100% of the PSUs vest. The PSUs will vest three years from the date of grant and the actual number of PSUs that will vest may range from 0% to 200% of the number granted, subject to the satisfaction of certain performance conditions. Please refer to the Company's management information circular dated March 8, 2022 (under "*Statement of Executive Compensation - Compensation Committee Decisions Relating to 2021 Compensation – Options and Share Based Awards*"), a copy of which is available for review under the Company's profile on SEDAR and EDGAR.
(3) Mr. Strang also holds 400,313 Options, 135,346 PSUs and 26,491 RSUs, entitling him to acquire in the aggregate an additional 562,150 Common Shares, assuming that 100% of the PSUs vest.
(4) Mr. DeFilippo also holds 271,667 Options, 40,353 PSUs and 10,837 RSUs, entitling him to acquire in the aggregate an additional 322,857 Common Shares, assuming 100% of the PSUs vest.
(5) Ms. Bath holds 235,203 Options, 39,066 PSUs and 10,837 RSUs, entitling her to acquire in the aggregate an additional 285,106 Common Shares, assuming 100% of the PSUs vest.
(6) Mr. Drier also holds 308,977 Options, 42,491 PSUs and 9,633 RSUs, entitling him to acquire in the aggregate an additional 361,101 Common Shares, assuming 100% of the PSUs vest.
(7) Mr. Richard also holds 322,224 Options, 44,810 PSUs and 9,633 RSUs, entitling him to acquire in the aggregate an additional 376,667 Common Shares, assuming 100% of the PSUs vest.
(8) Mr. Hundal also holds 252,840 Options, 27,714 PSUs and 7,225 RSUs, entitling him to acquire in the aggregate an additional 287,779 Common Shares, assuming 100% of the PSUs vest.
(9) Ms. Lynn also holds 59,308 Options, 10,321 PSUs and 7,225 RSUs, entitling her to acquire in the aggregate an additional 76,854 Common Shares, assuming 100% of the PSUs vest.
(10) Mr. Mejia holds 162,647 Options, 25,351 PSUs and 6,021 RSUs, entitling him to acquire in the aggregate 194,019 Common Shares, assuming 100% of the PSUs vest.
(11) Mr. Romanowski also holds 166,288 Options, 25,994 PSUs and 6,021 RSUs, entitling him to acquire in the aggregate an additional 198,303 Common Shares, assuming 100% of the PSUs vest.
(12) Mr. Sye holds 12,819 Options, 15,409 PSUs and 5,419 RSUs, entitling him to acquire in the aggregate an additional 33,647 Common Shares, assuming 100% of the PSUs vest.
(13) Member of the Audit Committee. Mr. Wubs is the Chair of this committee.
(14) Member of the Nominating and Corporate Governance Committee. Dr. Eyre is the Chair of this committee.
(15) Mr. Braaten also holds 38,946 Options, entitling him to acquire an additional 38,946 Common Shares.
(16) Member of the Environmental, Health, Safety and Sustainability Committee. Ms. Gosselin is the Chair of this committee.
(17) Mr. Busby holds 38,946 Options, entitling him to acquire an additional 38,946 Common Shares.
(18) Member of the Compensation Committee. Mr. Getz is the Chair of this committee.
(19) Dr. Eyre also holds 10,345 Options, entitling her to acquire an additional 10,345 Common Shares.
(20) Mr. Getz also holds 62,946 Options, entitling him to acquire an additional 62,946 Common Shares.
(21) Ms. Gosselin also holds 33,946 Options, entitling her to acquire an additional 33,946 Common Shares.
(22) Mr. Wright also holds 68,946 Options, entitling him to acquire an additional 68,946 Common Shares.
(23) Mr. Wubs also holds 68,946 Options, entitling him to acquire an additional 68,946 Common Shares.

Based on the disclosure available on the System for Electronic Disclosure by Insiders (SEDI), as of the date of this AIF, the directors and executive officers of the Company, as a group, beneficially own, or control or direct, directly or indirectly, 14,442,206 Common Shares, representing approximately 15.98% of the total number of Common Shares outstanding before giving effect to the conversion of any Options, PSUs and/or RSUs held by such directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the Company's directors or executive officers is, as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (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, or (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.

None of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

None of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company, has been subject to (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, there are no existing or potential material conflicts of interest between the Company and any of its directors or officers as of the date hereof. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Company's behalf.

Pursuant to the BCABC, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. As required under the BCABC and the Articles:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Company, must promptly disclose the nature and extent of that conflict; and

- a director who holds a disclosable interest (as such term is defined under the BCABC) in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors and officers who have disclosed a material interest in any contract or transaction that the Board is considering will not take part in any Board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

AUDIT COMMITTEE

The Audit Committee provides assistance to the Board in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Company. The external auditors of the Company report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities include: (i) reviewing and reporting to the Board on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and any related management's discussion and analysis, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit Committee pursuant to applicable legal and regulatory requirements; (ii) reviewing material changes in accounting policies and significant changes in accounting practices and their impact on the financial statements; (iii) overseeing the audit function, including engaging in required discussions with the Company's external auditor and reviewing a summary of the annual audit plan at least annually, overseeing the independence of the Company's external auditor, overseeing the Company's internal auditor, and pre-approving any non-audit services to the Company; (iv) reviewing and discussing with management the appointment of key financial executives and recommending qualified candidates to the Board; (v) reviewing with management and the Company's external auditors, at least annually, the integrity of the internal controls over financial reporting and disclosure; (vi) reviewing management reports related to legal or compliance matters that may have a material impact on the Company and the effectiveness of the Company's compliance policies; and (vii) establishing whistleblowing procedures and investigating any complaints or concerns it deems necessary. The full text of the Audit Committee mandate is attached to this AIF as Appendix "A".

Composition of the Audit Committee

The Audit Committee is comprised of Matthew Wubs (Chair), Lyle Braaten, Chantal Gosselin and John Wright, all of whom are independent directors and all of whom are financially literate, in each case within the meaning of National Instrument

52-110, *Audit Committees*. In addition to being independent directors as described above, each member of the Audit Committee meets an additional "independence" test under NI 52-110 in that (i) they do not accept, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any of its subsidiaries, other than as remuneration for acting in their capacity as a member of the Board or any committee of the Board; and (ii) they are not affiliated with the Company or any of its subsidiaries. Mr. Wubs is the designated financial expert on the Audit Committee[1].

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee.

Matthew Wubs graduated with a B.A. from the University of British Columbia in 1992 and has been a Chartered Professional Accountant since 1996. Mr. Wubs is a director of Westland Insurance Group Ltd., one of the largest private insurance brokerage operations in Canada. Westland directly manages approximately $1.4 billion in premium volume through its brokerage, insurance company and wholesale operations. Prior to joining Westland's board on January 1, 2020, Mr. Wubs was the Co-Chief Executive Officer of Westland from January 2016 to December 2019 and was responsible for oversight of insurance, reinsurance, risk management, finance and M&A. He joined Westland in the role of Controller in 1997, and thereafter held the position of Chief Financial Officer from January 2002 until December 2015. Previous to Westland, he held a consulting role in Management Information Systems at International Forest Products Ltd. and obtained his Chartered Professional Accountant designation while working at Deloitte LLP. Mr. Wubs has been a member of Westland's audit committee for 14 years.

Lyle Braaten graduated with a B.Sc. from the University of Calgary in 1986 and an LL.B. from the University of British Columbia in 1989. He has been the President of Miedzi Copper Corp. since March 2012, the Vice President, Legal Counsel and a director of Lumina Gold Corp. since June 2014 and the Vice President, Legal Counsel and a director of Luminex Resources Corp. since August 2018. He was the General Counsel of Magma Energy Corp. from June 2008 to May 2011 when it acquired Plutonic Power Corp. and changed its name to Alterra Power Corp. Prior to joining Magma, he was involved in the management of a mid-sized law firm and served as its Managing Director from 2001 to 2008 with overall responsibility for the oversight of the firm's financial results and reporting. He has been an audit committee member of Lumina Gold Corp. since July 2014 and has at least seven years of experience in audit committee positions. Mr. Braaten is a member of the Law Societies of British Columbia and the Yukon.

Chantal Gosselin is an experienced corporate board member with over 30 years of combined experience in mining operations and capital markets. Her involvement in the financial markets range from asset management to sell side analyst. She has held positions as Vice President and Portfolio Manager at Goodman Investment Counsel and Senior Mining Analyst at Sun Valley Gold LLP, along with various analyst positions earlier in her career. Ms. Gosselin has also held various mine-site management positions in Canada, Peru and Nicaragua, giving her firsthand experience in underground and open pit mine development and production in diverse cultural and social environments. Ms. Gosselin has a Masters of Business Administration from Concordia University and a Bachelor of Science (Mining Engineering) from Laval University and has completed the Institute of Corporate Director program. She currently serves as a director and member of the audit committee of Wheaton Precious Metals Corp. (formerly Silver Wheaton Corp.) and Lundin Gold Inc. Ms. Gosselin formerly served as a director and a member of the audit committee of Peregrine Metals Ltd. from 2008 to October 2011 and Capstone Mining Corp. from 2010 to November 2016. Ms. Gosselin has at least 14 years of experience in audit committee positions.

John Wright was a co-founder, and former Director, President and Chief Operating Officer of Pan American Silver Corp. Mr. Wright was also the co-founder of Equinox Resources. Previously, he spent 10 years with Teck Cominco where he worked at the Trail Smelter operations and later participated in the management of the feasibility studies, marketing and mine construction at the Afton, Highmont, Bull Moose and David Bell Mines. Mr. Wright is a director of SilverCrest Metals Inc. and Luminex Resources Corp. and a former director of Bitterroot Resources Ltd., Lumina Copper Corp., Northern Peru

[1] The U.S. Securities and Exchange Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an "expert" for any purpose, does not impose on such person any duties, obligations or liability that are greater than those imposed on such person as a member of the Audit Committee and the Board in the absence of such designation, and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board.

Copper Corp., Global Copper Corp. and Regalito Copper Corp. Mr. Wright has been involved in multiple asset purchases and sales and the accounting associated therewith. Mr. Wright was an audit committee member of Northern Peru Copper Corp. and Regalito Copper Corp. and has at least 10 years of experience in audit committee positions. Mr. Wright has a P.Eng. designation from the Association of Professional Engineers and Geoscientists of British Columbia.

Pre-Approval Policies and Procedures

The Audit Committee mandate requires that the Audit Committee pre-approve any retainer of the auditor of the Company to provide any non-audit services to the Company that it deems advisable in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees

The following table discloses the aggregate fees billed to the Company and its subsidiaries by its external auditors, KPMG LLP, Chartered Professional Accountants ("**KPMG**"), in the financial years ended December 31, 2021 and 2020:

Financial Year End	Audit Fees[1]	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2021	US$478,207	US$29,876[2]	Nil	Nil
December 31, 2020	US$351,361	US$3,877[3]	Nil	Nil

Note:

(1) The aggregate fees billed for the audit of the annual consolidated financial statements of the Company, quarterly interim review of the Company and of its Brazilian subsidiaries and statutory audits of the Company's Brazilian subsidiaries.

(2) The aggregate fees billed for professional service rendered by the external auditors in connection with the Company's Initial Registration Statement on Form 40-F.

(3) The aggregate fees billed for professional services rendered by the external auditors in connection with general training provided with respect to new International Financial Reporting Standards for the Company's subsidiaries in Brazil.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the Company's knowledge, there are no legal proceedings material to the Company to which it is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since the beginning of the financial year ended December 31, 2021, and no such proceedings or actions are known by the Company to be contemplated.

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2021 or other penalties or sanctions imposed by a court or regulatory body against the Company since incorporation that would likely be considered important to a reasonable investor in making an investment decision, and the Company has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during the financial year ended December 31, 2021.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere herein, no director or executive officer of the Company or any of its subsidiaries or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of the outstanding Common Shares, or any of their respective associates or affiliates, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Company's auditors are KPMG LLP, Chartered Professional Accountants, having an address at Suite 1100 – 777 Dunsmuir Street, PO Box 10426 Pacific Centre, Vancouver, British Columbia, Canada V7Y 1K3.

The transfer agent and registrar for the Common Shares in Canada is Computershare Investor Services Inc., having an address at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9. The transfer co-agent and registrar for the Common Shares in the United States of America is Computershare Trust Company, N.A., having an address at 250 Royall Street, Canton, Massachusetts 02021, United States of America. The registrar and trustee for the Notes is Computershare Trust Company, N.A., having an address at 6200 South Quebec Street, Denver, Colorado, 80111, United States of America.

MATERIAL CONTRACTS

Except for material contracts entered into in the ordinary course of business, set out below are material contracts to which the Company or any of its subsidiaries are a party, entered into prior to or since the date of incorporation of the Company and which still remain in effect and material to the Company. Copies of such material contracts are available for review under the Company's profile on SEDAR at www.sedar.com or EDGAR at www.sec.gov.

- The investor rights agreement dated March 22, 2017 between the Company and Tembo Capital Mining Fund II LP, acting by its general partner, Tembo Capital Mining GP LP, acting by its general partner, Tembo Capital Mining GP Ltd. (" **Tembo**") entered into in connection with the Company's private placement offering of 18,423,593 Common Shares at a price of US$1.50 per Common Share on March 22, 2017 ("**Tembo Investor Rights Agreement** "). Pursuant to the Tembo Investor Rights Agreement, for so long as Tembo's affiliate, Ndovu Capital IX B.V. ("**Ndovu**"), holds at least 5% of the issued and outstanding Common Shares, Ndovu is entitled to request from the Company, among other things, monthly reports of financial and operation performance, and meetings with management of the Company, and has a participation right to subscribe for Common Shares, securities convertible into or exchangeable for Common Shares, or any other securities of the Company, as applicable, in order to preserve its proportionate interest in the total issued and outstanding Common Shares, in connection with any equity financings and certain other non-cash transactions involving the issuance of equity securities by the Company;
- On December 17, 2018, the Company replaced a US$50 million senior secured non-revolving credit facility entered into with The Bank of Nova Scotia ("**Scotiabank**") on December 21, 2017 and approximately US$69 million in senior secured notes of MCSA held by Santander Bank, Banco ABC Brasil, Banco Fibra S.A. and Banco Pine S.A. with a new US$130 million debt financing with Scotiabank and Bank of Montreal, pursuant to an amended and restated credit agreement dated as of December 13, 2018 among the Company, as borrower, Scotia, as administrative agent, joint lead arranger and sole bookrunner, Bank of Montreal as joint lead arranger and syndication agent, and Scotia and Bank of Montreal, as lenders (the "**Senior Credit Facility Agreement** ") and comprised of a US$80 million senior secured amortizing non-revolving credit facility (the "**Term Facility** ") and a US$50 million senior secured revolving term credit facility (the "**Revolving Credit Facility** ") (collectively the "**Credit Facilities**). The Senior Credit Facility Agreement was subsequently amended on January 21, 2019, March 12, 2019 and June 26, 2019, with the third amendment serving to increase the Revolving Credit Facility from US$50 million to US$70 million. On March 31, 2020, the Company further amended the Senior Credit Facility Agreement to reduce its cost of borrowing by 25 to 50 basis points, depending on the consolidated leverage ratio, and to defer the scheduled principal payments for two years, commencing March 2022. The Term Facility (reduced to US$75 million) featured a 4-year term with principal payments beginning two years after closing (March 31, 2022) and with equal quarterly installments thereafter, while the Revolving Credit Facility (increased to US$75 million) was payable in a lump sum at maturity, four years from closing (March 31, 2024). The Senior Credit Facility Agreement was further amended on May 29, 2020 and March 16, 2021, with the sixth amendment serving to amend the Credit Facilities with a US$150 million Senior Credit Facility payable in a lump sum at maturity on March 31, 2025. The Senior Credit Facility bears interest on a sliding scale at a rate of LIBOR plus 2.25% to 4.25% depending on the Company's consolidated leverage ratio at the time. Commitment fees for any undrawn portion of the Senior Credit Facility will also be on a sliding scale between 0.56% to 1.06%. The Senior Credit Facility Agreement was further amended on January 21, 2022 to, among other things, permit the issuance of the Notes and, effective on February 2, 2022, to reduce the Senior Credit Facility from US$150 million to US$75 million, with an accordion option to increase to US$100 million at the election of the Company.
- The NX Gold Stream Agreement referred to under the heading " *General Development and Business of the Company – Three Year History*".
- The Note Indenture referred to under the heading " *Description of Capital Structure – Senior Unsecured Notes"* .

INTEREST OF EXPERTS

The following persons and companies have prepared or certified a statement, report, valuation or opinion on behalf of the Company during the twelve months ended December 31, 2021, and to the date of this AIF:

(a) Porfirio Cabaleiro Rodrigues, FAIG, Bernardo Horta de Cerqueira Viana, MAIG, Paulo Roberto Bergmann, FAusIMM, Fábio Valério Câmara Xavier, MAIG and Dr. Augusto Ferreira Mendonça, RM SME, all of GE21, and Dr. Beck (Alizeibek) Nader, FAIG of BNA, who are "qualified persons" and "independent" of the Company within the meanings of NI 43-101, prepared the MCSA Mining Complex Technical Report in accordance with NI 43-101 and also reviewed and approved the scientific and technical information relating to the MCSA Mining Complex contained in this AIF other than the information of a scientific and technical nature in respect of the MCSA Mining Complex set out under the heading "*MCSA Mining Complex – Update Information with respect to the MCSA Mining Complex* ".

(b) Porfirio Cabaleiro Rodrigues, FAIG, Paulo Roberto Bergmann, FAusIMM, Bernardo Horta de Cerqueira Viana, MAIG and Leonardo de Moraes Soares, MAIG, all of GE21, who are "qualified persons" and "independent" of the Company within the meanings of NI 43-101, prepared the NX Gold Technical Report in accordance with NI 43-101 and also reviewed and approved the scientific and technical information relating to the NX Gold Property contained in this AIF other than the information of a scientific and technical nature in respect of the NX Gold Property set out under the heading "*NX Gold Property – Update Information with respect to the NX Gold Property* ".

(c) Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company, who is a "qualified person" within the meaning of NI 43-101, has supervised the preparation of and approved the information of a scientific and technical nature in respect of the MCSA Mining Complex set out in the AIF under the heading "*MCSA Mining Complex – Update Information with respect to the MCSA Mining Complex* " and in respect of the NX Gold Property set out under the heading "*NX Gold Property – Update Information with respect to the NX Gold Property* ".

(d) Kevin Murray, P. Eng., Erin L. Patterson, P.E. and Scott C. Elfen, P.E. all of Ausenco and Carlos Guzmán, FAusIMM RM CMC of NCL, who are "qualified persons" and "independent" of the Company within the meanings of NI 43-101 and Emerson Ricardo Re, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company, who is a "qualified person" within the meaning of NI 43-101, prepared the Boa Esperança Technical Report in accordance with NI 43-101 and also reviewed and approved the scientific and technical information relating to the Boa Esperança Technical Report contained in this AIF.

The aforementioned companies and persons beneficially owned, or controlled or directed, directly or indirectly, either less than one percent or no securities of the Company or of any associate or affiliate of the Company when they prepared the reports and statements referred to, or following the preparation of the reports and statements, and did not receive any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of such reports and statements, other than Mr. Re, who is employed by the Company as Resource Manager and holds 13,329 Options, 6,084 PSUs and 1,445 RSUs as at the date of this AIF.

KPMG LLP are the auditors of the Company and have issued an audit opinion on the consolidated financial statements of the Company for the years ended December 31, 2021 and December 31, 2020. KPMG LLP have confirmed with respect to the Company that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations and also that they are independent accountants with respect to the Company under all relevant US professional and regulatory standards.

None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Company or of any associate or affiliate of the Company other than Mr. Re, who has been employed by the Company, as Resource Manager, since September 2019.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR at www.sedar.com or EDGAR at www.sec.gov or on the Company's website at www.erocopper.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, is contained in the Company's information circular for its most recent annual meeting of shareholders that involves the election of directors.

Financial information is provided in the Company's annual audited consolidated financial statements for the year ended December 31, 2021 and Management's Discussion and Analysis relating thereto and may also be found on SEDAR, EDGAR or on the Company's website.

Copies of these documents may be obtained by contacting the Company at:

Ero Copper Corp.
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Fax: (604) 398-3767
Email: info@erocopper.com

APPENDIX "A"
ERO COPPER CORP.
AUDIT COMMITTEE MANDATE

1. Introduction

The Audit Committee (the "**Committee**" or the "**Audit Committee**") of Ero Copper Corp. (" **Ero**" or the "**Company**") is a committee of the Board of Directors (the "**Board**") of the Company. The Committee shall oversee the accounting and financial reporting practices of the Company and the audits of the Company's financial statements and exercise the responsibilities and duties set out in this Mandate.

2. Membership

Number of Members

The Committee shall be composed of three or more members of the Board.

Independence of Members

Each member of the Committee must be independent in accordance with applicable law and the applicable rules and regulations of the Canadian Securities Administrators, the United States Securities and Exchange Commission, the New York Stock Exchange and any other regulator or authority having jurisdiction over the Company from time to time (the "**Applicable Requirements**").

Chair

At the time of the annual appointment of the members of the Audit Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee's compliance with this Mandate, work with management to develop the Audit Committee's annual work-plan and provide reports of the Audit Committee to the Board.

Financial Literacy of Members

At the time of his or her appointment to the Committee, each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the financially literacy and such accounting or financial management expertise as is required to comply with the Applicable Requirements.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

3. Meetings

Number of Meetings

The Committee may meet as many times per year as necessary to carry out its responsibilities.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

Calling of Meetings

The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The external auditors are entitled to attend and be heard at each Audit Committee meeting. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. At least once per year, the Committee shall meet with the internal auditor and management in separate sessions to discuss any matters that the Committee or such individuals consider appropriate.

Meetings without Management

The Committee shall hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Access to Management

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

4. Duties and Responsibilities

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by any Applicable Requirements).

Financial Reports

(a) General

The Audit Committee is responsible for overseeing the Company's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The auditors are responsible for auditing the Company's annual consolidated financial statements and for reviewing the Company's unaudited interim financial statements.

(b) Review of Annual Financial Reports

The Audit Committee shall review the annual consolidated audited financial statements of the Company, the auditors' report thereon and the related management's discussion and analysis of the Company's financial condition and results of operation ("**MD&A**"). After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.

(c) Review of Interim Financial Reports

The Audit Committee shall review the interim consolidated financial statements of the Company, the auditors' review report thereon and the related MD&A. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the interim financial statements and the related MD&A.

(d) Review Considerations

In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee shall:

(i) meet with management and the auditors to discuss the financial statements and MD&A;

(ii) review the disclosures in the financial statements;

(iii) review the audit report or review report prepared by the auditors;

(iv) discuss with management, the auditors, and internal legal counsel (if any), as requested, any litigation claim or other contingency that could have a material effect on the financial statements;

(v) review the accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;

(vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under Canadian GAAP;

(vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;

(viii) review management's report on the effectiveness of internal controls over financial reporting;

(ix) review the factors identified by management as factors that may affect future financial results;

(x) review results of the Company's audit committee whistleblower hotline program; and

(xi) review any other matters, related to the financial statements, that are brought forward by the auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or Applicable Requirements.

(e) Approval of Other Financial Disclosures

The Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing, or based upon, financial results of the Company and any other material financial disclosure, including financial guidance provided to analysts, rating agencies or otherwise publicly disseminated.

Auditors

(a) General

The Audit Committee shall be responsible for oversight of the work of the auditors, including the auditors' work in preparing or issuing an audit report, performing other audit, review or attest services or any other related work.

(b) Nomination and Compensation

The Audit Committee shall review and, if advisable, select and recommend for Board approval the external auditors to be nominated and the compensation of such external auditor. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees, including the auditors' audit plan.

(c) Resolution of Disagreements

The Audit Committee shall resolve any disagreements between management and the auditors as to financial reporting matters brought to its attention.

(d) Discussions with Auditors

At least annually, the Audit Committee shall discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Audit Committee.

(e) Audit Plan

At least annually, the Audit Committee shall review a summary of the auditors' annual audit plan. The Audit Committee shall consider and review with the auditors any material changes to the scope of the plan.

(f) Quarterly Review Report

The Audit Committee shall review a report prepared by the auditors in respect of each of the interim financial statements of the Company.

(g) Independence of Auditors

At least annually, and before the auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the auditors a formal written statement describing all relationships between the auditors and the Company; discuss with the auditors any disclosed relationships or services that may affect the objectivity and independence of the auditors; and obtain written confirmation from the auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered professional accountants to which the auditors belong and other Applicable Requirements. The Audit Committee shall take appropriate action to oversee the independence of the auditors.

(h) Evaluation and Rotation of Lead Partner

At least annually, the Audit Committee shall review the qualifications and performance of the lead partner(s) of the auditors and determine whether it is appropriate to adopt or continue a policy of rotating lead partners of the external auditors.

(i) Requirement for Pre-Approval of Non-Audit Services

The Audit Committee shall approve in advance any retainer of the auditors to perform any non-audit service to the Company that it deems advisable in accordance with Applicable Requirements and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

(j) Approval of Hiring Policies

The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(k) Communication with Internal Auditor

The internal auditor shall report regularly to the Committee. The Committee shall review with the internal auditor any problem or difficulty the internal auditor may have encountered including, without limitation, any restrictions on the scope of activities or access to required information, and any significant reports to management prepared by the internal auditing department and management's responses thereto.

The Committee shall periodically review and approve the mandate, plan, budget and staffing of the internal audit department. The Committee shall direct management to make changes it deems advisable in respect of the internal audit function.

The Committee shall review the appointment, performance and replacement of the senior internal auditing executive and the activities, organization structure and qualifications of the persons responsible for the internal audit function.

(l) Financial Executives

The Committee shall review and discuss with management the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

Internal Controls

(a) General

The Audit Committee shall review the Company's system of internal controls.

(b) Establishment, Review and Approval

The Audit Committee shall require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the auditors:

(i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;

(ii) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;

(iii) any material issues raised by any inquiry or investigation by the Company's regulators;

(iv) the Company's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and

(v) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

Compliance with Legal and Regulatory Requirements

The Audit Committee shall review reports from the Company's management members on: legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators. The Audit Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.

Audit Committee Hotline Whistleblower Procedures

The Audit Committee shall establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the general counsel to reach a satisfactory conclusion.

Audit Committee Disclosure

The Audit Committee shall prepare, review and approve any audit committee disclosures required by Applicable Requirements in the Company's disclosure documents.

Delegation

The Audit Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Audit Committee deems appropriate.

5. Independent Advisors

The Audit Committee shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisers without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Audit Committee, for the services of these advisors.

6. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Audit Committee, functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Notice of Articles and Articles, it is not intended to establish any legally binding obligations.

7. Mandate Review

The Committee shall review and update this Mandate annually, as required to ensure compliance with Applicable Requirements, and present it to the Board for approval.



MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED
DECEMBER 31, 2021

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MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") has been prepared as at March 8, 2022 and should be read in conjunction with the audited consolidated financial statements of Ero Copper Corp. ("Ero", the "Company", or "we") as at, and for the year ended December 31, 2021, and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). All references in this MD&A to "Q4 2021" and "Q4 2020" are to the three months ended December 31, 2021 and December 31, 2020, respectively. All dollar amounts are expressed in United States ("US") dollars and tabular amounts are expressed in thousands of US dollars, unless otherwise indicated. References to "$", "US$", "dollars", or "USD" are to US dollars, references to "C$" are to Canadian dollars, and references to "R$" or "BRL" are to Brazilian Reais.

This MD&A refers to various alternative performance (Non-IFRS) measures, including C1 cash cost of copper produced (per lb), C1 cash cost of gold produced (per ounce), all-in sustaining cost ("AISC") of gold produced (per ounce), realized gold price (per ounce), EBITDA, Adjusted EBITDA, Adjusted net income attributable to owners of the Company, Adjusted net income per share attributable to owners of the Company, Net (Cash) Debt, Working Capital and Available Liquidity. Please refer to the section titled "Alternative Performance (Non-IFRS) Measures" within this MD&A for a discussion of non-IFRS measures.

This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained at the end of this MD&A. The Company cannot assure investors that such statements will prove to be accurate, and actual results and future events may differ materially from those anticipated in such statements. The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. Investors are cautioned not to place undue reliance on such forward-looking statements. All information contained in this MD&A is current and has been approved by the Board of Directors of the Company (the "Board") as of March 8, 2022, unless otherwise stated.

BUSINESS OVERVIEW

Ero Copper Corp is a high-growth, clean copper producer with operations in Brazil and corporate headquarters in Vancouver, B.C. The Company's primary asset is a 99.6% interest in the Brazilian copper mining company, Mineração Caraíba S.A. ("MCSA"), 100% owner of the MCSA Mining Complex, which is comprised of operations located in the Curaçá Valley, Bahia State, Brazil, where the Company currently mines copper from the Pilar and Vermelhos underground mines and the Surubim open pit mine, and the Boa Esperança development project, an IOCG-type copper project located in Pará, Brazil. The Company also owns 97.6% of NX Gold S.A. ("NX Gold") which owns the NX Gold Mine, an operating gold and silver mine located in Mato Grosso, Brazil. Additional information on the Company and its operations, including technical reports on the MCSA Mining Complex, Boa Esperança and NX Gold properties, can be found on the Company's website (www.erocopper.com), on SEDAR (www.sedar.com), and on EDGAR (www.sec.gov).

The Company's shares are publicly traded on the Toronto Stock Exchange and the New York Stock Exchange under the symbol "ERO".

HIGHLIGHTS

	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Operating Information					
Copper (MCSA Operations)					
Ore Processed (tonnes)	**646,319**	572,666	483,447	**2,370,571**	2,271,625
Grade (% Cu)	**2.01**	1.90	2.26	**2.08**	2.08
Cu Production (tonnes)	**11,918**	10,057	10,018	**45,511**	42,814
Cu Production (lbs)	**26,274,572**	22,170,355	22,085,927	**100,333,448**	94,387,605
Cu Sold in Concentrate (tonnes)	**12,393**	10,762	10,265	**45,717**	42,813
Cu Sold in Concentrate (lbs)	**27,320,802**	23,726,561	22,629,431	**100,788,419**	94,387,312
C1 Cash Cost of Cu Produced (per lb) [1]	**$ 0.96**	$ 0.94	$ 0.69	**$ 0.77**	$ 0.67
Gold (NX Gold Operations)					
Ore Processed (tonnes)	**47,159**	42,874	45,574	**171,581**	162,642
Au Production (oz)	**8,544**	9,426	10,789	**37,798**	36,830
Realized Au price (per oz) [1][2]	**$ 1,784**	$ 1,746	$ 1,867	**$ 1,783**	$ 1,795
C1 Cash Cost of Au Produced (per oz) [1]	**$ 582**	$ 538	$ 405	**$ 525**	$ 457
AISC of Au produced (per oz) [1]	**$ 910**	$ 741	$ 608	**$ 732**	$ 628
Financial information ($ in millions, except per share amounts)					
Revenues	**$ 134.9**	$ 111.8	$ 91.2	**$ 489.9**	$ 324.1
Gross profit	**84.4**	68.0	58.3	**318.9**	188.1
EBITDA[1]	**80.7**	48.5	91.3	**296.4**	116.2
Adjusted EBITDA[1]	**86.8**	72.9	67.2	**331.9**	207.1
Cash flow from operations[3]	**66.7**	150.7	38.6	**364.6**	162.8
Net income	**60.2**	26.4	66.3	**202.6**	52.5
Net income attributable to owners of the Company	**59.8**	26.1	65.8	**201.1**	51.6
- Per share (Basic)	**0.67**	0.29	0.75	**2.27**	0.60
- Per share (Diluted)	**0.65**	0.28	0.71	**2.21**	0.56
Adjusted net income attributable to owners of the Company[1]	**59.7**	45.7	37.4	**215.4**	117.3
- Per share (Basic)	**0.67**	0.52	0.43	**2.43**	1.36
- Per share (Diluted)	**0.65**	0.49	0.40	**2.37**	1.27
Cash and cash equivalents	**130.1**	92.6	62.5	**130.1**	62.5
Working capital[1]	**86.0**	81.4	35.8	**86.0**	35.8
Net (cash) debt[1]	**(70.9)**	(63.7)	105.6	**(70.9)**	105.6

(1) Please refer to the section titled "Alternative Performance (Non-IFRS) Measures" within this MD&A.

(2) Realized Au price includes the effect of ounces sold under the stream arrangement with Royal Gold. See "Realized Gold Price" section of "Alternative Performance (Non-IFRS) Measures" for detail.

(3) Cash flow from operations in Q3 2021 and the year 2021 included $100.0 million upfront advance from Royal Gold for the NX Gold Transaction, as defined below.

2021 Highlights

Strong Q4 operating performance delivers 2021 production guidance beat and record full-year financial results

- Record 2021 copper production achieved at the MCSA Mining Complex of 45,511 tonnes of copper in concentrate, exceeding the high-end of full-year guidance of 42,000 to 45,000 tonnes.
- Delivered strong C1 cash costs of $0.77 per pound of copper produced, at the low-end of the Company's guidance range of $0.75 to $0.85 per pound of copper produced for 2021.
- Surpassed the high-end of full-year gold production guidance of 34,500 to 37,500 ounces at the NX Gold Mine with production of 37,798 ounces of gold.
- Achieved C1 cash costs and AISC of $525 and $732, respectively, per ounce of gold produced, in-line with the Company's 2021 C1 cash cost guidance and revised 2021 AISC guidance.
- Record financial results for the year included:
    - Revenue of $489.9 million;
    - Net income and adjusted net income attributable to owners of the Company of $201.1 million ($2.21 per diluted share) and $215.4 million ($2.37 per diluted share), respectively;
    - EBITDA(1) and Adjusted EBITDA(1) of $296.4 million and $331.9 million, respectively; and,
    - Cash flow from operations of $364.6 million (inclusive of the $100.0 million upfront advance for the NX Gold Transaction, as defined below).
- Available liquidity at year-end was $230.1 million, including cash and cash equivalents of $130.1 million and $100.0 million of undrawn availability under the Company's senior revolving credit facility.

Advancement and completion of important strategic and corporate milestones during 2021 have positioned the Company to execute upon attractive, high-return organic growth

- Published results of an updated Feasibility Study on the Boa Esperança Project, outlining a project with a 41.8% after-tax internal rate of return(2), a $380 million after-tax net present value (8% discount rate)(2), and average annual copper production of approximately 35,000 tonnes at an average C1 Cash Cost of $1.12 per pound of copper produced in the first five years of production.
- Announced exceptional drill results from the Deepening Extension Zone throughout the year, which resulted in significant increases to mineral reserves and resources within this zone, highlighted by a 56% increase in proven and probable mineral reserves, driving an initiative to optimize the development strategy for the Deepening Extension Zone of the Pilar Mine.
- Finalized a larger external shaft design for the Deepening Extension Zone, which will allow for the creation of a two-mine system at the Pilar Mine in an initiative known as "Pilar 3.0". This initiative, announced subsequent to year-end, is expected to enable higher production volumes of between 2.6 to 3.0 million tonnes per annum compared to the current production rate of approximately 1.3 million tonnes per annum at the Pilar Mine.
- Completed two consecutive phases of scheduled mill maintenance and upgrades at the MCSA Mining Complex in preparation for expanded operations and higher mill throughput volumes. Increases in mill throughput volumes are expected, near-term from Surubim open pit operations, and from development of the two-mine system at the Pilar Mine over the long-term.
- Delivered strong drill results from the NX Gold Mine throughout 2021, including the best intercept in the history of the mine as well as the discovery of a new high-grade extension of the Matinha Vein, forming the basis of a new initiative known as "NX 60", announced shortly after year-end. This initiative is focused on sustaining longer-term gold production of approximately 60,000 ounces per year.

(1) Please refer to the section titled "Alternative Performance (Non-IFRS) Measures" within this MD&A.

(2) Based on consensus copper prices price forecast used in the Boa Esperança Technical Report dated November 12, 2021 with an effective date of August 31, 2021. Copper prices of $3.80/lb in 2024, $3.95/lb in 2025 and $3.40/lb in 2026 and thereafter, and a BRL:USD exchange rate of 5.00.

- Announced a $110 million streaming agreement with Royal Gold (as defined below) in relation to gold production from the NX Gold Mine (the "NX Gold Transaction"), unlocking significant shareholder value from the mine and further enhancing the Company's balance sheet with an upfront payment of $100 million received in Q3 2021.
- Commenced trading of the Company's common shares on the New York Stock Exchange in Q2 2021, providing another access point for investors seeking to invest in the Company and enhancing trading liquidity for existing shareholders.

Important developments subsequent to year-end 2021 continue to support the Company's organic growth strategy

- In February 2022, the Company closed an offering of $400 million of senior unsecured notes due 2030. The Company subsequently used approximately $50 million of net proceeds from the offering to repay the outstanding balance under its senior secured revolving credit facility. The Company intends to use the remaining proceeds, together with cash on hand, to fund capital expenditures related to the construction of the Boa Esperança Project and for general corporate purposes.
- Concurrent with the closing of the $400 million senior unsecured notes offering, the Company reduced the size of its senior secured revolving credit facility from $150 million to $75 million.
- The Company's pro forma year-end liquidity position was approximately $550 million, including approximately $475 million in cash and cash equivalents and $75 million of undrawn availability under the Company's senior revolving credit facility.
- In February 2022, the Company announced that its Board of Directors approved the construction of the Boa Esperança Project, which is expected to commence construction in Q2 2022.

Q4 2021 Highlights

Strong Q4 2021 operating performance, including growing contributions from the Surubim open pit mine at the MCSA Mining Complex, drove solid quarterly financial results

- The MCSA Mining Complex processed 646,319 tonnes of ore grading 2.01% copper, producing 11,918 tonnes of copper in concentrate during the quarter after metallurgical recoveries of 92.7%.
- Higher quarter-on-quarter copper production was driven primarily by increased mill throughput volumes related to (i) the ramp-up of mining activity and processing of stockpiled ore from the Surubim open pit mine and (ii) a return to higher mill capacity levels following the completion of scheduled mill maintenance, which impacted mill throughput volumes in Q2 and Q3 of 2021.
- The NX Gold Mine processed 47,159 tonnes grading 6.24 grams per tonne, producing 8,544 ounces of gold after metallurgical recoveries of 90.3% and 5,859 ounces of silver produced as by-product.
- Commissioning of the NX Gold Mine's paste-fill plant, where construction was completed in Q3 2021, continued during the fourth quarter and handover to operations was completed in January 2022. The paste-fill plant is expected to improve overhand cut and fill mining operations and enhance pillar recovery throughout the mine.
- C1 cash costs during the quarter were $0.96 per pound of copper produced at the MCSA Mining Complex (see Non-IFRS Measures).
- At the NX Gold Mine, C1 cash costs and AISC during the quarter were $582 and $910, respectively, per ounce of gold produced (see Non-IFRS Measures).
- Strong cash flows from operations during the quarter of $66.7 million contributed to increased available liquidity at year-end of $230.1 million, including cash and cash equivalents of $130.1 million and $100.0 million of undrawn availability under the Company's senior revolving credit facility.

2021 updated mineral reserves and resources for the MCSA Mining Complex and the NX Gold Mine continue to highlight the Company's track-record of generating shareholder value through exploration

- Exceptional drill results from the Deepening Extension Zone throughout 2021 resulted in a 56% increase in proven and probable mineral reserves within the zone and contributed to an increase of 13% in total proven and probable mineral reserves for the MCSA Mining Complex.
- A 32% increase in measured and indicated mineral resources (25% increase in proven and probable reserves) for the NX Gold Mine was driven by exploration of high-grade extensions of the Santo Antonio Vein and the discovery of a new high-grade extension of the Matinha Vein.

Organic Growth Projects

- During the quarter, the Company finalized a redesign of the new external shaft at the Deepening Extension Zone to allow for higher sustained ore production rates from the Pilar Mine as part of the Pilar 3.0 initiative, announced subsequent to year-end. Plans to construct a larger shaft were driven by continued exploration success within the Deepening Extension Zone as well as within shallower areas of the Pilar Mine, enabling the creation of a two-mine system whereby the upper levels of the mine will be serviced by the existing shaft, while the Deepening Extension Zone will utilize the new, larger external shaft. Pilar 3.0 is expected to enable higher annual production volumes of 2.6 to 3.0 million tonnes compared to the current production rate of approximately 1.3 million tonnes per annum at the Pilar Mine.
- As previously noted, the Company announced that its Board of Directors approved the construction of the Boa Esperança Project subsequent to year-end. Construction is expected to commence in Q2 2022, with first production anticipated in H2 2024. In preparation for construction of Boa Esperança, the Company has made significant progress on key workstreams, including:
    - Advancing critical-path contracts including early works, power infrastructure and site construction with equipment mobilization expected in Q2 2022;
    - Detailed engineering and construction designs; and,
    - Ongoing drill program efforts, including further exploration of the Gap Zone and completion of condemnation drilling for site infrastructure.

REVIEW OF OPERATIONS

Mineração Caraíba S.A. (Vale do Curaçá):

Copper (MCSA Operations)	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Ore processed (tonnes)	646,319	572,666	483,447	2,370,571	2,271,625
Grade (% Cu)	2.01	1.90	2.26	2.08	2.08
Recovery (%)	92.7	92.4	91.7	92.4	90.5
Cu Production (tonnes)	11,918	10,057	10,018	45,511	42,814
Cu Production (lbs)	26,274,572	22,170,355	22,085,927	100,333,448	94,387,605
Concentrate grade (% Cu)	33.2	33.5	33.3	34.0	33.7
Concentrate sales (tonnes)	35,996	31,369	30,416	133,122	127,007
Cu Sold in concentrate (tonnes)	12,393	10,762	10,265	45,717	42,813
Cu Sold in concentrate (lbs)	27,320,802	23,726,561	22,629,431	100,788,419	94,387,312
C1 cash cost of copper produced (per lb)	$ 0.96	$ 0.94	$ 0.69	$ 0.77	$ 0.67

The Company's MCSA Mining Complex delivered another strong operating quarter in Q4 2021, producing 11,918 tonnes of copper resulting in full year 2021 copper production of 45,511 tonnes. With the completion of the second and final phase of scheduled mill maintenance at the MCSA Mining Complex during Q3 2021, there was a meaningful increase in tonnes processed quarter-on-quarter.

During Q4 2021, at the Pilar Mine, 293,627 tonnes of ore were mined grading 1.97% copper (as compared to 346,040 tonnes of ore grading 2.03% copper during Q3 2021). At the Vermelhos Mine, 226,054 tonnes of ore were mined grading 2.94% copper (as compared to 231,543 tonnes of ore grading 1.49% copper during Q3 2021). At the Surubim Mine, 129,885 tonnes of ore were mined grading 0.72% copper. Contributions from the three mines resulted in total ore mined during the period of 649,566 tonnes grading 2.01% copper. During Q4 2021, 646,319 tonnes of ore grading 2.01% copper were processed, producing 11,918 tonnes of copper after average metallurgical recoveries of 92.7%.

Total full year 2021 processed volumes of 2,370,571 tonnes grading 2.08% copper generated copper production of 45,511 tonnes in concentrate after average metallurgical recoveries of 92.4%.

Initial production from the Surubim open pit occurred in Q4 2021, including the processing of ore stockpiled during pre-stripping. The Surubim Mine is expected to contribute to higher throughput volumes and lower average processed copper grades at the MCSA Mining Complex in 2022.

C1 cash costs per pound of copper produced during Q4 2021 averaged $0.96 (see Non-IFRS Measures), resulting in full year 2021 C1 cash costs per pound of copper produced of $0.77. Full-year cost performance was at the low end of cost guidance due to elevated grades mined and processed relative to budget, strong overall operational performance at the MCSA Mining Complex, and continued weakness of the BRL versus the US dollar.

The Company's exploration programs at the MCSA Mining Complex are focused on four primary objectives for 2022: (i) infill and extension drilling in the upper levels (above level -965) of the Pilar Mine, (ii) focused infill and exploration drilling at the Vermelhos Mine aimed on extending the known limits of high-grade mineralization with the goal of supplementing the grade profile of the mine over the near- to medium-term, (iii) re-evaluation of past producing open pit mines including extension drilling at depth at Lagoa da Mina and Surubim, and (iv) regional exploration of the broader MCSA Mining Complex land package focused on making new regional discoveries.

NX Gold S.A.

Gold (NX Gold Operations)	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Ore mined (tonnes)	**47,159**	41,654	45,574	**171,581**	162,642
Ore processed (tonnes)	**47,159**	42,874	45,574	**171,581**	162,642
Head grade (grams per tonne Au)	**6.24**	7.37	7.72	**7.27**	7.72
Recovery (%)[1]	**90.3**	92.7	95.4	**94.2**	91.3
Gold ounces produced (oz)	**8,544**	9,426	10,789	**37,798**	36,830
Silver ounces produced (oz)	**5,859**	6,575	6,763	**25,031**	22,694
Gold sold (oz)	**7,779**	9,685	10,100	**37,437**	35,855
Silver sold (oz)	**5,938**	6,805	6,349	**25,285**	22,109
Realized gold price (per oz) [2]	**$ 1,784**	$ 1,746	$ 1,867	**$ 1,783**	$ 1,795
C1 cash cost of gold produced (per oz)	**$ 582**	$ 538	$ 405	**$ 525**	$ 457
AISC of gold produced (per oz)	**$ 910**	$ 741	$ 608	**$ 732**	$ 628

(1) NX Gold metallurgical recoveries during H1 2021 included gold recovered through the Company's "Zero Loss" campaign, including reprocessed mill and foundry scrap, and therefore may not be representative of metallurgical recoveries from mined ore during the period.

(2) Realized Au price includes the effect of ounces sold under the stream arrangement with Royal Gold. See "Realized Gold Price" section of "Non-IFRS Measures" for detail.

At the NX Gold Mine, gold production decreased 9%, as expected, compared to Q3 2021 due to lower planned head grades from Santo Antonio. Production during Q4 2021 totaled 8,544 ounces of gold and 5,859 ounces of silver (as by-product) from total mill feed of 47,159 tonnes grading 6.24 grams per tonne gold after metallurgical recoveries of 90.3% during the period. Metallurgical recoveries rates were lower in Q4 2021 primarily due to lower head head grades during the period.

During 2021, the NX Gold Mine delivered production of 37,798 ounces of gold and 25,031 ounces of silver from total mill feed of 171,581 tonnes grading 7.27 grams per tonne gold after metallurgical recoveries of 94.2%. Metallurgical recovery rates were elevated in H1 2021 due to gold contributions from mill and foundry scrap recycling efforts.

The NX Gold Mine achieved C1 cash costs and AISC during Q4 2021 of $582 and $910, respectively, per ounce of gold produced, bringing 2021 C1 cash costs and AISC to $525 and $732, respectively, per ounce of gold produced (see Non-IFRS Measures).

Commissioning of the NX Gold Mine's paste-fill plant, where construction was completed in Q3 2021, continued during the fourth quarter and handover to operations concluded in January 2022. The paste-fill plant is expected to improve overhand cut and fill mining operations and enhance pillar recovery throughout the mine.

Exploration activities at the NX Gold Mine continue to focus on three primary objectives for 2022: (i) infill and extension of the Santo Antonio Vein, (ii) delineation and discovery of new gold-bearing veins within the NX Gold Mine system near existing infrastructure, such as the Matinha Vein, and (iii) regional exploration on the broader NX Gold land package.

NX Gold Transaction

In August 2021, the Company completed the closing of a streaming agreement with Royal Gold in relation to gold production from the NX Gold mine. The Company received upfront cash consideration of $100.0 million for the purchase of 25% of an equivalent amount of gold to be produced from the NX Gold mine until 93,000 ounces of gold have been delivered and thereafter decreasing to 10% of gold produced over the remaining life of the mine. Royal Gold will make ongoing payments equal to 20% of the then prevailing spot gold price for each ounce of gold delivered until 49,000 ounces of gold have been received and 40% of the prevailing spot gold price for each ounce of gold delivered thereafter. Additional payment obligations of Royal Gold include:

i. Up to US$5 million, available through the end of 2024, payable based upon the number of ounces of gold added to the Measured and Indicated mineral resource categories as compared to the mineral resources as of the effective date of the NX Gold Transaction at a rate of US$20 per ounce;
ii. Up to US$5 million, available from 2022 through the end of 2024, payable based upon completion of planned meters of drilling within the exploration concessions of the NX Gold mine at a rate of US$100 per meter; and,
iii. US$5 per ounce of gold delivered under the NX Gold Transaction payable to the Company as contribution towards ongoing environmental, social and governance initiatives within the area of influence of the mine.

The contract will be settled by the Company delivering gold to Royal Gold. The $100.0 million upfront proceeds from Royal Gold has been recognized as deferred revenue and the Company recognizes amounts in revenue as gold is delivered. Each period, management estimates the cumulative amount of the deferred revenue obligation that has been satisfied and, therefore, recognized as revenue. Key inputs into the estimate at closing of the transaction included an estimated long-term gold price of $1,750 per ounce and a life of mine production schedule for the NX Gold mine that includes mineral reserves and a portion of the mineral resources.

2022 Guidance / Outlook

- 2022 annual production guidance for the MCSA Mining Complex of 43,000 to 46,000 tonnes of copper in concentrate at C1 cash cost guidance[(1)] range of $1.05 to $1.15 per pound of copper produced;
- 2022 annual production guidance for the NX Gold Mine of 39,000 to 42,000 ounces of gold at C1 cash cost guidance[(1)] range of $500 to $600 per ounce of gold produced;
- 2022 AISC guidance[(1)] for the NX Gold Mine of $925 to $1,025 per ounce of gold produced; and
- Full-year capital expenditure guidance of $230 million to $260 million for the MCSA Mining Complex, $75 million to $86 million for the Boa Esperança Project and $25 million to $29 million for the NX Gold Mine.

2022 Production Outlook

	2022 Guidance
MCSA Mining Complex	
Tonnes Processed	3,000,000
Copper Grade (%)	1.60 %
Copper Recovery (%)	92.5 %
Copper Production (tonnes)	43,000 - 46,000
NX Gold Mine	
Tonnes Processed	168,000
Gold Grade (gpt)	8.00
Gold Recovery (%)	93.0 %
Au Production (ounces)	39,000 - 42,000

Note: Guidance is based on certain estimates and assumptions, including but not limited to, mineral reserve estimates, grade and continuity of interpreted geological formations and metallurgical performance. Please refer to the Company's SEDAR and EDGAR filings, including the Company's Annual Information Form for the year ended December 31, 2021 (the "AIF") for complete risk factors.

2022 Cost Guidance

The Company's guidance for 2022 assume a USD:BRL foreign exchange rate of 5.30, a gold price of $1,725 per ounce and a silver price of $20.00 per ounce.

	2022 Guidance
MCSA Mining Complex C1 Cash Cost Guidance (US$/lb) [(1)]	$1.05 - $1.15
NX Gold Mine C1 Cash Cost Guidance (US$/oz) [(1)]	$500 - $600
NX Gold Mine All-in Sustaining Cost (AISC) Guidance (US$/oz) [(1)]	$925 - $1,025

(1) C1 cash costs of copper produced (per lb), C1 cash costs of gold produced (per ounce), and AISC are non-IFRS measures – Please refer to the section titled "Alternative Performance (Non-IFRS) Measures" within this MD&A for a discussion of non-IFRS measures. Guidance is based on certain estimates and assumptions, including but not limited to, mineral reserve estimates, grade and continuity of interpreted geological formations and metallurgical performance. Please refer to the Company's AIF (as defined herein) and Management of Risks and Uncertainties in this MD&A for complete risk factors.

2022 Capital Expenditure Guidance

The Company's capital expenditure guidance for 2022 assume a USD:BRL foreign exchange rate of 5.30 and has been presented below in USD millions.

	2022 Guidance
MCSA Mining Complex	
Growth	$125 - $140
Sustaining	$80 - $90
Exploration	$25 - $30
Total, MCSA Mining Complex	**$230 - $260**
Boa Esperança Project	
Growth	$70 - $80
Sustaining	$0
Exploration	$5 - $6
Total, Boa Esperança Project	**$75 - $86**
NX Gold Mine	
Growth	$0 - $1
Sustaining	$16 - $18
Exploration	$9 - $10
Total, NX Gold Mine	**$25 - $29**
Company Total	
Growth	$195 - $221
Sustaining	$96 - $108
Exploration	$39 - $46
Total, Company	**$330 - $375**

REVIEW OF FINANCIAL RESULTS

The following table provides a summary of the financial results of the Company for Q4 2021 and Q4 2020. Tabular amounts are in thousands of US dollars, except share and per share amounts.

	Notes	Three months ended December 31, 2021	2020
Revenue	1	$ 134,869	$ 91,243
Cost of sales	2	(50,506)	(32,895)
Gross profit		84,363	58,348
Expenses			
General and administrative	3	(12,252)	(8,165)
Share-based compensation		(981)	(2,549)
Income before the undernoted		71,130	47,634
Finance income		964	145
Finance expense	4	(2,296)	(2,556)
Foreign exchange (loss) gain	5	(4,419)	27,142
Recovery of value added taxes	6	—	8,886
Other expenses		(639)	(1,675)
Income before income taxes		64,740	79,576
Income tax expense			
Current		(6,372)	(4,044)
Deferred		1,844	(9,190)
	7	(4,528)	(13,234)
Net income for the period		$ 60,212	$ 66,342
Other comprehensive (loss) gain			
Foreign currency translation (loss) gain	8	(10,474)	19,679
Comprehensive income		$ 49,738	$ 86,021
Net income per share attributable to owners of the Company			
Basic		$ 0.67	$ 0.75
Diluted		$ 0.65	$ 0.71
Weighted average number of common shares outstanding			
Basic		89,637,768	87,321,832
Diluted		91,727,452	92,642,103
Cash and cash equivalents		$ 130,129	$ 62,508
Total assets		$ 689,762	$ 497,099
Non-current liabilities		$ 171,612	$ 191,304

Notes:

1. Revenues from copper sales in Q4 2021 was $119.9 million (Q4 2020 - $72.6 million), which included the sale of 27.3 million lbs of copper as compared to 22.6 million lbs of copper in Q4 2020. The increase in revenues was primarily attributed to higher realized prices and increased sales volume.

Revenues from gold sales in Q4 2021 was $14.9 million (Q4 2020 - $18.6 million), which included the sale of 7,779 ounces of gold at a realized price of $1,784 per ounce, compared to 10,100 ounces of gold at a realized price of $1,867 per ounce for Q4 2020. The decrease in revenues was primarily attributable to lower realized prices and lower sales volume than in the comparative quarter.

2. Cost of sales for Q4 2021 from copper sales was $43.6 million (Q4 2020 - $25.8 million) which primarily comprised of $11.6 million (Q4 2020 - $8.0 million) in depreciation and depletion, $11.2 million (Q4 2020 - $6.2 million) in salaries and benefits, $6.8 million (Q4 2020 - $3.8 million) in materials and consumables, $4.8 million (Q4 2020 - $3.1 million) in maintenance costs, $4.7 million (Q4 2020 - $2.9 million) in contracted services, $2.3 million (Q4 2020 - $1.7 million) in utilities and $2.0 million (Q4 2020 - $1.4 million) in sales expenses. The increase in cost of sales in Q4 2021 as compared to Q4 2020 was primarily attributable to a 34% increase in tonnes processed, as well as increases in salaries and benefits and costs in materials and consumables.

   Cost of sales for Q4 2021 from gold sales was $6.9 million (Q4 2020 - $5.5 million) which primarily comprised of $2.0 million (Q4 2020 - $1.2 million) in depreciation and depletion, $1.3 million (Q4 2020 - $1.1 million) in contracted services, $1.6 million (Q4 2020 - $1.4 million) in salaries and benefits, $0.8 million (Q4 2020 - $0.9 million) in materials and consumables, $0.5 million (Q4 2020 - $0.5 million) in utilities, and $0.4 million (Q4 2020 - $0.4 million) in maintenance costs. The increase in cost of sales in Q4 2021 as compared to Q4 2020 is primarily attributable to increases in cost of contracted services and salaries and benefits at NX Gold.

3. General and administrative expenses for Q4 2021 was primarily comprised of $4.9 million (Q4 2020 - $2.9 million) in salaries and consulting fees, $3.0 million (Q4 2020 - $2.2 million) in office and administration expenses, $3.0 million (Q4 2020 - $2.5 million) in incentive payments, and $0.7 million (Q4 2020 - $0.2 million) in travel-related costs. The increase in general and administrative expenses was attributed to an increase in corporate headcount and administrative activities to support overall growth in operations, as well as to enhance governance and compliance with the Company's recent NYSE listing.

4. Finance expense for Q4 2021 was $2.3 million (Q4 2020 - $2.6 million) and is primarily comprised of interest on loans at the corporate head office of $0.3 million (Q4 2020 - $1.6 million), accretion of deferred revenue of $0.9 million (Q4 2020 - $nil), accretion of the asset retirement obligations of $0.4 million (Q4 2020 - $0.2 million) and other finance expense of $0.2 million (Q4 2020 - $1.0 million). The overall decrease in finance expense in Q4 2021 as compared to Q4 2020 is primarily attributable to overall lower debt levels partially offset by an increase in non-cash accretion expense on deferred revenue.

5. Foreign exchange loss for Q4 2021 was $4.4 million (Q4 2020 - $27.1 million gain). This amount is primarily comprised of foreign exchange gain on unrealized derivative contracts of $3.3 million (Q4 2020 - $27.7 million gain), foreign exchange loss on USD denominated debt of $1.6 million (Q4 2020 - $7.7 million gain) in MCSA for which the functional currency is the BRL, partially offset by a realized foreign exchange loss on derivative contracts of $6.2 million (Q4 2020 - $7.8 million loss) and other foreign exchange gains of $0.1 million (Q4 2020 - $0.4 million losses). The foreign exchange gains were primarily a result of a weakening of BRL against USD in Q4 2021 as compared to the prior quarter. The foreign exchange gains on unrealized derivative contracts are a result of mark-to-market calculations at period end and may not represent the amount that will ultimately be realized, which will depend on future changes to the USD/BRL foreign exchange rates.

6. In Q4 2020, the Company recognized a recovery of $8.9 million in net income related to value added taxes. The recovery was recognized as a result of a study conducted to revisit certain tax positions which concluded that it is probable that additional tax credits are available to be used to offset a variety of taxes.

7. In Q4 2021, the Company recognized $4.5 million in income tax expense (Q4 2020 - $13.2 million expense), primarily as a result of an increase in taxable income from operations.

8. The foreign currency translation loss is a result of a weakening of the BRL against the USD during Q4 2021 when translating the net assets of the Company’s Brazilian subsidiaries to USD for presentation in the Company’s consolidated financial statements.

The following table provides a summary of the annual financial results of the Company for 2021, 2020 and 2019. Tabular amounts are in thousands of US dollars, except share and per share amounts.

	Notes	Year ended December 31, 2021	2020	2019
Revenue	1	$ 489,915	$ 324,076	$ 284,843
Cost of sales	2	(171,057)	(135,939)	(162,817)
Gross profit		318,858	188,137	122,026
Expenses				
General and administrative	3	(38,846)	(27,927)	(32,817)
Share-based compensation		(7,848)	(9,064)	(5,792)
Income before the undernoted		272,164	151,146	83,417
Finance income		2,991	1,346	701
Finance expense	4	(12,159)	(15,449)	(20,428)
Foreign exchange loss	5	(21,968)	(79,805)	(5,148)
NX Gold Stream transaction fees		(1,219)	—	(1,783)
Recovery of value added taxes	6	—	8,886	21,584
Other expenses		(2,889)	(4,701)	1,448
Income before income taxes		236,920	61,423	79,791
Income tax expense				
Current		(22,428)	(9,675)	(10,645)
Deferred		(11,860)	750	28,271
	7	(34,288)	(8,925)	17,626
Net income for the period		$ 202,632	$ 52,498	$ 97,417
Other comprehensive loss				
Foreign currency translation loss	8	(24,252)	(49,553)	(4,941)
Comprehensive income		$ 178,380	$ 2,945	$ 92,476
Net income per share attributable to owners of the Company				
Basic		$ 2.27	$ 0.60	$ 1.08
Diluted		$ 2.21	$ 0.56	$ 1.01
Weighted average number of common shares outstanding				
Basic		88,602,367	86,368,535	85,244,277
Diluted		90,963,452	92,213,628	91,390,425

Notes:

1. Revenues from copper sales in 2021 was $424.0 million (2020 - $260.9 million), which included the sale of 100,788,419 lbs of copper compared to 94,387,312 lbs of copper for Fiscal 2020. The increase in revenues is primarily attributed to higher realized copper prices and increased sales volume compared to the prior year.

   Revenues from gold sales in 2021 was $66.0 million (2020 - $63.2 million), which included the sale of 37,437 ounces of gold at a realized price of $1,783 per ounce, compared to 35,855 ounces of gold sold at a realized price of $1,795 per ounce in 2020. The increase in revenues was attributable to higher sales volume compared to the prior year.

2. Cost of sales for 2021 from copper sales was $142.9 million (2020 - $114.5 million) which consisted of $39.2 million (2020 - $35.7 million) in depreciation and depletion, $33.2 million (2020 - $24.6 million) in salaries and benefits, $22.8 million (2020 - $15.1 million) in materials and consumables, $16.4 million (2020 - $12.5 million) in maintenance costs, $15.5 million (2020 - $14.8 million) in contracted services, $8.5 million (2020 - $6.5 million) in utilities and $6.7 million (2020 - $4.9 million) in sales expenses. The increase in cost of sales was primarily attributed to a 6% increase in copper tonnes sold, increases in salaries and benefits and increased costs in materials and consumables at MCSA, as well as preventative maintenance conducted to help prepare the MCSA Mining Complex mill for expanded operations and higher throughput.

   Cost of sales for 2021 from gold sales was $28.2 million (2020- $21.4 million) which primarily comprised of $7.8 million (2020 - $3.5 million) in depreciation and depletion, $6.3 million (2020 - $5.5 million) in salaries and benefits, $5.8 million (2020 - $3.7 million) in contracted services, $3.6 million (2020 - $3.8 million) in materials and consumables, $2.2 million (2020 - $2.2 million) in utilities, $1.7 million (2020 - $2.1 million) in maintenance costs, and $0.2 million (2020 - $0.2 million) in other costs. The increase in cost of sales was primarily attributed to increase in depreciation and depletion and contracted services.

3. General and administrative expenses for 2021 was primarily comprised of $17.0 million (2020 - $12.2 million) with respect to salaries and consulting fees, $9.1 million (2020 - $7.1 million) in office and sundry expenses, $7.1 million (2020 - $6.1 million) in incentive payments, $3.3 million (2020 - $1.2 million) in travel-related costs, and $1.6 million (2020 - $1.1 million) in professional fees. The increase in general and administrative expenses in 2021 was primarily attributable to an increase in in corporate headcount and administrative activities to support overall growth in operations, as well as to enhance governance and compliance with the Company's recent NYSE listing. In addition, 2021 saw the resumption of travel activities which was restricted during the onset of COVID-19 in early 2020.

4. Finance expense for 2021 was $12.2 million (2020 - $15.4 million) and was primarily comprised ointerest on loans at the corporate head office of $4.4 million (2020 - $6.7 million), other finance expense of $3.4 million (2020 - $1.2 million), accretion of the asset retirement obligations of $1.1 million (Fiscal 2020 - $0.9 million), accretion of deferred revenue of $1.5 million (2020 - $nil), interest on loans and borrowings at MCSA and NX Gold of $0.8 million (2020 - $3.2 million), commitment fees of $1.0 million (2020 - $0.5 million), lease interest of $0.4 million (2020 - $0.2 million), and gain on interest rate swap derivatives of $0.5 million (2020 - $2.7 million loss).

5. Foreign exchange loss for 2021 was $22.0 million (2020 - $79.8 million loss). This amount was primarily comprised of realized foreign exchange loss on derivative contracts of $22.2 million (2020 - $20.8 million loss) and a foreign exchange loss on USD denominated debt of $5.4 million (2020 - $24.2 million loss) in MCSA for which the functional currency is the BRL, partially offset by foreign exchange gain on unrealized derivative contracts of $3.9 million (2020 - $34.5 million loss) and an increase in other exchange gains. The fluctuation in foreign exchange gains/losses were primarily a result of increased volatility of the USD/BRL foreign exchange rates. During 2021, the BRL weakened 7% against the USD. The foreign exchange gains/losses on unrealized derivative contracts are a result of mark-to-market calculations at period end and may not represent the amount that will ultimately be realized, which will depend on future changes to the USD/BRL foreign exchange rates.

6. In 2020, the Company recognized a recovery of $8.9 million in net income related to value added taxes. The recovery was recognized as a result of a study conducted to revisit certain tax positions which concluded that it is probable that additional tax credits are available to be used to offset a variety of taxes.

7. In 2021, the Company recognized a $34.3 million income tax expense (2020 - income tax expense of $8.9 million), primarily comprised of current tax arising from an increase in taxable income in mining operations.

8. The foreign currency translation income/loss is a result of weakening of the BRL against the USD during 2021 when translating the net assets of the Company’s Brazilian subsidiaries to USD for presentation in the Company’s consolidated financial statements.

SUMMARY OF QUARTERLY RESULTS

The following table presents selected financial information for each of the most recent eight quarters. Tabular amounts are in millions of US Dollars, except share and per share amounts.

Selected Financial Information	Dec. 31,[1] 2021	Sep. 30,[2] 2021	Jun. 30, 2021	Mar. 31,[3] 2021	Dec. 31, 2020	Sep. 30,[4] 2020	Jun. 30,[5] 2020	Mar. 31,[6] 2020
Revenue	$ 134.9	$ 111.8	$ 120.7	$ 122.5	$ 91.2	$ 94.3	$ 70.8	$ 67.7
Cost of sales	$ (50.5)	$ (43.8)	$ (37.0)	$ (39.7)	$ (32.9)	$ (31.2)	$ (30.1)	$ (37.1)
Gross profit	$ 84.4	$ 68.0	$ 83.7	$ 82.8	$ 58.3	$ 59.6	$ 39.5	$ 30.7
Net income (loss) for period	$ 60.2	$ 26.4	$ 84.0	$ 32.1	$ 66.3	$ 31.4	$ 7.7	$ (53.0)
Income (loss) per share attributable to the owners of the Company								
- Basic	$ 0.67	$ 0.29	$ 0.95	$ 0.36	$ 0.75	$ 0.36	$ 0.09	$ (0.62)
- Diluted	$ 0.65	$ 0.28	$ 0.89	$ 0.34	$ 0.71	$ 0.34	$ 0.08	$ (0.62)
Weighted average number of common shares outstanding								
- Basic	89,637,768	88,449,567	88,251,995	88,064,312	87,321,832	86,448,318	85,933,443	85,759,194
- Diluted	91,727,452	93,255,615	93,314,274	92,902,306	92,642,103	91,961,897	91,428,969	85,759,194

Notes:

1. During Q4 2021, the Company recognized net income of $60.2 million compared to $26.4 million in the preceding quarter. The increase was primarily attributable to a $16.4 million increase in gross profit as a result of increased copper sales volume, as well as a $15.2 million decrease in foreign exchange losses as the BRL depreciation against the USD was relatively less than the preceding quarter.

2. During Q3 2021, the Company recognized net income of $26.4 million compared to $84.0 million in the preceding quarter, a decrease of $58.7 million primarily due to volatility in foreign exchange gains or losses driven by the weakening of the BRL against the USD in the quarter, resulting in $19.6 million of foreign exchange losses compared to foreign exchange gains of $30.7 million in the preceding quarter.

3. During Q2 2021, the Company recognized $30.7 million in foreign exchange gains. This amount is primarily comprised of foreign exchange gain on unrealized derivative contracts of $29.9 million, foreign exchange gain on USD denominated debt of $10.0 million in MCSA for which the functional currency is the BRL, partially offset by realized foreign exchange loss on derivative contracts of $6.0 million, and other foreign exchange losses of $3.2 million. The foreign exchange gains were primarily a result of a strengthening of BRL against USD in Q2 2021 as compared to the prior quarter. The foreign exchange gains on unrealized derivative contracts are a result of mark-to-market calculations at period end and may not represent the amount that will ultimately be realized, which will depend on future changes to the USD/BRL foreign exchange rates.

4. During Q4 2020, the Company recognized $27.1 million in foreign exchange gains. The foreign exchange gains were primarily comprised of foreign exchange gain on unrealized derivative contracts of $27.7 million and a foreign exchange gain on USD denominated debt of $7.7 million in MCSA for which the functional currency is the BRL, partially offset by a realized foreign exchange loss on derivative contracts of $7.8 million and other foreign losses of $0.4 million. The foreign exchange gains were primarily a result of a strengthening of BRL against USD in Q4 2020. The foreign exchange gains on unrealized derivative contracts are a result of mark-to-market calculations at period end and may not represent the amount that will ultimately be realized, which will depend on future changes to the USD/BRL foreign exchange rates.

   During the quarter ended December 31, 2020, the Company recognized a recovery of $8.9 million in net income related to value added taxes. The recovery was recognized as a result of a study conducted to revisit certain tax positions which concluded that it is probable that additional tax credits are available to be used to offset a variety of taxes.

5. During Q2 2020, the Company had an overall net income of $7.7 million, despite $16.3 million in foreign exchange losses. The foreign exchange losses were comprised of a foreign exchange loss on unrealized derivative contracts of $8.5 million, a foreign exchange loss

on realized derivative contracts of $4.4 million, and a foreign exchange loss on USD denominated debt of $3.0 million in MCSA for which the functional currency is the BRL. As with the preceding quarter, the foreign exchange losses were unusually high this quarter due to volatility in the foreign exchange rates between the USD and BRL resulting from the worldwide instability in currency rates as a result of the COVID-19 pandemic.

6. During the quarter ended March 31, 2020, the Company recognized a $81.9 million in foreign exchange losses. The foreign exchange losses were mainly comprised of a $26.9 million loss associated with USD denominated debt held by MCSA, whose functional currency is the BRL, and $52.7 million losses associated with unrealized losses on foreign exchange currency collar contracts. These foreign exchange losses were unusually high this quarter due to volatility in the foreign exchange rates between the USD and the BRL resulting from the worldwide instability in currency rates as a result of the COVID-19 pandemic.

LIQUIDITY, CAPITAL RESOURCES, AND CONTRACTUAL OBLIGATIONS

Liquidity

As at December 31, 2021, the Company held cash and cash equivalents of $130.1 million which were primarily comprised of cash held with reputable financial institutions and are invested in highly liquid short-term investments with maturities of three months or less. The funds are not exposed to liquidity risk and there are no restrictions on the ability of the Company to use these funds to meet its obligations.

Cash and cash equivalents have increased by $67.6 million since December 31, 2020. The Company's cash flows from operating, investing, and financing activities during 2021 are summarized as follows:

- Cash from operating activities of $364.6 million, primarily consists of:
  - $296.4 million of EBITDA (see Non-IFRS Measures); and
  - $100.0 million upfront advance from Royal Gold for the NX Gold Transaction;

  net of:
  - $22.2 million of derivative contract settlements; and
  - $9.1 million of income taxes paid

Partially offset by:

- Cash used in investing activities of $179.5 million, including:
  - $169.2 million of additions to mineral property, plant and equipment;
  - $12.7 million of additions to exploration and evaluation assets

  net of:
  - $2.3 million from other investments, consisting of interest from short-term investments

- Cash used in financing activities of $115.4 million including:
  - $113.2 million of repayment in loans and borrowings;
  - $4.2 million of payment of interest on loans and borrowings;
  - $4.8 million of lease payments;
  - $4.2 million of other finance expenses

  net of:
  - $5.6 million proceeds from exercise of stock options and warrants.

As at December 31, 2021, the Company had working capital of $86.0 million and available liquidity of $230.1 million.

Capital Resources

The Company's primary sources of capital are comprised of cash from operations, cash and cash equivalents on hand and short-term investments. The Company continuously monitors its liquidity position and capital structure and, based on changes in operations and economic conditions, may adjust such structure by issuing new common shares or new debt as necessary. Taking into consideration cash flow from existing operations, management believes that the Company has sufficient working capital and financial resources to maintain its planned operations and activities for the foreseeable future.

At December 31, 2021, the Company had available liquidity of $230.1 million, including $130.1 million in cash and cash equivalents and $100.0 million of undrawn availability under its $150 million senior secured revolving credit facility.

The Company ended the year with unrestricted cash and cash equivalents of $130.1 million compared to $62.5 million at December 31, 2020. The increase is primarily due to an increase in cash from mining operations and a $100.0 million upfront payment from the NX Gold Transaction.

At December 31, 2020, the Company had a $150.0 million credit facility from a syndicate of Canadian financial institutions. The credit facility was comprised of $75.0 million in senior secured non-revolving credit facility ("Term Facility") and a $75.0 million senior secured revolving credit facility ("Revolving Credit Facility") (collectively, the "Old Facilities). The Term Facility was to mature on March 31, 2024 and required principal repayments on a quarterly basis commencing on March 31, 2022, while the Revolving Credit Facility was payable in full at maturity on March 31, 2024. The Old Facilities bore interest on a sliding scale at a rate of LIBOR plus 2.50% to 4.25%, depending on the Company's consolidated leverage ratio.

During the year ended December 31, 2021, the Old Facilities were amended and combined into a new $150.0 million senior secured revolving credit facility ("New Revolving Credit Facility") with maturity date of March 31, 2025. The New Revolving Credit Facility bears interest on a sliding scale at a rate of LIBOR plus 2.25% to 4.25% depending on the Company's consolidated leverage ratio. Commitment fees for any undrawn portion of the New Revolving Credit Facility are on a sliding scale between 0.56% to 1.06%

During the year, the Company used its cash on hand, bolstered by proceeds from the NX Gold Transaction, to repay $100.0 million of principal on its $150.0 million senior secured revolving credit facility. As of December 31, 2021, $50.0 million was drawn on the New Revolving Credit Facility. The Company is required to comply with certain financial covenants. As of the date of the consolidated financial statements, the Company is in compliance with these covenants.

The New Revolving Credit Facility includes standard and customary terms and conditions with respect to fees, representations, warranties, and financial covenants that remain unchanged from those of the Facilities.

In February 2022, the Company closed an offering of $400 million aggregate principal amount of Senior Notes due 2030 (the "Notes"). Interest on the Notes accrues at an annual rate of 6.50%, payable semi-annually in arrears. The Notes mature on February 15, 2030. MCSA is currently the only guarantor of the Notes on a senior unsecured basis. The Notes are direct, senior obligations of the Company and MCSA, and are not secured by any mortgage, pledge or charge. Estimated transaction costs related to the offering of the Notes was $8.5 million.

Pursuant to closing of the Notes offering, the Company repaid the outstanding balance under its New Revolving Credit Facility of approximately $50 million and reduced the size of its New Revolving Senior Credit Facility from $150 million to $75 million, with an accordion option to increase to $100.0 million at the election of the Company.

Contractual Obligations and Commitments

Certain loan agreements contain operating and financial covenants that could restrict the ability of the Company and its subsidiaries, MCSA, Ero Gold, and NX Gold S.A., to, among other things, incur additional indebtedness needed to fund its respective operations, pay dividends or make other distributions, make investments, create liens, sell or transfer assets or enter into transactions with affiliates. There are no other restrictions or externally imposed capital requirements of the Company.

In August 2021, the Company completed the closing of a precious metals purchase agreement with Royal Gold whereby the Company is obligated to sell a portion of its gold production from the NX gold mine at contract prices (see "NX Gold Transaction" section in this MD&A for further information).

MANAGEMENT OF RISKS AND UNCERTAINTIES

The Company thoroughly examines the various financial instruments and risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, commodity price risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board.

COVID-19 Pandemic risk

COVID-19 continues to have a significant impact on the volatility of commodity prices and USD/BRL exchange rates, and governmental actions to contain COVID-19 and mutations thereto may impact our ability to transport or market our concentrate or cause disruptions in our supply chains or interruption of production. A material spread of COVID-19 and mutations thereto in jurisdictions where we operate could impact our ability to staff operations. A reduction in production or other COVID-19 related impacts, including but not limited to, low copper prices could cause a significant reduction in profitability of ongoing operations.

New waves of COVID-19 and mutations thereto could cause temporary closure of businesses in regions that are significantly impacted by the health crises, or cause governments to take or continue to take preventative measures such as imposing entry restrictions at or the closure of points of entry, including ports and borders.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. The carrying amount of the financial assets below represents the maximum credit risk exposure as at December 31, 2021 and December 31, 2020:

	December 31, 2021	December 31, 2020
Cash and cash equivalents	$ 130,129	$ 62,508
Accounts receivable	30,704	20,353
Deposits and other non-current assets	1,295	595
	$ 162,128	$ 83,456

The Company invests cash and cash equivalents and short-term investments with financial institutions that are financially sound based on their credit rating. The Company's exposure to credit risk associated with accounts receivable is influenced mainly by the individual characteristics of each customer. The Company currently has five significant customers, all of which have no history of credit default with the Company. The Company has not

incurred credit losses during the years ended December 31, 2021 and 2020 nor recognized a provision for credit losses.

Foreign exchange currency risk

The Company's subsidiaries in Brazil are exposed to exchange risks related to the US dollars and Euros. In order to minimize currency mismatches, the Company monitors its cash flow projections considering future sales expectations indexed to US dollar variation in relation to the cash requirement to settle the existing financings.

The Company's exposure to foreign exchange currency risk at December 31, 2021 relates to $7.8 million (December 31, 2020 – $7.4 million) in loans and borrowings of MCSA denominated in US dollars and Euros. In addition, the Company is also exposed to foreign exchange currency risk at December 31, 2021 on $63.8 million due to an intercompany loan balance (December 31, 2020 - $83.1 million) which has contractual repayment terms. Strengthening (weakening) in the Brazilian Real against the US dollar at December 31, 2021 by 10% and 20%, would have increased (decreased) pre-tax net income by $7.0 million and $13.9 million, respectively (2020 – $8.9 million and $17.7 million). Strengthening (weakening) in the Brazilian Real against the Euro at December 31, 2021 by 10% and 20%, would have increased (decreased) pre-tax net income by $0.2 million and $0.4 million, respectively (2020 – $0.2 million and $0.4 million). This analysis is based on the foreign currency exchange variation rate that the Company considered to be reasonably possible at the end of the year. The analysis assumes that all other variables, especially interest rates, are held constant.

The Company may use derivatives, including forward contracts, collars and swap contracts, to manage market risks. At December 31, 2021, the Company has entered into foreign exchange collar contracts at zero cost for notional amounts of $179.5 million (December 31, 2020 - notional amount of $285.7 million) with an average floor rate of 4.24 BRL to US Dollar and an average cap rate of 4.76 BRL to US Dollar. The maturity dates of these contracts are from January 3, 2022 to December 28, 2022 and are financially settled on a net basis. The fair value of these contracts at December 31, 2021 was a liability of $28.7 million, (December 31, 2020 - $34.5 million) which is included in Derivatives in the statement of financial position. The fair value of these forward contracts as at December 31, 2021 was determined using an option pricing model with the following assumptions: discount rate of 2.74% - 2.80%, foreign exchange rate of approximately 5.59—6.17, and volatility of 15.69% - 17.92%.

The change in fair value of foreign exchange collar contracts was a gain of $3.9 million for the year ended December 31, 2021 (a loss of $34.5 million for the year ended December 31, 2020) and has been recognized in foreign exchange loss. In addition, during the year ended December 31, 2021, the Company recognized a realized loss of $22.2 million (realized loss of $20.8 million for the year ended December 31, 2020) related to the settlement of foreign currency forward collar contracts.

Interest rate risk

The Company is principally exposed to the variation in interest rates on loans and borrowings with variable rates of interest. Management reduces interest rate risk exposure by entering into loans and borrowings with fixed rates of interest or by entering into derivative instruments that fix the ultimate interest rate paid.

The Company is principally exposed to interest rate risk through its New Revolving Credit Facility of $50.0 million and Brazilian Real denominated bank loans of $3.5 million. Based on the Company's net exposure at December 31, 2021, a 1% change in the variable rates would have an impact of $0.5 million on pre-tax annual net income, without consideration of the effects of the interest rate swap contract below.

In order to mitigate the above volatility due to variable rates on loans, December 31, 2021the Company entered into an interest rate swap contract to manage interest rate risk. At December 31, 2021, the floating interest on a notional amount of $50.0 million was swapped for a fixed interest rate of 1.68%. This interest rate swap transaction is in effect until March 31, 2025, with settlements made on a monthly basis. The fair value of this contract at December 31, 2021 was a liability of $1.0 million (December 31, 2020 - $2.5 million) and was included in Derivatives in the statement of financial position.

For the year ended December 31, 2021, the Company recognized a realized loss of $0.8 million (a realized loss of $1.6 million for the year ended December 31, 2020) and an unrealized gain of $1.3 million (an unrealized loss of $1.1 million for the year ended December 31, 2020), respectively, in relation to its interest rate swap derivatives.

Price risk

The Company may use derivatives, including forward contracts, collars and swap contracts, to manage commodity price risks. At December 31, 2021, the Company has provisionally priced sales that are exposed to commodity price changes. Based on the Company's net exposure at December 31, 2021, a 10% change in the price of copper would have an impact of $0.2 million on pre-tax net income.

For a discussion of additional risks applicable to the Company and its business and operations, including risks related to the Company's foreign operations, the environment and legal proceedings, see "*Risk Factors*" in the Company's Annual Information Form for the year ended December 31, 2021 (the "AIF").

OTHER FINANCIAL INFORMATION

Off-Balance Sheet Arrangements

As at December 31, 2021, the Company had no material off-balance sheet arrangements.

Contingencies

Due to the nature of the Company's operations, various legal, tax, environmental and regulatory matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgement and estimates of the outcome of future events. While the outcomes of these matters are uncertain, based upon the information currently available, the Company does not believe that these matters in aggregate will have a material adverse effect on its consolidated financial statements. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effect of these changes in its consolidated financial statements in the period in which such changes occur.

MCSA is subject to a number of claims (including claims related to tax, labour and social security matters and civil action) in the course of its business which individually are not material and have not been accrued for in the Company's financial statements as it is not probable that a cash outflow will occur. While the Company believes that these claims are unlikely to be successful, if all such existing claims were decided against it, the Company could be exposed to a liability of up to approximately $21.0 million as at December 31, 2021 (December 31, 2020 - $21.8 million), which could have an adverse impact on the Company's business, financial condition, results of operations, cash flows or prospects.

Outstanding Share Data

As of March 8, 2022, the Company had 90,234,378 common shares issued and outstanding.

Related Party Disclosures

For the year ended December 31, 2021, amounts paid to related parties were incurred in the normal course of business and measured at the exchange amount, which is the amount agreed upon by the transacting parties and on terms and conditions similar to non-related parties.

Related party transactions are disclosed in the consolidated financial statements for the year ended December 31, 2021.

ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

Critical Accounting Judgments and Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, events or actions, actual results may differ from these estimates.

The Company's significant accounting policies and accounting estimates are contained in the Company's consolidated financial statements for the year ended December 31, 2021. Certain of these policies, such as deferred revenue, capitalization and depreciation of property, plant and equipment and mining interests, derivative instruments, mine reclamation and closure costs, decommissioning liabilities provisions and income taxes involve critical accounting estimates because they require management of the Company to make subjective or complex judgments about matters that are inherently uncertain, and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions. Actual results may differ from these estimates.

Management continuously reviews its estimates, judgments and assumptions on an ongoing basis using the most current information available. Revisions to estimates are recognized prospectively.

Local Currency Operating Metrics – Presented in Brazilian Real

Costs (MSCA Operations)	**2021 - Q4**	**2021 - Q3**	**2021**	**2020 - Q4**	**2020**
Mining:					
UG (Pilar)	**R$ 48,665**	R$ 45,235	**R$ 168,130**	R$ 40,532	R$ 140,335
UG (Vermelhos)	**40,335**	36,899	**140,431**	28,149	121,950
OP	**14,644**	—	**14,644**	—	—
Processing	**35,237**	27,613	**116,337**	21,657	82,905
Indirect	**22,467**	23,506	**78,360**	18,897	60,756
Production costs	**161,348**	133,253	**517,902**	109,235	405,946
By-product credits	**(34,922)**	(26,138)	**(124,281)**	(24,246)	(88,328)
Treatment, refining and other	**14,815**	1,420	**22,676**	(2,854)	6,637
C1 cash costs	**R$ 141,241**	R$ 108,535	**R$ 416,297**	R$ 82,135	R$ 324,255

Breakdown Mined and Processed (tonnes)	2021 - Q4	2021 - Q3	2021	2020 - Q4	2020
Total Mined (t)	**649,566**	518,432	**2,258,807**	588,792	2,521,263
Total Processed (t)	**646,319**	572,666	**2,370,571**	483,447	2,271,625
Cu Production (t)	**11,918**	10,057	**45,511**	10,018	42,814
UG Mining Total - R$/tonne mined	**150.59**	131.16	**133.69**	116.65	104.03
Pilar - R$/tonne mined	**149.28**	121.29	**121.22**	103.55	89.60
Vermelhos - R$/tonne mined	**152.21**	145.71	**152.48**	142.63	127.70
OP Mining - R$/tonne mined	**10.45**	n/a	**10.45**	n/a	n/a
Processing - R$/S tonne processed	**54.46**	48.24	**49.07**	44.80	36.50
Indirect - R$/S tonne processed	**34.72**	41.06	**33.05**	39.09	26.75

The above only includes amounts from MCSA. NX Gold operations are excluded.

Capital Expenditures

The following table presents capital expenditures at the Company's operations.

	2021 - Q4	2021 - Q3	2021	2020 - Q4	2020
MCSA Operations					
Pilar Mine and Caraíba Mill Complex	**$ 32,300**	$ 33,322	**$ 95,721**	$ 12,464	$ 54,487
Vermelhos Mine	**1,490**	1,932	**8,015**	3,579	14,022
Boa Esperança Project	**4,055**	1,656	**6,107**	61	178
Capital Expenditure	**$ 37,845**	$ 36,910	**$ 109,843**	$ 16,104	$ 68,687
Capex Development (included in above)	***7,898***	*8,374*	***31,965***	*7,111*	*31,929*
Exploration	**7,639**	13,788	**38,436**	7,702	31,880
NX Gold Operations					
Capital Expenditure	**$ 13,269**	$ 3,916	**$ 24,299**	$ 3,843	$ 12,981
Capex Development (included in above)	***1,522***	*2,145*	***7,038***	*1,407*	*6,675*
Exploration	**3,976**	3,000	**11,195**	1,454	4,257

ALTERNATIVE PERFORMANCE (NON-IFRS) MEASURES

The Company utilizes certain alternative performance (non-IFRS) measures to monitor its performance, including C1 cash cost of copper produced (per lb), C1 cash cost of gold produced (per ounce), AISC of gold produced (per ounce), realized gold price (per ounce), EBITDA, adjusted EBITDA, adjusted net income attributable to owners of the Company, adjusted net income per share, net (cash) debt, working capital and available liquidity. These performance measures have no standardized meaning prescribed within generally accepted accounting principles under IFRS and, therefore, amounts presented may not be comparable to similar measures presented by other mining companies. These non-IFRS measures are intended to provide supplemental information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The tables below provide reconciliations of these non-IFRS measures to the most directly comparable IFRS measures as contained in the Company's financial statements.

Unless otherwise noted, the non-IFRS measures presented below have been calculated on a consistent basis for the periods presented.

C1 Cash Cost of Copper Produced (per lb)

C1 cash cost of copper produced (per lb) is a non-IFRS performance measure used by the Company to manage and evaluate the operating performance of its copper mining segment and is calculated as C1 cash costs divided by total pounds of copper produced during the period. C1 cash costs includes total cost of production, transportation, treatment and refining charges, and certain tax credits relating to sales invoiced to the Company's Brazilian customer on sales, net of by-product credits and incentive payments. C1 cash cost of copper produced per pound is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplement to IFRS measures.

The following table provides a reconciliation of C1 cash cost of copper produced per pound to cost of production, its most directly comparable IFRS measure.

Reconciliation:	**2021 - Q4**	**2021 - Q3**	**2020 - Q4**	**2021**	**2020**
Cost of production	**$ 30,016**	$ 24,693	$ 17,850	**$ 96,975**	$ 73,893
Add (less):					
Transportation costs & other	**1,998**	1,842	1,040	**6,331**	3,947
Treatment, refining, and other	**2,645**	277	(554)	**4,093**	1,192
By-product credits	**(6,250)**	(5,011)	(4,493)	**(22,983)**	(17,005)
Incentive payments	**(3,482)**	(663)	(761)	**(5,527)**	(2,741)
Net change in inventory	**654**	(384)	888	**(1,697)**	2,271
Foreign exchange translation and other	**(293)**	(3)	1,225	**(97)**	1,525
C1 cash costs	**$ 25,288**	$ 20,751	$ 15,195	**$ 77,095**	$ 63,082

	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Costs					
Mining	$ 18,560	$ 15,706	$ 12,727	$ 59,867	$ 51,007
Processing	6,365	5,282	4,013	21,585	16,124
Indirect	3,968	4,497	3,502	14,533	11,764
Production costs	28,893	25,485	20,242	95,985	78,895
By-product credits	(6,250)	(5,011)	(4,493)	(22,983)	(17,005)
Treatment, refining and other	2,645	277	(554)	4,093	1,192
C1 cash costs	$ 25,288	$ 20,751	$ 15,195	$ 77,095	$ 63,082
Costs per pound					
Payable copper produced (lb, 000)	26,275	22,170	22,086	100,333	94,388
Mining	$ 0.71	$ 0.71	$ 0.58	$ 0.60	$ 0.54
Processing	$ 0.24	$ 0.24	$ 0.18	$ 0.22	$ 0.17
Indirect	$ 0.15	$ 0.20	$ 0.16	$ 0.14	$ 0.12
By-product credits	$ (0.24)	$ (0.23)	$ (0.20)	$ (0.23)	$ (0.18)
Treatment, refining and other	$ 0.10	$ 0.02	$ (0.03)	$ 0.04	$ 0.01
C1 cash costs of copper produced (per lb)	$ 0.96	$ 0.94	$ 0.69	$ 0.77	$ 0.67

C1 Cash Cost of Gold produced (per ounce) and AISC of Gold produced (per ounce)

C1 cash cost of gold produced (per ounce) is a non-IFRS performance measure used by the Company to manage and evaluate the operating performance of its gold mining segment and is calculated as C1 cash costs divided by total ounces of gold produced during the period. C1 cash cost includes total cost of production, net of by-product credits and incentive payments. C1 cash cost of gold produced per ounce is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplemental to IFRS measures.

AISC of gold produced (per ounce) is an extension of C1 cash cost of gold produced (per ounce) discussed above and is also a key performance measure used by management to evaluate operating performance of its gold mining segment. AISC of gold produced (per ounce) is calculated as AISC divided by total ounces of gold produced during the period. AISC includes C1 cash costs, site general and administrative costs, accretion of mine closure and rehabilitation provision, sustaining capital expenditures, sustaining leases, and royalties and production taxes. AISC of gold produced (per ounce) is widely reported in the mining industry as benchmarks for performance but does not have a standardized meaning and is disclosed in supplement to IFRS measures.

The following table provides a reconciliation of C1 cash cost of gold produced per ounce and AISC of gold produced per ounce to cost of production, its most directly comparable IFRS measure.

Reconciliation:	**2021 - Q4**	**2021 - Q3**	**2020 - Q4**	**2021**	**2020**
Cost of production	**$ 4,737**	$ 4,936	$ 4,349	**$ 19,837**	$ 17,480
Add (less):					
Incentive payments	**(150)**	(145)	(120)	**(788)**	(511)
Net change in inventory	**(16)**	(176)	255	**(27)**	140
By-product credits	**(128)**	(153)	(141)	**(586)**	(424)
Foreign exchange translation and other	**533**	608	26	**1,398**	140
C1 cash costs	**$ 4,976**	$ 5,070	$ 4,369	**$ 19,834**	$ 16,825
Site general and administrative	**699**	601	721	**1,976**	2,420
Accretion of mine closure and rehabilitation provision	**42**	285	88	**215**	268
Sustaining capital expenditure	**736**	552	600	**2,300**	1,033
Sustaining leases	**1,083**	216	502	**2,326**	1,613
Royalties and production taxes	**235**	261	281	**1,036**	952
AISC	**$ 7,771**	$ 6,985	$ 6,561	**$ 27,687**	$ 23,111

	2021 - Q4	**2021 - Q3**	**2020 - Q4**	**2021**	**2020**
Costs					
Mining	**$ 2,403**	$ 2,247	$ 2,280	**$ 9,394**	$ 8,194
Processing	**1,843**	2,005	1,624	**7,465**	6,462
Indirect	**858**	971	606	**3,561**	2,593
Production costs	**5,104**	5,223	4,510	**20,420**	17,249
By-product credits	**(128)**	(153)	(141)	**(586)**	(424)
C1 cash costs	**$ 4,976**	$ 5,070	$ 4,369	**$ 19,834**	$ 16,825
Site general and administrative	**699**	601	721	**1,976**	2,420
Accretion of mine closure and rehabilitation provision	**42**	285	88	**215**	268
Sustaining capital expenditure	**736**	552	600	**2,300**	1,033
Sustaining leases	**1,083**	216	502	**2,326**	1,613
Royalties and production taxes	**235**	261	281	**1,036**	952
AISC	**$ 7,771**	$ 6,985	$ 6,561	**$ 27,687**	$ 23,111
Costs per ounce					
Payable gold produced (ounces)	**8,544**	9,426	10,789	**37,798**	36,830
Mining	**$ 281**	$ 238	$ 211	**$ 249**	$ 222
Processing	**$ 216**	$ 213	$ 151	**$ 197**	$ 175
Indirect	**$ 100**	$ 103	$ 56	**$ 94**	$ 70
By-product credits	**$ (15)**	$ (16)	$ (13)	**$ (15)**	$ (12)
C1 cash costs of gold produced (per ounce)	**$ 582**	$ 538	$ 405	**$ 525**	$ 457
AISC of gold produced (per ounce)	**$ 910**	$ 741	$ 608	**$ 732**	$ 628

Realized Gold Price (per ounce)

Realized Gold Price (per ounce) is a non-IFRS ratio that is calculated as gross gold revenue divided by ounces of gold sold during the period. Management believes measuring Realized Gold Price (per ounce) enables investors to better understand performance based on the realized gold sales in each reporting period. The following table provides a calculation of Realized Gold Price (per ounce) and a reconciliation to gold segment revenues, its most directly comparable IFRS measure.

(in '000s except for ounces and price per ounce)	**2021 - Q4**	**2021 - Q3**	**2020 - Q4**	**2021**	**2020**
NX Gold revenue	**$ 14,924**	$ 15,535	$ 18,606	**$ 65,961**	$ 63,188
less: by-product credits	**(128)**	(153)	(141)	**(586)**	(424)
Gold revenue, net	**$ 14,796**	$ 15,382	$ 18,465	**$ 65,375**	$ 62,764
add: royalty taxes	**174**	261	283	**976**	962
add: smelting and refining charges	**49**	81	71	**263**	483
add: metal discounts	**33**	35	41	**147**	142
Gold revenue, gross	**$ 15,052**	$ 15,759	$ 18,861	**$ 66,761**	$ 64,351
- spot (cash)	*$ 11,649*	*$ 10,058*	*$ 18,861*	*$ 57,657*	*$ 64,351*
- stream (cash)	*$ 682*	*$ 1,143*	*n/a*	*$ 1,825*	*n/a*
- stream (amortization of deferred revenue)	*$ 2,721*	*$ 4,558*	*n/a*	*$ 7,279*	*n/a*
Total gold ounces sold[1]	**8,437**	9,027	10,100	**37,437**	35,855
- spot	*6,517*	*5,774*	*10,100*	*32,264*	*35,855*
- stream	*1,920*	*3,253*	*n/a*	*5,173*	*n/a*
Realized gold price (per ounce)	**$ 1,784**	$ 1,746	$ 1,867	**$ 1,783**	$ 1,795
- spot	*$ 1,787*	*$ 1,742*	*$ 1,867*	*$ 1,787*	*$ 1,795*
- stream (cash + amort. of deferred revenue)	*$ 1,772*	*$ 1,753*	*n/a*	*$ 1,760*	*n/a*
- cash (spot cash + stream cash)	*$ 1,462*	*$ 1,241*	*$ 1,867*	*$ 1,589*	*$ 1,795*

(1) Gold ounces delivered under the stream during 2021 Q3 included May and June production based on effective date of the NX Gold Transaction.

Earnings before interest, taxes, depreciation, and amortization (“EBITDA”) and Adjusted EBITDA

EBITDA and adjusted EBITDA are non-IFRS performance measures used by management to evaluate its debt service capacity and performance of its operations. EBITDA represents earnings before finance expense, income taxes, depreciation and amortization. Adjusted EBITDA is EBITDA before the pre-tax effect of adjustments for non-cash and/or non-recurring items required in determination of EBITDA under its revolving credit facility for covenant calculation purposes.
The following table provides a reconciliation of EBITDA and Adjusted EBITDA to net income, its most directly comparable IFRS measure.

Reconciliation:	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Net Income	**$ 60,212**	$ 26,384	$ 66,342	**$ 202,632**	$ 52,498
Adjustments:					
Finance expense	**2,296**	3,787	2,556	**12,159**	15,449
Income tax expense	**4,528**	6,069	13,234	**34,288**	8,925
Amortization and depreciation	**13,675**	12,233	9,161	**47,291**	39,348
EBITDA	**$ 80,711**	$ 48,473	$ 91,293	**$ 296,370**	$ 116,220
Foreign exchange loss (gain)	**4,419**	19,642	(27,142)	**21,968**	79,805
Share based compensation	**981**	2,041	2,549	**7,848**	9,064
Incremental COVID-19 costs	**669**	1,485	481	**4,459**	1,968
NX Gold stream transaction fees	**—**	1,219	—	**1,219**	—
Adjusted EBITDA	**$ 86,780**	$ 72,860	$ 67,181	**$ 331,864**	$ 207,057

Adjusted net income attributable to owners of the Company and Adjusted net income per share attributable to owners of the Company

“Adjusted net income attributable to owners of the Company” is net income attributed to shareholders as reported, adjusted for certain types of transactions that, in management's judgment, are not indicative of our normal operating activities or do not necessarily occur on a recurring basis. “Adjusted net income per share attributable to owners of the Company” (“Adjusted EPS”) is calculated as "adjusted net income attributable to owners of the Company" divided by weighted average number of outstanding common shares in the period. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, the Company and certain investor and analysts use these supplemental non-IFRS performance measures to evaluate the normalized performance of the Company. The presentation of Adjusted EPS is not meant to substitute the net income (loss) per share attributable to owners of the Company (“EPS”) presented in accordance with IFRS, but rather it should be evaluated in conjunction with such IFRS measures.
The following table provides a reconciliation of Adjusted net income attributable to owners of the Company and Adjusted EPS to net income attributable to the owners of the Company, its most directly comparable IFRS measure.

Reconciliation:	2021 - Q4	2021 - Q3	2020 - Q4	2021	2020
Net income as reported attributable to the owners of the Company	**$ 59,804**	$ 26,081	$ 65,786	**$ 201,053**	$ 51,622
Adjustments:					
Share based compensation	**981**	2,041	2,549	**7,848**	9,064
Unrealized foreign exchange loss (gain) on USD denominated balances in MCSA	**1,642**	4,618	(7,682)	**5,348**	24,093
Unrealized foreign exchange (gain) loss on foreign exchange derivative contracts, net of tax	**(2,648)**	10,417	(23,077)	**(3,188)**	29,411
Incremental COVID-19 costs	**664**	1,479	481	**4,434**	1,968
NX Gold stream transaction fees	**—**	1,219	—	**1,219**	—
Unrealized (gain) loss on interest rate derivative contracts	**(714)**	(147)	(640)	**(1,270)**	1,137
Adjusted net income attributable to owners of the Company	**$ 59,729**	$ 45,708	$ 37,417	**$ 215,444**	$ 117,295
Weighted average number of common shares					
Basic	**89,637,768**	88,449,567	87,321,832	**88,602,367**	86,368,535
Diluted	**91,727,452**	93,255,615	92,642,103	**90,963,452**	92,213,628
Adjusted EPS					
Basic	**$ 0.67**	$ 0.52	$ 0.43	**$ 2.43**	$ 1.36
Diluted	**$ 0.65**	$ 0.49	$ 0.40	**$ 2.37**	$ 1.27

Net (Cash) Debt

Net (cash) debt is a performance measure used by the Company to assess its financial position and ability to pay down its debt. Net (cash) debt is determined based on cash and cash equivalents, short-term investments, net of loans and borrowings as reported in the Company's consolidated financial statements. The following table provides a calculation of net (cash) debt based on amounts presented in the Company's consolidated financial statements as at the periods presented.

	December 31, 2021	September 30, 2021	December 31, 2020
Current portion of loans and borrowings	**$ 4,344**	$ 3,713	$ 12,539
Long-term portion of loans and borrowings	**54,906**	51,667	155,563
Less:			
Cash and cash equivalents	**(130,129)**	(92,646)	(62,508)
Short-term investments	**—**	(26,408)	—
Net (cash) debt	**$ (70,879)**	$ (63,674)	$ 105,594

Working Capital and Available Liquidity

Working capital is calculated as current assets less current liabilities as reported in the Company's consolidated financial statements. The Company uses working capital as a measure of the Company's short-term financial health and ability to meet its current obligations using its current assets. Available liquidity is calculated as the sum of cash and cash equivalents, short-term investments and the undrawn amount available on its revolving credit facilities. The Company uses this information to evaluate the liquid assets available. The following table provides a calculation for these based on amounts presented in the Company's consolidated financial statements as at the periods presented.

	December 31, 2021	December 31, 2020
Current assets	$ 208,686	$ 127,541
Less: Current liabilities	(122,660)	(91,720)
Working capital	$ 86,026	$ 35,821
Cash and cash equivalents	130,129	62,508
Available undrawn revolving credit facilities	100,000	11,621
Available liquidity	$ 230,129	$ 74,129

Disclosure Controls and Procedures and Internal Control over Financial Reporting

The Company's management, with the participation of the CEO and CFO, is responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") using Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") as its internal control framework.

The Company's DC&P are designed to provide reasonable assurance that material information related to the Company is identified and communicated on a timely basis.

The Company's ICFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of ICFR, no matter how well designed, has inherent limitations and cannot provide absolute assurance that all misstatements and instances of fraud, if any, within the Company have been prevented or detected. The Company's ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

As required by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Company's management conducted an evaluation of the design and operating effectiveness of the Company's DC&P and ICFR and concluded that the Company's DC&P and ICFR were effective as of December 31, 2021.

There were no changes in the Company's DC&P and ICFR that materially affected, or are reasonably likely to materially affect, ICFR during the year ended December 31, 2021.

NOTE REGARDING SCIENTIFIC AND TECHNICAL INFORMATION

Unless otherwise indicated, scientific and technical information in this MD&A relating to Ero's properties ("Technical Information") is based on information contained in the following:

The report prepared in accordance with National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") and entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020, prepared by Porfirio Cabaleiro Rodrigues, MAIG, Bernardo Horta de Cerqueira Viana, MAIG, Paulo Roberto Bergmann, FAusIMM, Fábio Valério Câmara Xavier, MAIG, Dr. Augusto Ferreira Mendonça, RM SME, all of GE21 Consultoria Mineral Ltda. ("GE21"), and Dr. Beck (Alizeibek) Nader, FAIG, of BNA Mining Solutions, and each a "qualified person" and "independent" of the Company within the meanings of NI 43-101 (the "MCSA Mining Complex Technical Report").

The report prepared in accordance with NI 43-101 and entitled "Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina", dated January 8, 2021 with an effective date of September 30, 2020, prepared by Porfirio Cabaleiro Rodrigues, MAIG, Leonardo de Moraes Soares, MAIG, Bernardo Horta de Cerqueira Viana, MAIG, and Paulo Roberto Bergmann, FAusIMM, each of GE21 and a "qualified person" and "independent" of the Company within the meanings of NI 43-101 (the "NX Gold Technical Report").

The report prepared in accordance with NI 43-101 and entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021, prepared by Kevin Murray, P. Eng., Erin L. Patterson, P.E. and Scott C. Elfen, P.E. all of Ausenco Engineering Canada Inc. (or its affiliate Ausenco Engineering USA South Inc. in the case of Ms. Patterson), Carlos Guzmán, FAusIMM RM CMC of NCL Ingeniería y Construcción SpA and Ricardo Emerson Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company (the "Boa Esperança Technical Report").

Reference should be made to the full text of the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report, each of which is available for review on the Company's website at www.erocopper.com and under the Company's profile on SEDAR at www.sedar.com, and EDGAR at www.sec.gov.

The disclosure of Technical Information in this MD&A was reviewed and approved by Emerson Ricardo Re, MSc, MBA, MAusIMM (CP) (No. 305892), Registered Member (No. 0138) (Chilean Mining Commission) and Resource Manager of the Company who is a "qualified person" within the meanings of NI 43-101.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"). Forward-looking statements include statements that use forward-looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Forward-looking statements may include, but are not limited to, statements with respect to mineral reserve and mineral resource estimates; targeting additional mineral resources and expansion of deposits; capital and operating cost estimates and economic analyses (including cash flow projections), including those from the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report; the Company's expectations, strategies and plans for the MCSA Mining Complex, the NX Gold

Property and the Boa Esperança Property, including the Company's planned exploration, development, construction and production activities; the results of future exploration and drilling; estimated completion dates for certain milestones; successfully adding or upgrading mineral resources and successfully developing new deposits; the costs and timing of future exploration, development and construction including but not limited to the Deepening Extension Project at the MCSA Mining Complex and the Boa Esperança Property; the timing and amount of future production at the MCSA Mining Complex, the Boa Esperança Property and the NX Gold Property; the impacts of COVID-19 on the Company's business and operations; the timing, receipt and maintenance of necessary approvals, licenses and permits from applicable governments, regulators or third parties; expectations regarding consumption, demand and future price of copper, gold and other metals; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity, capital structure, competitive position and payment of dividends; the possibility of entering judgments outside of Canada; expectations regarding future currency exchange rates; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual results, actions, events, conditions, performance or achievements to materially differ from those expressed or implied by the forward-looking statements, including, without limitation, risks discussed in this MD&A and in the AIF under the heading "*Risk Factors*". The risks discussed in this MD&A and in the AIF are not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results, actions, events, conditions, performance or achievements to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements to differ from those anticipated, estimated or intended.

Forward-looking statements are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements involves statements about the future and are inherently uncertain, and the Company's actual results, achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to herein and in the AIF under the heading "*Risk Factors*".

The Company's forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made, many of which may be difficult to predict and beyond the Company's control. In connection with the forward-looking statements contained in this MD&A, the Company has made certain assumptions about, among other things: continued effectiveness of the measures taken by the Company to mitigate the possible impact of COVID-19 on its workforce and operations; favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the production, development and exploration of the Company's properties and assets; future prices of copper, gold and other metal prices; the timing and results of exploration and drilling programs; the accuracy of any mineral reserve and mineral resource estimates; the geology of the MCSA Mining Complex, the NX Gold Property and the Boa Esperança Property being as described in the MCSA Mining Complex Technical Report, the NX Gold Technical Report and the Boa Esperança Technical Report, respectively; production costs; the accuracy of budgeted exploration, development and construction costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; work force continuing to remain healthy in the face of prevailing epidemics, pandemics or other health risks (including COVID-19), political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms;

requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; availability of equipment; positive relations with local groups and the Company's ability to meet its obligations under its agreements with such groups; and satisfying the terms and conditions of the Company's current loan arrangements. Although the Company believes that the assumptions inherent in forward-looking statements are reasonable as of the date of this MD&A, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this MD&A.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

Cautionary Notes Regarding Mineral Resource and Reserve Estimates

In accordance with applicable Canadian securities regulatory requirements, all mineral reserve and mineral resource estimates of the Company disclosed in this MD&A have been prepared in accordance with NI 43-101 and are classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards for Mineral Resources and Mineral Reserves, adopted by the CIM Council on May 10, 2014 (the "CIM Standards"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the Securities and Exchange Commission (the "SEC") generally applicable to U.S. companies. For example, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in NI 43-101. These definitions differ from the definitions in the disclosure requirements promulgated by the SEC. Accordingly, information contained in this MD&A may not be comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

Mineral resources which are not mineral reserves do not have demonstrated economic viability. Pursuant to the CIM Standards, mineral resources have a higher degree of uncertainty than mineral reserves as to their existence as well as their economic and legal feasibility. Inferred mineral resources, when compared with measured or indicated mineral resources, have the least certainty as to their existence, and it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Pursuant to NI 43-101, inferred mineral resources may not form the basis of any economic analysis. Accordingly, readers are cautioned not to assume that all or any part of a mineral resource exists, will ever be converted into a mineral reserve, or is or will ever be economically or legally mineable or recovered.

ADDITIONAL INFORMATION

Additional information about Ero and its business activities, including the AIF, is available under the Company's profile at www.sedar.com and www.sec.gov.



CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Ero Copper Corp.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Ero Copper Corp. (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations and comprehensive income, cash flows and changes in shareholders' equity for the years then ended, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

Chartered Professional Accountants

We have served as the Company's auditor since 2017.

Vancouver, Canada
March 8, 2022

Ero Copper Corp.

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Ero Copper Corp.

Consolidated Statements of Financial Position

(Amounts in thousands of US Dollars)

	Notes	December 31, 2021	December 31, 2020
ASSETS			
Current			
Cash and cash equivalents		$ 130,129	$ 62,508
Accounts receivable		30,704	20,353
Inventories	5	26,019	25,496
Other current assets	6	21,834	19,184
		208,686	127,541
Non-Current			
Mineral, property, plant and equipment	7	445,428	333,702
Exploration and evaluation assets	8	32,038	21,024
Deferred income tax assets	20	2,315	14,223
Deposits and other non-current assets		1,295	609
		481,076	369,558
Total Assets		$ 689,762	$ 497,099
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	$ 66,546	$ 47,243
Current portion of loans and borrowings	10	4,344	12,539
Current portion of deferred revenue	11	10,511	—
Income taxes payable		7,191	3,996
Current portion of derivatives	22	29,357	26,540
Current portion of lease liabilities		4,711	1,402
		122,660	91,720
Non-Current			
Loans and borrowings	10	54,906	155,563
Deferred revenue	11	83,711	—
Provision for rehabilitation and closure costs	12	19,037	18,970
Derivatives	22	366	10,811
Lease liabilities		2,399	346
Other non-current liabilities	13	11,193	5,614
		171,612	191,304
Total Liabilities		294,272	283,024
SHAREHOLDERS' EQUITY			
Share capital	14	133,072	126,152
Equity reserves		(94,910)	(67,291)
Retained earnings		354,895	153,842
Equity attributable to owners of the Company		393,057	212,703
Non-controlling interests		2,433	1,372
		395,490	214,075
Total Liabilities and Equity		$ 689,762	$ 497,099

Contingencies (Note 25); Commitments (Note 11); Subsequent Events (Notes 8, 10, and 26)

APPROVED ON BEHALF OF THE BOARD:

"David Strang" , CEO and Director

"Matthew Wubs" , Director

Ero Copper Corp.

Consolidated Statements of Operations and Comprehensive Income

(Amounts in thousands of US Dollars, except share and per share amounts)

	Notes	Year ended December 31, 2021	2020
Revenue	15	$ 489,915	$ 324,076
Cost of sales	16	(171,057)	(135,939)
Gross profit		318,858	188,137
Expenses			
General and administrative	17	(38,846)	(27,927)
Share-based compensation	14 (f)	(7,848)	(9,064)
Income before the undernoted		272,164	151,146
Finance income		2,991	1,346
Finance expense	18	(12,159)	(15,449)
Foreign exchange loss	19	(21,968)	(79,805)
Recovery of value added taxes	6	—	8,886
NX Gold PMPA transaction fees	15	(1,219)	—
Other expenses		(2,889)	(4,701)
Income before income taxes		236,920	61,423
Income tax expense			
Current		(22,428)	(9,675)
Deferred		(11,860)	750
	20	(34,288)	(8,925)
Net income for the year		$ 202,632	$ 52,498
Other comprehensive loss			
Foreign currency translation loss		(24,252)	(49,553)
Comprehensive income		$ 178,380	$ 2,945
Net income attributable to:			
Owners of the Company		201,053	51,622
Non-controlling interests		1,579	876
		$ 202,632	$ 52,498
Comprehensive income attributable to:			
Owners of the Company		176,898	2,267
Non-controlling interests		1,482	678
		$ 178,380	$ 2,945
Net income per share attributable to owners of the Company			
Basic	14 (g)	$ 2.27	$ 0.60
Diluted	14 (g)	$ 2.21	$ 0.56
Weighted average number of common shares outstanding			
Basic	14 (g)	88,602,367	86,368,535
Diluted	14 (g)	90,963,452	92,213,628

Ero Copper Corp.

Consolidated Statements of Cash Flow

(Amounts in thousands of US Dollars)

	Notes	Year ended December 31, 2021	2020
Cash Flows from Operating Activities			
Net income for the year		$ 202,632	$ 52,498
Adjustments for:			
Amortization and depreciation		47,290	39,348
Income tax expense		34,288	8,925
Amortization of deferred revenue	15	(7,279)	—
Recovery of value added taxes		—	(8,886)
Share-based compensation	14 (f)	7,848	9,064
Finance income		(2,991)	(1,346)
Finance expenses	18	12,159	15,449
Foreign exchange loss		20,277	79,805
Other		(1,164)	1,697
Changes in non-cash working capital items	24	(15,098)	(9,532)
		297,962	187,022
Upfront advance from NX Gold PMPA	11	100,000	—
Derivative contract settlements	19	(22,240)	(20,804)
Provision settlements		(2,039)	(1,585)
Income taxes paid		(9,094)	(1,796)
		364,589	162,837
Cash Flows used in Investing Activities			
Additions to mineral property, plant and equipment		(169,159)	(117,607)
Additions to exploration and evaluation assets		(12,672)	(199)
Other investments		2,305	1,250
		(179,526)	(116,556)
Cash Flows (used in) / from Financing Activities			
Restricted cash		—	1,500
Lease liability payments		(4,843)	(4,337)
New loans and borrowings, net of finance costs		5,471	68,997
Loans and borrowings repaid		(113,240)	(57,425)
Interest paid on loans and borrowings		(4,164)	(9,693)
Other finance expenses paid		(4,204)	(3,156)
Proceeds from exercise of stock options and warrants		5,550	4,402
		(115,430)	288
Effect of exchange rate changes on cash and cash equivalents		(2,012)	(5,546)
Net increase in cash and cash equivalents		67,621	41,023
Cash and cash equivalents - beginning of year		62,508	21,485
Cash and cash equivalents - end of year		$ 130,129	$ 62,508

Supplemental cash flow information (note 24)

Ero Copper Corp.

Consolidated Statements of Changes in Shareholders' Equity

(Amounts in thousands of US Dollars, except share and per share amounts)

	Notes	Share Capital		Equity Reserves					
		Number of shares	Amount	Contributed Surplus	Foreign Exchange	Retained Earnings	Total	Non-controlling interest	Total equity
Balance, December 31, 2019		85,703,646	$ 120,492	$ 9,084	$ (33,573)	$ 102,220	$ 198,223	$ 835	$ 199,058
Income for the year		—	—	—	—	51,622	51,622	876	52,498
Other comprehensive loss for the year		—	—	—	(49,355)	—	(49,355)	(198)	(49,553)
Total comprehensive income (loss) for the year		—	—	—	(49,355)	51,622	2,267	678	2,945
Shares issued for:									
Exercise of options and warrants		2,175,615	5,660	(1,258)	—	—	4,402	—	4,402
Share-based compensation	14 (f)	—	—	7,811	—	—	7,811	—	7,811
Dividends to non-controlling interest		—	—	—	—	—	—	(141)	(141)
Balance, December 31, 2020		87,879,261	$ 126,152	$ 15,637	$ (82,928)	$ 153,842	$ 212,703	$ 1,372	$ 214,075
Income for the year		—	—	—	—	201,053	201,053	1,579	202,632
Other comprehensive loss for the year		—	—	—	(24,155)	—	(24,155)	(97)	(24,252)
Total comprehensive income (loss) for the year		**—**	**—**	**—**	**(24,155)**	**201,053**	**176,898**	**1,482**	**178,380**
Shares issued for:									
Exercise of options and warrants		2,325,117	6,920	(1,370)	—	—	5,550	—	5,550
Share-based compensation	14 (f)	—	—	7,295	—	—	7,295	—	7,295
Reclassified as cash-based equity awards	14 (b)	—	—	(9,389)	—	—	(9,389)	—	(9,389)
Dividends to non-controlling interest		—	—	—	—	—	—	(421)	(421)
Balance, December 31, 2021		**90,204,378**	**$ 133,072**	**$ 12,173**	**$(107,083)**	**$ 354,895**	**$ 393,057**	**$ 2,433**	**$ 395,490**

1. Nature of Operations

Ero Copper Corp. (“Ero" or the "Company") was incorporated on May 16, 2016 under the Business Corporations Act (British Columbia) and maintains its head office at Suite 1050, 625 Howe Street, Vancouver, BC, V6C 2T6. The Company’s shares are publicly traded on the Toronto Stock Exchange and the New York Stock Exchange under the symbol “ERO”.

The Company’s principal asset is its 99.6% ownership interest in Mineração Caraíba S.A. (“MCSA”). The Company also currently owns a 97.6% ownership interest in NX Gold S.A. (“NX Gold”) indirectly through its wholly-owned subsidiary, Ero Gold Corp. (“Ero Gold”).

MCSA is a Brazilian company which holds a 100% interest in the MCSA Mining Complex and the Boa Esperança Property (Note 8). MCSA’s predominant activity is the production and sale of copper concentrate from the MCSA Mining Complex, located in Bahia, Brazil, with gold and silver produced and sold as by-products. The Boa Esperança Property is located within the municipality of Tucumã in the southeastern part of the state of Pará, Brazil, and consists of a single mineral concession covering an area of 4,034 hectares (“ha”).

NX Gold is a Brazilian gold mining company focused on the production and sale of gold as its main product and silver as its by-product. NX Gold wholly owns a 31,096 ha property, located approximately 18 kilometers west of the town of Nova Aventine, in southeastern Mato Grosso State, Brazil, consisting of a single mining concession covering an area of 620 ha, where all gold mining and processing activities occur.

The Company continues to have no material disruption to operations, supply chains or sales channels as a result of the COVID-19 pandemic. Since the onset of the COVID-19 in early 2020, the Company has continued to take measures to mitigate the possible impact of COVID-19 on its workforce and operations. There is no guarantee that this will continue to be the case. The extent to which COVID-19 will impact the Company’s workforce, operations, supply chains, or sales channels will depend on future developments which are uncertain and cannot be predicted with confidence. These impacts could include an impact on the Company’s ability to obtain equity financing and/or additional financing, impairments in the value of long-lived assets, continued fluctuation in the value of the Brazilian Real or potential future decreases in revenue or the profitability of ongoing operations.

2. Basis of Preparation

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee.

These consolidated financial statements were authorized for issue by the Board of Directors of the Company (the “Board”) on March 8, 2022.

(b) Basis of Presentation and Principles of Consolidation

These consolidated financial statements have been prepared on a historical cost basis except for fair-value through-profit-or-loss and derivative financial instruments, which are measured at fair value.

These consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. Control over a subsidiary is defined to exist when the Company is exposed to variable returns from involvement with an investee and has the ability to affect the returns through power over the investee. All intercompany balances and transactions are eliminated upon consolidation.

Since the Company does not own 100% of its interests in MCSA and NX Gold, the interest attributable to non-controlling shareholders is reflected in non-controlling interests. Adjustments to non-controlling interests that do not

involve the loss of control are accounted for as equity transactions and adjustments are based on a proportionate amount of the net assets of the subsidiary.

Certain comparative amounts have been reclassified to conform with the current year's financial statement presentation. Such reclassifications were not considered material.

(c) Foreign Currency Translation

The functional currency and presentation currency of the Company is the US dollar. The monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

The functional currency of MCSA and NX Gold is the Brazilian Real ("BRL"). The assets and liabilities of MCSA and NX Gold are translated into the US dollar presentation currency using the rate of exchange at the statement of financial position date while revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in a separate component of shareholders' equity.

(d) Use of Estimates and Judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of the assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

The estimates and assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Critical Judgments

Functional currency

The functional currency of the Company and each of its subsidiaries is the currency of the primary economic environment in which the entities operate. The Company has determined that the functional currency for the Company is the US dollar while the functional currency for MCSA and NX Gold is the Brazilian Real. Assessment of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Legal claims and contingent liabilities

The recognition of legal provisions and contingent liabilities involves the assessment of claims made against the Company and each of its subsidiaries. The recognition of a legal provision, or disclosure of a contingent liability, involves certain judgments to determine the probability of whether a cash outflow will occur. In making this judgment, management has assessed various criteria and also relies on the opinions of its legal advisers to assist in making this assessment.

Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be significant. Significant estimates made by management affecting the consolidated financial statements include:

Derivative instruments

The fair value of derivative instruments is determined using either present value techniques or option pricing models that utilize a variety of inputs that are a combination of quoted prices and market-corroborated inputs, including assumptions for forward interest and foreign exchange rates, volatilities and discount rates. The fair value of the Company's derivative contracts includes an adjustment for credit risk for either the Company or the counter party as applicable. Changes in the assumptions for inputs into the models affect the fair value of the derivatives recognized in the statement of financial position as well as the unrealized gains or losses recognized in net income.

Mineral reserve and resource estimates including life of mine plan

The Company estimates its mineral reserves and resources based on information compiled by competent individuals. Mineral reserves are used in the calculation of depreciation, impairment assessments, for forecasting the timing of payment of mine closure and rehabilitation costs, as well as amortization of deferred revenues.

There are numerous uncertainties inherent in estimating mineral reserves, and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in the estimation methodology, forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of mineral reserves and may, ultimately, result in changes in the mineral reserves.

The carrying amounts of the Company's mineral, property, plant and equipment are depleted in part based on recoverable mineral reserve tonnes processed, depending on the use of the asset. Changes to estimates of recoverable quantities of metals, mineral reserve tonnes and depletable costs, including changes resulting from revisions to the Company's mine plans and changes in metals prices forecasts, can result in a change to future depreciation and depletion rates, amortization of deferred revenue, and may also result in impairment charges on non-current assets.

Mine closure and reclamation costs

Significant estimates and assumptions are made in determining the provision for mine closure and reclamation costs as there are numerous factors that will affect the ultimate liability payable. These factors include estimation of the extent and cost of rehabilitation activities, timing of future cash flows, discount rates, inflation rate, and regulatory requirements.

Changes in the above factors can result in a change to the provision recognized by the Company. Changes to mine closure and rehabilitation costs are recorded with a corresponding change to the carrying amounts of related mineral, property, plant and equipment. Adjustments to the carrying amounts of related mineral, property, plant and equipment can result in a change to future depreciation and depletion expense.

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgment by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

The Company operates in Brazil where tax authorities may audit income tax treatments and the resolution of such audits may span multiple years. Tax law in Brazil is complex and often subject to changes and to varied interpretations; accordingly, the ultimate outcome with respect to income tax treatments may differ from the amounts recognized. The

Company's assessment of whether it is probable that uncertain income tax treatments will be accepted by tax authorities in Brazil is a significant management judgment.

Deferred Revenue

Judgment and estimates were required in determining the accounting for the precious metal purchase agreement with RGLD Gold AG, a subsidiary of Royal Gold Inc. (collectively "Royal Gold"), which is accounted for as deferred revenue in accordance with IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15"). As the Company's obligation under the precious metal purchase agreement will be satisfied through deliveries of a non-financial item (i.e. deliveries of gold ounces), rather than cash or other financial assets, it was determined to be entered into and continued to be held for the purpose of the delivery of a non-financial item in accordance with the Company's expected sale or usage requirements and thus not within the scope of IFRS 9 *Financial Instruments* ("own use exemption"). The determination of whether the own use exemption applies requires management's judgements.
Each period management estimates the cumulative amount of the deferred revenue obligation that has been satisfied and, therefore, recognized as revenue. Key inputs into the estimate of the amount of deferred revenue that should be recognized include the following:

a. Future gold prices are used to estimate the expected total consideration to be received under the contract including variable consideration and is used as the stand alone selling price to allocate the consideration to each ounce of gold to be delivered to Royal Gold, and
b. Expected life of mine gold production and the timing thereof, which is estimated based on the approved life of mine for the NX Gold mine and the portion of mineral resources anticipated to be converted to mineral reserves.

(e) New Accounting Policies, Standards and Interpretations

Property, Plant and Equipment - Proceeds before Intended Use

On May 14, 2020, the IASB published a narrow scope amendment to IAS 16 *Property, Plant and Equipment - Proceeds before Intended Use*. The amendment prohibits deducting from the cost of property, plant and equipment amounts received from selling items produced while preparing the asset for its intended use. Instead, amounts received will be recognized as sales proceeds and related cost in profit or loss. The effective date is for annual periods beginning on or after January 1, 2022, with early adoption permitted. The Company has elected to early adopt this standard in 2021, which did not have a material impact on its consolidated financial statements.

(f) Future Changes in Accounting Policies Not Yet Effective as of December 31, 2021

The following amendment to accounting standards has been issued but not yet adopted in the financial statements:

- In September 2019, the IASB issued first phase amendments IFRS 9 *Financial Instruments*, IAS 39 *Financial Instruments: Recognition and Hedging*, and IFRS 7 *Financial Instrument Disclosures* to address the financial reporting impact of the reform on interest rate benchmarks, such as the discontinuance of the interbank offered rates. Phase 2 of the Interest Rate Benchmark Reform refers to a global reform of interest rate benchmarks, which includes the replacement of some interbank offered rates ("LIBOR") with alternative benchmark rates. Phase 2 amendments require the effective interest rate to be adjusted when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities that relate directly to this reform rather than applying modification accounting. In addition, the Phase 2 amendments require disclosures to assist users in understanding the effect of the reform on the Company's financial instruments and risk management strategy.

  At December 31, 2021, Company had a $ 150.0 million senior secured revolving credit facility, of which $ 50.0 million was drawn, which bears interest on a sliding scale at a rate of LIBOR plus 2.25% to 4.25% depending on the Company's consolidated leverage ratio. The Company also maintained an interest rate swap

contract on a notional amount of $50.0 million, which was swapped for a fixed interest rate of 1.68%. Subsequent to year end, the senior secured revolving credit facility was fully repaid and the interest rate swap contracts were fully settled. There is currently no specific timeline on when the use of LIBOR will cease, but the switch to Secured Overnight Financing Rate (SOFR) is not expected to have a significant impact on the consolidated financial statements.

- In May 2021, the IASB issued *Deferred Tax related to Assets and Liabilities Arising from a Single Transaction* which amended IAS 12, *Income Taxes* ("IAS 12"). The amendments narrowed the scope of the recognition exemption in IAS 12, relating to the recognition of deferred tax assets and liabilities, so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences such as leases and reclamation and closure cost provisions. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 to transactions that occur on or after the beginning of the earliest comparative period presented. Earlier application is permitted. The Company is currently assessing the impact of the amendments on its consolidated financial statements.

3. Significant Accounting Policies

(a) Revenue

Revenue relating to the sale of metals is recognized at the point the customer obtains control of the product and when the Company has satisfied its performance obligations. Control is transferred when title has passed to the purchaser, the product is physically delivered to the customer, the customer controls the risks and rewards of ownership and the Company has a present right to payment for the product, which is generally when the concentrate or doré is delivered to a location designated by the customer, or when gold credits are transferred to the customer.

The sales amount is typically based on quoted market and contractual prices which are fixed at the time the shipment is received at the customers' premises. In certain circumstances the sales price of metals in concentrate may be determined in a period subsequent to the date of sale (provisionally priced sales) based on the terms of specific copper concentrate contracts. Provisionally priced sales are recognized based on an estimate of metal contained using forward market prices corresponding with the expected date that final sales prices will be fixed. The period between provisional pricing and final settlement can be up to one month. The settlement receivable is recorded at fair value each reporting period by reference to forward market prices until the date of final pricing, with the changes in fair value recorded as an adjustment to revenue.

Deferred Revenue (note 11)

In August 2021, the Company received an upfront cash deposit in connection with a precious metal purchase agreement with Royal Gold, which is accounted for as deferred revenue in accordance with IFRS 15. Deferred revenue consists of payments received by the Company in consideration for future commitments to deliver an amount of gold equivalent to a percentage of the gold produced from its NX Gold operations. As gold deliveries are made, the Company recognizes a portion of the deferred revenue as revenue, calculated on a per unit basis using the total number of gold ounces expected to be delivered over the life of the mine. The current portion of deferred revenue is based on deliveries anticipated over the next twelve months.

Interest expense on deferred revenue is recognized in finance costs as there is a significant financing component related to the precious metal purchase agreement, resulting from a difference in the timing of the upfront consideration received and delivery of the gold. The interest rate is determined based on the rate implicit in the precious metal purchase agreement at the date of inception.

Revenue to be recognized from the initial consideration received from the precious metal purchase agreement is considered variable, subject to changes in the total gold ounces to be delivered. Changes to variable consideration are reflected in revenue in profit or loss. The additional consideration to be received under the precious metal purchase agreement is considered variable, subject to changes in the total estimated gold ounces to be delivered and gold prices.

Changes to variable consideration are accounted for prospectively as a cumulative catch-up and are recorded in revenue in profit or loss.

(b) Tax Incentives

The Company receives certain tax incentives in Brazil. These tax incentives are recognized in profit or loss in the period the incentives are received or receivable and recorded against the expenditure that they are intended to compensate.

(c) Finance Income and Finance Expense

Finance income includes interest on cash and cash equivalents, restricted cash and financial investments, and gains related to changes in the fair value of financial assets measured at fair value through profit or loss. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance expense comprises of interest expense on loans and borrowings, accretion expense on provisions, leases and deferred revenue, commitment fees and losses related to changes in the fair value of financial assets measured at fair value through profit or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

(d) Employee Benefits

Short-term employee benefit obligations are recognized as personnel expenses as the corresponding service is provided. Liabilities are recognized at the amount that is expected to be paid if the Company has a present legal or constructive obligation to pay that amount based on past services rendered by the employee, and the obligation can be estimated reliably. There are no long-term employee benefit plans.

(e) Taxation

Income tax expense comprises current and deferred tax. Current income tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates enacted or substantively enacted at the reporting date.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the tax laws that have been enacted or substantively enacted at the reporting date. Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity. Deferred income tax is not recognized for the initial recognition of assets or liabilities in a transaction that is not a business combination and that effects neither accounting nor taxable income or loss, differences related to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future and taxable differences arising from the initial recognition of goodwill.

A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Uncertainties over income tax treatments are evaluated on the basis of whether it is probable that they will be accepted upon examination by the relevant taxing authorities in Brazil. These uncertainties impact the amount of income taxes recognized. If it is determined that an uncertain income tax treatment is not probable of being accepted, the effect of the uncertain income tax treatment is reflected in the determination of income taxes based the most likely amount or, if there are a wide range of possible outcomes, the expected value.

(f) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of consumable inventory is determined on a weighted average acquisition cost basis. Cost of stockpile inventory, products in progress and finished goods is determined based on a weighted average production cost basis and includes the cost of mining and processing ore including direct labour and materials; depreciation and amortization; and an appropriate share of production overheads based on normal operating capacity.

Net realizable value of stockpile inventory, products in progress and finished goods is the estimated selling price in the ordinary course of business, less estimated completion costs and selling expenses. Write-downs of inventories to net realizable value are included in the cost of sales in the period of the write-down. A write-down of inventories is reversed in a subsequent period if there is a subsequent increase in the net realizable value of the related inventories.

Provisions for low turnover or obsolete supplies and consumables inventory are established by management as deemed necessary and is included in cost of sales.

(g) Mineral, Property, Plant and Equipment

Mineral, property, plant and equipment is measured at acquisition or construction cost, including capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses.

(i) Acquisition and disposal

The cost of mineral, property, plant and equipment include expenditures directly attributable to an asset's acquisition. The cost of assets constructed by Company includes the cost of materials and direct labor, any other costs to bring the asset in the place and conditions required to be operated in the manner intended by management, costs of disassembly and restoration of the site and borrowing costs on qualifying assets.

When parts of mineral, property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of mineral, property, plant and equipment.

Gains and losses on disposal of mineral, property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of equipment and are recognized net within other income.

(ii) Subsequent costs

The cost of replacing plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the item will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced item is derecognized. The maintenance service costs of equipment are included in profit or loss.

(iii) Development and construction-in-progress

When economically viable mineral reserves have been determined and the decision to proceed with development has been approved, exploration and evaluation assets are first assessed for impairment, then reclassified to construction-in-progress or mineral properties. The expenditures related to development and construction are capitalized as construction-in-progress and are included within mineral, property, plant and equipment. Construction-in-progress includes the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for its intended use including advances on long-lead items. Construction-in-progress is not depreciated.

Once an asset is available for use, construction-in-progress costs are reclassified to mineral properties or plant and equipment.

Pre-production costs of removing overburden to access ore in the open pit mines and developing access headings in

the underground mines are capitalized as pre-production stripping or development costs respectively and are included within mineral, property, plant and equipment.

(iv) Mineral properties

Mineral properties consist of the cost of acquiring and developing mineral properties. Once in production, mineral properties are amortized on a units-of-production basis over the component of the ore body to which they relate.

(v) Stripping costs and development in the production phase

Where open pit production stripping or underground development activities do not result in inventory produced, but does provide improved access to the ore body, the costs are classified as mineral properties when these activities meet all of the following criteria: (1) it is probable that the future economic benefit associated with the activity will flow to the Company; (2) the Company can estimate the mineral reserve of the ore body for which access has been improved; and (3) the costs relating to the activity associated with that mineral reserve can be measured reliably.

For underground mines, costs incurred to access a mineral reserve of the ore body are capitalized to mineral properties or construction-in-progress and are depreciated on a units-of-production basis over the expected useful life of the identified mineral reserve of the ore body to which access has been improved as a result of the development activity. For open pit mines, stripping costs above average life of mine strip ratio (waste/ore) are capitalized to mineral properties or construction-in-progress and are depreciated over the related mineral reserves accessed by the stripping activity.

(vi) Mine closure and rehabilitation costs

The Company's provision for mine closure and rehabilitation liabilities represents management's best estimate of the present value of the future cash outflows required to settle estimated reclamation and closure costs at the end of a mine's life. The provision reflects estimates of future costs, inflation, movements in foreign exchange rates and assumptions of risks associated with the future cash outflows, and the applicable risk-free interest rates for discounting the future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company.

(vii) Depreciation

Items of mineral, property, plant and equipment are depreciated on a straight-line method based on the estimated economic useful life of each component as follows:

Buildings	Lessor of life of mine or up to 25 years
Mining equipment	4 years
Mobile equipment & other assets	5 years
Mineral properties	Units of production
Mine closure and rehabilitation costs	Units of production or period until remediation
Right of use assets	Shorter of the term of lease and life of asset

The depletion of mineral, properties and mine closure and rehabilitation costs is determined based on the ratio of tonnes of copper/kg of gold contained in the ore mined and total proven and probable mineral reserve tonnes of contained copper/kg of contained gold.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(h) Exploration and Evaluation Assets

Exploration and evaluation costs relate to the initial search for a mineral deposit, the cost of acquisition of a mineral property interest or exploration rights and the subsequent evaluation to determine the economic potential of the mineral deposit. The exploration and evaluation stage commences when the Company obtains the legal right or license to begin exploration. Once the legal rights or license is obtained, exploration and evaluation expenses are capitalized as exploration and evaluation assets. Costs incurred prior to the Company obtaining the legal rights are expensed.

When the exploration and evaluation of a mineral property indicates that development of the mineral property is technically and commercially feasible, the future economic benefits are probable, and the Company has the intention and sufficient resources to complete the development and use or sell the asset, the related costs are transferred from exploration and evaluation assets to mineral property, plant and equipment.
Management reviews the carrying value of capitalized exploration costs for indicators that the carrying value is impaired at least annually and when facts and circumstances suggest that the carrying amount may exceed the recoverable amount. The review is based on the Company's intentions for further exploration and development of the undeveloped property, results of drilling, commodity prices and other economic and geological factors. Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a property does not prove viable, all non-recoverable costs associated with the project, net of any previous impairment provisions, are written off.

(i) Financial Instruments

Non-derivative financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred.

Fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or liability, the Company uses observable market data, as much as possible. Fair values are classified into different levels in a hierarchy based on the inputs used in the valuation techniques, as follows:

- **Level 1**: quoted prices (without adjustments) in active markets for identical assets or liabilities.
- **Level 2**: inputs other than Level 1 quoted prices, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3**: inputs, for assets or liabilities, that are not based on observable market information (non-observable inputs).

The Company recognizes transfers between levels of the hierarchy of fair value at the end of the reporting period during which the change occurred.

When applicable, additional information on the assumptions used in the fair value calculations are disclosed in the specific notes of the corresponding asset or liability.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Gains and losses on derecognition of financial assets classified amortized cost are recognized in profit or loss.

Financial liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Derivative instruments

Derivative instruments, including embedded derivatives in executory contracts or financial liability contracts, are classified as at FVTPL and, accordingly, are recorded in the statement of financial position at fair value. Unrealized gains and losses on derivatives not designated in a hedging relationship are recorded as part of the revenue or expense item to which the derivative relates, depending on the nature of the derivative. Fair values for derivative instruments are determined using inputs based on market conditions existing at the balance sheet date or settlement date of the derivative. Derivatives embedded in non-derivative contracts are recognized separately unless they are closely related to the host contract.

Compound instruments

Equity components of compound instruments, such as convertible debt, are separated from the debt host contract using the residual method. The Company determines the fair value of the debt component by discounting the expected principal and interest payments using an appropriate discount rate reflective of debt instruments with similar risks but without the equity component. The difference between the proceeds received and the amount assigned to the debt component is allocated to the equity component.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares and share options are recognized as a deduction from equity, net of any tax effects. The Company includes the value of share purchase warrants included in the issuance of equity units, which consist of common shares and warrants, in share capital.

Classification and measurement
The Company has assessed the classification and measurement of its financial assets and financial liabilities under IFRS 9 in the following table:

	Measurement Category
Financial Assets	
Cash and cash equivalents	Amortized Cost
Trade receivables related to provisional priced sales	Fair value through profit or loss
Other receivables	Amortized Cost
Deposits	Amortized Cost
Financial Liabilities	
Trade payables	Amortized Cost
Loans and borrowings	Amortized Cost
Derivatives	Fair value through profit or loss

Cash and cash equivalents and deposits

Cash is comprised of cash on hand and demand deposits. Cash equivalents and deposits are short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in fair value.

Trade receivables

Trade receivables relate to amounts receivable from sales with fixed or determinable payments that are not quoted in an active market. These receivables are non-interest bearing and are recognized at face amount, except when fair value is materially different, and are subsequently measured at amortized cost. Trade receivables recorded are net of lifetime expected credit losses.

(j) Impairment

i) Financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve months' expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. The expected lifetime credit loss provision for trade receivables is based on historical counterparty default rates and adjusted for relevant forward-looking information, when required. As the Company's five primary significant customers are considered to have a low default rate and historical default rates are low, the lifetime expected credit loss allowance for trade receivables is nominal as at December 31, 2021. Accordingly, the Company did not record a provision for expected credit losses for trade receivables.

ii) Non-Financial assets

At each reporting date, the carrying amounts of the Company's mineral, property, plant and equipment and exploration and evaluation assets are reviewed to determine whether there is any indication that those assets are impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset or its related cash generating unit. For purposes of impairment testing, assets are grouped at the lowest levels that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the associated assets are reduced to their recoverable amount and the impairment loss is recognized in the profit or loss for the period.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment charge is reversed through profit or loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of any applicable depreciation, if no impairment loss had been recognized.

(k) Provisions

i) Mine closure and rehabilitation provision

The Company records the present value of estimated costs of legal and constructive obligations related to mine closure and rehabilitation in the period in which the obligation occurs. Mine closure and rehabilitation activities include facility decommissioning and dismantling; removal and treatment of waste materials; site and land rehabilitation, including compliance with and monitoring of environmental regulations; and related costs required to perform this work and/or operate equipment designed to reduce or eliminate environmental effects. The provision is adjusted each period for new disturbances, and changes in regulatory requirements, the estimated amount of future cash flows required to discharge the obligation, the timing of such cash flows and the pre-tax discount rate specific to the liability. The unwinding of the discount is recognized in profit or loss as a finance expense.

When the provision is initially recognized, the corresponding cost is included in the carrying amount of the related asset and is amortized to profit or loss on a unit-of-production basis.

ii) Other provisions

Other provisions are recognized, based on a past event, when the Company has a legal or constructive obligation that can be estimated reliably, and it is probable that an economic mineral resource will be required to settle the obligation. Provisions are measured by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and specific risks for the liability. The discount is unwound over the period over which the cash flows are expected to be incurred with the related expense included in finance expense.

(l) Share-Based Compensation

The grant date fair value of equity settled share-based payment awards granted to employees and consultants, including directors and officers, is recognized as share-based compensation, with a corresponding increase in equity, over the period that the optionee unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be performed or satisfied such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. Performance share units and deferred share units are liability awards settled in cash and measured at the quoted market price at the grant date with the corresponding expense recognized over the period that the employees unconditionally become entitled to the awards. The corresponding liability is adjusted for changes in fair value at each subsequent reporting date until the awards are settled.

(m) Leases

A contract is or contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain re-measurements of the lease liability. The cost of the right-of-use asset includes the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs; and if applicable, an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company does not recognize right-of-use assets and lease liabilities for leases of low-value assets and leases with lease terms that are less than 12 months. Lease payments associated with these leases are instead recognized as an expense over the lease term on either a straight-line basis, or another systematic basis if more representative of the pattern of benefit.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

(n) Income per Share

Basic income per share is calculated by dividing the net income attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income per common share is calculated by adjusting the weighted average number of common shares outstanding for the effect of conversion of all potentially dilutive share equivalents, such as stock options, share units and warrants. The dilutive effect of share

options and warrants assumes that the receipt of proceeds upon exercise of the options are used to repurchase common shares at the average market price during the period. The net effect of the shares issued less the shares assumed to be repurchased is added to the basic weighted average shares outstanding. For convertible instruments, the common shares to be included in the diluted per share calculation assumes that the instrument is converted at the beginning of the period (or the issue date if later). For equity-settled share units (as defined herein, see note 14(d)), the common shares to be included in the diluted per share calculation is based on the number of shares that would be issuable if the reporting date were the end of the vesting period. The net income attributable to common shareholders is adjusted to eliminate related interest costs of dilutive securities recognized in net income for the period.

(o) Business combinations

The Company applies the acquisition method to account for business combinations. The consideration transferred by the Company to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities assumed and the equity interests issued by the Company, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Company recognizes identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognized in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill arising from acquisitions is the excess of the sum of a) fair value of consideration transferred, b) the recognized amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount would be recognized in profit or loss immediately.

4. Segment Disclosure

Operating segments are determined by the way information is reported and used by the Company's Chief Operating Decision Maker ("CODM") to review operating performance. The Company's reporting segments include its two operating mines in Brazil, MCSA and NX Gold, and its corporate head office in Canada. The Company monitors the operating results of its operating segments independently for the purpose of making decisions about resource allocation and performance assessment.

Significant information relating to the Company's reportable segments is summarized in the tables below:

Year ended December 31, 2021	MCSA (Brazil)	NX Gold (Brazil)	Corporate (Canada)	Consolidated
Revenue	$ 423,954	$ 65,961	$ —	$ 489,915
Cost of production	(96,975)	(19,837)	—	(116,812)
Depreciation and depletion	(39,202)	(7,800)	—	(47,002)
Sales expense	(6,726)	(517)		(7,243)
Cost of sales	(142,903)	(28,154)	—	(171,057)
Gross profit	281,051	37,807	—	318,858
Expenses				
General and administrative	(20,444)	(2,560)	(15,842)	(38,846)
Share-based compensation	—	—	(7,848)	(7,848)
Finance income	1,031	1,092	868	2,991
Finance expenses	(5,622)	(889)	(5,648)	(12,159)
Foreign exchange loss	(21,225)	(360)	(383)	(21,968)
NX Gold PMPA transaction fees	—	(1,219)	—	(1,219)
Other expenses	(2,382)	(507)	—	(2,889)
Income (loss) before taxes	232,409	33,364	(28,853)	236,920
Current tax expense	(15,087)	(4,406)	(2,935)	(22,428)
Deferred tax expense	(11,482)	(378)	—	(11,860)
Net income (loss)	$ 205,840	$ 28,580	$ (31,788)	$ 202,632
Assets				
Current	$ 152,703	$ 35,734	$ 20,249	208,686
Non-current	435,265	45,791	20	481,076
Total Assets	$ 587,968	$ 81,525	$ 20,269	$ 689,762
Total Liabilities	$ 116,905	$ 109,679	$ 67,688	294,272

During the year ended December 31, 2021, MCSA had three customers (2020 - two) while NX Gold had two customers (2020 - one).

Year ended December 31, 2020	MCSA (Brazil)	NX Gold (Brazil)	Corporate (Canada)	Consolidated
Revenue	$ 260,888	$ 63,188	$ —	**$ 324,076**
Cost of production	(73,893)	(17,480)	—	**(91,373)**
Depreciation and depletion	(35,674)	(3,538)	—	**(39,212)**
Sales expenses	(4,937)	(417)	—	**(5,354)**
Cost of sales	(114,504)	(21,435)	—	**(135,939)**
Gross profit	146,384	41,753	—	**188,137**
Expenses				
General and administrative	(16,471)	(1,712)	(9,744)	**(27,927)**
Share-based compensation	—	—	(9,064)	**(9,064)**
Finance income	430	143	773	**1,346**
Finance expenses	(5,789)	(805)	(8,855)	**(15,449)**
Foreign exchange loss	(77,235)	(2,563)	(7)	**(79,805)**
Recovery of value added taxes	7,564	1,322	—	**8,886**
Other expenses	(3,825)	(876)	—	**(4,701)**
Income (loss) before income taxes	51,058	37,262	(26,897)	**61,423**
Current tax expense	(5,117)	(4,558)	—	**(9,675)**
Deferred tax recovery	418	332	—	**750**
Net income (loss)	$ 46,359	$ 33,036	$ (26,897)	**$ 52,498**
Assets				
Current	$ 72,080	$ 31,516	$ 23,945	**127,541**
Non-current	340,487	26,364	2,707	**369,558**
Total Assets	$ 412,567	$ 57,880	$ 26,652	**$ 497,099**
Total Liabilities	$ 102,789	$ 19,467	$ 160,768	**283,024**

5. Inventories

	December 31, 2021	December 31, 2020
Supplies and consumables	**$ 19,144**	$ 15,619
Stockpiles	**2,880**	3,569
Work in progress	**1,658**	5,234
Finished goods	**2,337**	1,074
	$ 26,019	$ 25,496

6. Other Current Assets

	December 31, 2021	December 31, 2020
Advances to suppliers	$ 402	$ 500
Prepaid expenses	5,865	2,635
Advances to employees	458	2,091
Value added taxes recoverable[1]	15,109	13,958
	$ 21,834	$ 19,184

(1) During the year ended December 31, 2020, the Company recognized a recovery of $8.9 million in net income related to value added taxes based on the tax treatment applicable to depletion charges. This recovery during 2020 was recognized as a result of a study conducted to revisit certain tax positions, which concluded that it is probable that additional tax credits are available to be used to offset a variety of taxes. No additional value added tax recoveries were recognized in 2021.

7. Mineral, Property, Plant and Equipment

	Buildings	Mining Equipment	Mineral Properties	Projects in Progress	Equipment & Other Assets	Mine Closure Costs	Right-of-Use Assets	Total
Cost:								
Balance, December 31, 2019	$ 17,609	$ 103,175	$ 261,392	$ 52,705	$ 9,481	$ 14,107	$ 7,231	$ 465,700
Additions	54	10,515	6,747	81,332	18,942	197	2,982	120,769
Disposals	—	(16,671)	—	(80)	(522)	(3,803)	(291)	(21,367)
Transfers	1,546	19,940	56,346	(64,888)	(12,958)	—	14	—
Foreign exchange	(4,327)	(24,257)	(59,173)	(12,297)	(2,139)	(2,965)	(1,614)	(106,772)
Balance, December 31, 2020	14,882	92,702	265,312	56,772	12,804	7,536	8,322	458,330
Additions	**19**	**7,538**	**7,580**	**130,821**	**26,826**	**5,162**	**10,425**	**188,371**
Disposals	**—**	**(1,004)**	**—**	**(1,821)**	**(10)**	**—**	**(575)**	**(3,410)**
Transfers	**4,626**	**33,217**	**74,951**	**(94,599)**	**(18,195)**	**—**	**—**	**—**
Foreign exchange	**(1,175)**	**(7,678)**	**(20,942)**	**(4,867)**	**(1,118)**	**(688)**	**(874)**	**(37,342)**
Balance, December 31, 2021	**$ 18,352**	**$ 124,775**	**$ 326,901**	**$ 86,306**	**$ 20,307**	**$ 12,010**	**$ 17,298**	**$ 605,949**
Accumulated depreciation:								
Balance, December 31, 2019	$ (4,047)	$ (25,599)	$ (85,293)	$ —	$ (4,572)	$ (2,958)	$ (3,715)	$ (126,184)
Depreciation expense	(785)	(10,882)	(24,597)	—	(1,317)	(1,029)	(3,865)	$ (42,475)
Disposals	—	14,999	—	—	446	—	168	$ 15,613
Foreign exchange	916	5,827	19,351	—	860	672	792	$ 28,418
Balance, December 31, 2020	(3,916)	(15,655)	(90,539)	—	(4,583)	(3,315)	(6,620)	(124,628)
Depreciation expense	**(808)**	**(12,664)**	**(26,475)**	**—**	**(1,489)**	**(985)**	**(4,869)**	**(47,290)**
Disposals	**—**	**913**	**—**	**—**	**3**	**—**	**413**	**1,329**
Foreign exchange	**296**	**1,463**	**7,125**	**—**	**336**	**260**	**588**	**10,068**
Balance, December 31, 2021	**$ (4,428)**	**$ (25,943)**	**$ (109,889)**	**$ —**	**$ (5,733)**	**$ (4,040)**	**$ (10,488)**	**$ (160,521)**
Net book value, December 31, 2020	$ 10,966	$ 77,047	$ 174,773	$ 56,772	$ 8,221	$ 4,221	$ 1,702	$ 333,702
Net book value, December 31, 2021	**$ 13,924**	**$ 98,832**	**$ 217,012**	**$ 86,306**	**$ 14,574**	**$ 7,970**	**$ 6,810**	**$ 445,428**

Certain equipment has been provided as security for the equipment finance loans (note 10(b)).

8. Exploration and Evaluation Assets

Exploration and evaluation assets relate primarily to the Boa Esperança development project located in Tucumã, State of Pará, Brazil. Subsequent to December 31, 2021, the Company's board of directors approved construction of the project and accordingly the project will be reclassified as Projects in Progress.

9. Accounts Payable and Accrued Liabilities

	December 31, 2021	December 31, 2020
Trade suppliers	$ 24,012	$ 14,480
Payroll and labour related liabilities	26,248	17,914
Value added tax and other tax payable	9,664	9,365
Other accrued liabilities	6,622	5,484
	$ 66,546	$ 47,243

10. Loans and Borrowings

						Carrying value, including accrued interest	
Description	**Denomination**	**Security**	**Time to Maturity**	**Coupon rate**	**Principal to be repaid**	**December 31, 2021**	**December 31, 2020**
Senior credit facility	USD	Secured	39 months	LIBOR + 2.25% - 4.25%	$ 50,000	$ 48,303	$ 148,386
Equipment finance loans	USD	Secured	5 months - 48 months	5.00% - 7.95%	5,759	5,805	5,605
Equipment finance loans	EURO	Secured	6 months - 54 months	5.50% - 7.00%	2,005	2,005	1,791
Bank loan (MCSA)	BRL	Unsecured	59 months	CDI + 0.50%	3,458	3,137	3,980
Line of credit (MCSA)	BRL	Unsecured	0	CDI + 9.00%	—	—	1,447
Lines of credit (MCSA)	BRL	Unsecured	0	8.60% - 14.30%	—	—	4,221
Equipment finance loan (Plural)	BRL	Secured	0	CDI + 7.00%	—	—	1,065
Equipment finance loans	BRL	Secured	0	11.88% - 16.49%	—	—	1,607
Total					$ 61,222	$ 59,250	$ 168,102
Current portion						$ 4,344	$ 12,539
Non-current portion						$ 54,906	$ 155,563

The movements in loans and borrowings during the years ended December 31, 2021 and 2020 are comprised of the following:

	December 31, 2021	December 31, 2020
Balance, beginning of year	$ 168,102	$ 159,370
Proceeds from new senior revolving credit facility, net	—	13,652
Proceeds from new equipment finance loans	4,826	19,278
Proceeds from new lines of credit	645	36,726
Principal and interest payments	(117,404)	(67,118)
Interest expenses	5,177	9,921
Foreign exchange	(2,096)	(3,727)
Balance, end of year	$ 59,250	$ 168,102

(a) Senior Credit Facility

At December 31, 2020, the Company had a $ 150.0 million credit facility from a syndicate of Canadian financial institutions. The credit facility was comprised of $75.0 million in senior secured non-revolving credit facility (“Term Facility”) and a $ 75.0 million senior secured revolving credit facility (“Revolving Credit Facility”) (collectively, the "Old Facilities). The Term Facility was to mature on March 31, 2024 and required principal repayments on a quarterly basis commencing on March 31, 2022, while the Revolving Credit Facility was payable in full at maturity on March 31, 2024. The Old Facilities bore interest on a sliding scale at a rate of LIBOR plus 2.50% to 4.25%, depending on the Company’s consolidated leverage ratio.

During the year ended December 31, 2021 , the Old Facilities were amended and combined into a new $ 150.0 million senior secured revolving credit facility (“New Revolving Credit Facility”) with maturity date of March 31, 2025. The New Revolving Credit Facility bears interest on a sliding scale at a rate of LIBOR plus 2.25% to 4.25% depending on the Company’s consolidated leverage ratio. Commitment fees for any undrawn portion of the New Revolving Credit Facility are on a sliding scale between 0.56% to 1.06%.

During the year ended December 31, 2021, the Company also paid down the New Revolving Credit Facility by $ 100.0 million with $50.0 million remaining outstanding as at December 31, 2021. The Company has an interest rate swap arrangement whereby floating interest on $50.0 million (2020 - $50.0 million) of the New Revolving Credit Facility was swapped for a fixed interest rate of 1.68% (2020 - 2.69%). The interest rate swap arrangement is in effect until March 31, 2025.

Subsequent to year end, pursuant to completion of an offering of $ 400.0 million in Senior Notes (note 26), the Company repaid the outstanding $50.0 million balance of the New Revolving Credit Facility and settled the interest rate swap arrangement for nominal consideration. The New Revolving Credit Facility was further amended to reduce its limit from $150.0 million to $75.0 million, with an accordion option to increase to $100.0 million at the election of the Company.

The New Revolving Credit Facility is secured by pledges of shares of MCSA, NX Gold and Ero Gold. The Company is required to comply with certain financial covenants. As December 31, 2021, the Company is in compliance with these covenants.

(b) Bank Loan and Equipment Finance Loans

The MCSA bank loan was recognized at fair value when the Company acquired MCSA and has subsequently been measured at amortized cost, net of settlements. Interest is being recognized using the effective interest rate method at an interest rate of 11.50%.

MCSA is subject to certain financial covenants which the Company is in compliance with at December 31, 2021. The equipment finance loans are secured by the corresponding equipment relating to them and a guarantee by the Company.

At December 31, 2020, MCSA had entered into an equipment finance loan with Plural Bank for BRL $12.0 million for a term of 24 months and at an interest rate of 7% + CDI per annum. MCSA had also entered into an interest rate swap transaction and a foreign exchange swap transaction with Plural Bank related to this loan whereby the floating interest of 7% + CDI on a notional amount of BRL $ 12.0 million was swapped for a fixed interest rate of 9.90%, and a notional principal amount of BRL $ 12.0 million was swapped for the USD currency at a foreign exchange rate of 3.9500. This loan was repaid during the year ended December 31, 2021 and the interest rate and foreign currency swap contracts terminated.

(c) MCSA and NX Gold Lines of Credit

As at December 31, 2020, the Company’s subsidiaries, MCSA and NX Gold, had entered into various lines of credit for a total amount of BRL $154.6 million of which BRL $21.8 million ($4.2 million) was outstanding. These credit facilities bore interest at various rates ranging from 9.60% to 24.34%. During the year ended December 31, 2021, the Company’s subsidiaries, MCSA and NX Gold, terminated all remaining available credit facilities.

During the year ended December 31, 2020, the Company repaid BRL $162.2 million on various lines of credit entered into in the years ended December 31, 2020 and 2019.

(d) Debt Repayments

Repayments of the principal portion of loans and borrowings is as follows:

	December 31, 2021
2022[1]	54,282
2023	2,917
2024	1,602
2025	1,615
2026 and beyond	806
	$ 61,222

(1) Includes $50.0 million of the New Revolving Credit Facility repaid in February 2022 which does not mature until March 31, 2025.

11. Deferred Revenue

In August 2021, the Company completed the closing of a precious metals purchase agreement (the "NX Gold PMPA") with Royal Gold in relation to gold production from the NX Gold mine. The Company received upfront cash consideration of $100.0 million for the purchase of 25% of an equivalent amount of gold to be produced from the NX Gold mine until 93,000 ounces of gold have been delivered and thereafter decreasing to 10% of gold produced over the remaining life of the mine. Royal Gold will make ongoing payments equal to 20% of the then prevailing spot gold price for each ounce of gold delivered until 49,000 ounces of gold have been received and 40% of the prevailing spot gold price for each ounce of gold delivered thereafter. Additional payment obligations of Royal Gold include:

i. Up to US$5 million, available through the end of 2024, payable based upon the number of ounces of gold added to the Measured and Indicated mineral resource categories as compared to the mineral resources as of the effective date of the NX Gold Transaction at a rate of US$20 per ounce;
ii. Up to US$5 million, available from 2022 through the end of 2024, payable based upon completion of planned meters of drilling within the exploration concessions of the NX Gold mine at a rate of US$100 per meter; and,
iii. US$5 per ounce of gold delivered under the NX Gold Transaction payable to the Company as contribution towards ongoing environmental, social and governance initiatives within the area of influence of the mine.

The contract will be settled by the Company delivering gold to Royal Gold. The $ 100.0 million upfront proceeds from Royal Gold has been recognized as deferred revenue and the Company recognizes amounts in revenue as gold is delivered. Each period, management estimates the cumulative amount of the deferred revenue obligation that has been satisfied and, therefore, recognized as revenue. Key inputs into the estimate at closing of the transaction included an estimated long-term gold price of $1,750 per ounce and a life of mine production schedule for the NX Gold mine that includes mineral reserves and a portion of the mineral resources.

During the year ended December 31, 2021, the Company delivered 5,173 ounces of gold to Royal Gold for average consideration of $ 353 per ounce and recognized $7.3 million in amortization of deferred revenue. As at December 31, 2021, the aggregate carrying value of deferred revenue was $94.2 million, of which $10.5 million was classified as current and $83.7 million was classified as non-current.

As part of the NX Gold PMPA, the Company incurred $ 1.2 million in transaction fees during the year ended December 31, 2021. In addition, the Company pledged its equity interest in Ero Gold and NX Gold to Royal Gold as collateral and provided unsecured limited recourse guarantees from Ero and NX Gold.

12. Provision for rehabilitation and closure costs

	December 31, 2021	December 31, 2020
Balance, beginning of year	18,970	$ 30,197
Change in estimates	2,225	(3,803)
Accretion expense	1,077	902
Settled	(2,039)	(1,585)
Foreign exchange	(1,196)	(6,741)
Balance, end of year	$ 19,037	18,970

Provision for rehabilitation and closure costs is measured using management's assumptions and estimates for future cash outflows in relation to mine closure and rehabilitation activities based on known disturbances as at the reporting date, known legal requirements and cost estimates prepared by a third-party specialist.

Management used a pre-tax discount rates in the range of 8.23% – 8.81% (2020 – 5.75% - 7.37%) and an inflation factor in the range of 3.00% - 5.03% (2020 – 3.25% - 3.50%) in preparing the Company's provision for rehabilitation and closure costs. Although the ultimate amount to be incurred is uncertain, based on development, legal requirements and estimated costs as at December 31, 2021, the undiscounted inflation-adjusted liability for provision for rehabilitation and closure costs is estimated to be approximately $65.5 million (2020 - $37.0 million), of which $59.4 million (2020 - $31.4 million) relates to MCSA and $ 6.1 million (2020 - $5.6 million) relates to NX Gold. The cash expenditures are expected to commence upon projected closure and occur over a period of time, which for MCSA is in a range from 2026 to 2046 and for NX Gold is 2027 to 2031.

13. Other Non-current Liabilities

	December 31, 2021	December 31, 2020
Cash-settled equity awards (Note 14(b) and (c))	$ 2,524	$ —
Value added tax and other taxes payable	861	1,299
Income taxes payable	2,935	169
Provision for legal and tax matters	2,331	2,480
Other liabilities	2,542	1,666
	$ 11,193	$ 5,614

14. Share Capital

As at December 31, 2021, the Company's authorized share capital consists of an unlimited number of common shares without par value. As at December 31, 2021, 90,204,378 common shares were outstanding.

(a) Options

During the year ended December 31, 2021, the Company granted 316,910 (2020 - 489,295) options to employees of the Company at weighted average exercise price of $15.66 per share (2020 - $15.38) with a term to expiry of five years. These stock options vest in three equal installments on each annual anniversary date from the date of grant. The total fair value of these options on the grant date was $1.8 million, which is recognized over the vesting period.

	Number of Stock Options	Weighted Average Exercise Price
Outstanding stock options, December 31, 2019	5,061,417	6.23
Issued	489,295	15.38
Exercised	(908,949)	3.13
Outstanding stock options, December 31, 2020	4,641,763	$ 7.91
Issued	**316,910**	**15.66**
Exercised	**(725,121)**	**4.64**
Cancelled	**(31,163)**	**15.78**
Outstanding stock options, December 31, 2021	**4,202,389**	**$ 8.98**

The weighted average share price on the date of exercise for options exercised during the year ended December 31, 2021 was $ 19.01 (year ended December 31, 2020 - $13.74).

As at December 31, 2021, the following stock options were outstanding:

Expiry Date	Number of Stock Options	Weighted Average Exercise Price	Vested and Exercisable Number of Stock Options	Weighted Average Remaining Life in Years
May 15, 2022	190,334	$ 1.50 USD	190,334	0.37
July 10, 2022	60,000	1.50 USD	60,000	0.52
November 24, 2022	159,000	6.48 CAD	159,000	0.90
December 7, 2022	1,142,501	6.74 CAD	1,142,501	0.93
January 18, 2023	60,000	7.95 CAD	60,000	1.05
June 19, 2023	104,000	10.25 CAD	104,000	1.47
July 16, 2023	100,000	9.01 CAD	100,000	1.54
December 31, 2023	1,004,828	9.76 CAD	1,004,828	2.00
January 2, 2024	125,000	9.80 CAD	125,000	2.01
August 15, 2024	20,000	21.09 CAD	20,000	2.62
December 12, 2024	448,951	20.52 CAD	292,203	2.95
January 2, 2025	73,456	23.42 CAD	53,456	3.01
December 17, 2025	397,409	18.90 CAD	136,980	3.96
March 18, 2026	50,000	24.45 CAD	—	4.21
August 19, 2026	17,514	23.37 CAD	—	4.64
December 15, 2026	249,396	18.69 CAD	28,959	4.96
	4,202,389	$ 8.98 USD	3,477,261	2.06

In determining the weighted average exercise price of all outstanding options in the tables above and below, the CAD prices were converted to USD at the December 31, 2021 exchange rate of 1.2677.

The fair value of options granted in the years ended December 31, 2021 and 2020 was determined using the Black-Scholes option pricing model. The weighted average inputs used in the measurement of fair values at grant date of the options are the following:

	2021	2020
Expected term (years)	3.0	3.0
Forfeiture rate	— %	— %
Volatility	56 %	53 %
Dividend yield	— %	— %
Risk-free interest rate	1.10 %	0.58 %
Weighted-average fair value per option	$ 5.57	$ 6.00

For the year ended December 31, 2021, the Company recorded share-based compensation of $ 2.9 million (year ended December 31, 2020 - $3.9 million) with respect to its outstanding stock options.

(b) Performance Share Unit Plan

The Company has a performance share unit ("PSU") plan pursuant to which the Compensation Committee may grant PSUs to any director, officer, employee, or consultant of the Company or its subsidiaries. At the time of grant of PSUs, the Compensation Committee, may establish performance conditions for the vesting of the PSUs. The performance conditions may be graduated such that different percentages (which may be greater or lower than 100%) of the PSUs in a grant become vested depending on the satisfaction of one or more performance conditions. Performance conditions may include terms or conditions relating to: (i) the market price of the common shares; (ii) the return to holders of common shares, with or without reference to other comparable companies; (iii) the financial performance or results of the Company or its subsidiaries; (iv) the achievement of performance conditions or other performance criteria relating to the Company or its subsidiaries; (v) any other terms and conditions the Compensation Committee may in its sole discretion determine with respect to vesting or the acceleration of vesting; and (vi) the vesting date of the PSUs. The Compensation Committee may, in its discretion, subsequent to the grant of a PSU, waive any such performance condition or determine that it has been satisfied subject to applicable law, as well as determine the settlement of PSUs in shares or in cash. Each PSU entitles the holder thereof to receive one common share, or its equivalent cash value, on the redemption date selected by the Compensation Committee.

The continuity of PSUs issued and outstanding is as follows:

	Year ended December 31,	
	2021	2020
Outstanding balance, beginning of year	727,761	437,463
Issued	310,287	290,298
Settled	(223,231)	—
Cancelled	(21,774)	—
Outstanding balance, end of year	793,043	727,761

These PSUs will vest three years from the date of grant by the Compensation Committee and the number of PSUs that will vest may range from 0% to 200% of the number granted, subject to the satisfaction of certain market and non-market performance conditions. Each vested PSU entitles the holder thereof to receive on or about the applicable date of vesting of such share unit (i) one common share; (ii) a cash amount equal to the fair market value of one common share as at the applicable date of vesting; or (iii) a combination of (i) and (ii), as determined by the Compensation Committee in its sole discretion. Prior to December 2021, the Company had intended to settle its PSUs using common shares and, accordingly, the PSUs were classified as equity settled instruments. In December 2021, the Company elected to settle its PSUs in cash and, therefore, $9.4 million of PSUs were reclassified from contributed surplus to liabilities. On reclassification, the Company recognized the liability at its fair value and recognized a reduction in shared-based compensation of $1.2 million.

For PSUs with non-market performance conditions, the fair value of the share units granted was initially recognized at the fair value using the share price at the date of grant, and subsequently remeasured at fair value on each balance sheet date. For PSUs with market performance conditions, the fair value was determined using a Geometric Brownian Motion model.

During the year ended December 31, 2021, the Company recorded share-based compensation of $ 4.1 million (year ended December 31, 2020 - $3.9 million) with respect to the PSUs. As at December 31, 2021, the fair value of the PSU liability was $ 5.8 million (December 31, 2020 - $nil), of which $3.3 million (December 31, 2020 - nil) has been recognized in accounts payable and accrued liabilities and $ 2.5 million (December 31, 2020 - $nil) has been recognized in other non-current liabilities.

(c) Deferred Share Unit Plan

The Deferred Share Unit ("DSU") plan was established by the Board as a component of compensation for the Company's independent directors. Only independent directors are eligible to participate and to receive DSUs under the DSU Plan. DSUs may be awarded by the Board from time to time to provide independent directors with appropriate equity-based compensation for the services they render to the Company and may be subject to terms and conditions with respect to vesting of such DSUs. In addition, independent directors may elect to receive a portion or all of their respective annual cash remuneration in the form of DSUs, which will be fully vested upon such grant. The number of DSUs to be awarded to a participant under the DSU Plan is determined by dividing the portion of that participant's annual cash remuneration by the fair market value of a common share on the last day of the quarter in which such portion of the annual cash remuneration was earned. Pursuant to the DSU Plan, DSUs may only be settled by way of cash payment. A participant is not entitled to payment in respect of the DSUs until his or her death, retirement or removal from the Board. The settlement amount of each DSU is based on the fair market value of a common share on the DSU redemption date multiplied by the number of DSUs being redeemed.

During the year ended December 31, 2021, 51,855 DSUs (year ended December 31, 2020 - 79,230) were issued to independent directors.

As at December 31, 2021, the fair value of the DSU liability was $ 2.0 million (December 31, 2020 - $1.3 million) which has been recognized in accounts payable and accrued liabilities, with $0.7 million recognized in share-based compensation expense for the year ended December 31, 2021 (year ended December 31, 2020 - $1.3 million).

(d) Restricted Share Unit Plan

The Company has a restricted share unit ("RSU") plan pursuant to which the Compensation Committee may grant share units to any officer, employee, or consultant of the Company or its subsidiaries. RSUs issued under the plan entitles the holder thereof to receive one common share, without payment of additional consideration, on the redemption date selected by the Compensation Committee following the date of vesting of such share unit, which will be within 30 days of the date of vesting, or at a later deferred date, subject to certain exception and restrictions. RSUs granted will vest in three equal installments on each anniversary date from the date of grant. The fair value of these restricted share units is determined on the date of grant using the market price of the Company's shares.

During the year ended December 31, 2021, 171,106 share units (year ended December 31, 2020 - nil) were issued and outstanding.

(e) Warrants

During the year ended December 31, 2021, all of the remaining 1,599,996 warrants were exercised for gross proceeds of $ 1.9 million (year ended December 31, 2020 - 1,266,666 warrants for gross proceeds of $ 1.5 million).

(f) Share-based compensation

	Year ended December 31,	
	2021	2020
Stock options	$ 2,925	$ 3,864
Performance share unit plan	4,124	3,900
Deferred share unit plan	734	1,300
Restricted share unit plan	65	—
Share-based compensation[1]	$ 7,848	$ 9,064

(1) For the year ended December 31, 2021, the Company recorded $7.3 million (year ended December 31, 2020 - $7.8 million) of share-based compensation in contributed surplus, and the remaining share-based compensation was recorded in liabilities. In addition, the Company reclassified $9.4 million (year ended December 31, 2020 - nil) in share-based compensation from contributed surplus to liabilities.

(g) Net Income per Share

	Year ended December 31,	
	2021	2020
Weighted average number of common shares outstanding	88,602,367	86,368,535
Dilutive effects of:		
Warrants	—	2,397,518
Stock options	2,353,584	2,355,933
Share units	7,501	1,091,642
Weighted average number of diluted common shares outstanding [1]	90,963,452	92,213,628
Net income attributable to owners of the Company	$ 201,053	$ 51,622
Basic net income per share	2.27	0.60
Diluted net income per share	2.21	0.56

(1) Weighted average number of diluted common shares outstanding for the year ended December 31, 2021 excluded 390,366 (2020 - 999,523) stock options that were anti-dilutive.

15. Revenue

	Year ended December 31,	
	2021	2020
Copper		
Sales within Brazil	$ 131,595	$ 161,803
Export sales	295,682	96,852
Adjustments on provisionally priced sales[1]	(3,323)	2,233
	423,954	260,888
Gold		
Export sales	58,682	63,188
Amortization of deferred revenue[2]	7,279	—
	$ 65,961	$ 63,188
	$ 489,915	$ 324,076

(1) Under the terms of the Company's contract with its domestic customer, sales are provisionally priced on the date of sale based on the previous month's average copper price and subsequently settled based on the average copper price in the month of shipment. Provisionally priced sales to the Company's international customer are settled with a final sales price between one to four months after shipment takes place and, therefore, are exposed to commodity price changes.

(2) During the year ended December 31, 2021, the Company delivered 5,173 ounces of gold under a precious metals purchase agreement with Royal Gold (note 11) for average cash consideration of $353 per ounce and recognized $7.3 million in amortization of deferred revenue.

16. Cost of Sales

	Year ended December 31,	
	2021	2020
Materials	$ 26,343	$ 18,912
Salaries and benefits	39,497	30,044
Depreciation and depletion	47,002	39,212
Contracted services	21,373	18,463
Maintenance costs	18,162	14,672
Utilities	10,721	8,728
Sales expense	7,243	5,354
Other costs	716	554
	$ 171,057	$ 135,939

17. General and Administrative Expenses

	Year ended December 31,	
	2021	2020
Accounting and legal	$ 1,625	$ 1,079
Amortization and depreciation	288	136
Office and administration	9,143	7,066
Salaries and consulting fees	16,962	12,206
Incentive payments	7,126	6,116
Other	3,702	1,324
	$ 38,846	$ 27,927

18. Finance Expense

	Year ended December 31,	
	2021	2020
Interest on loans and borrowings	$ 5,177	$ 9,921
(Gain) loss on interest rate swap derivatives	(469)	2,720
Accretion of deferred revenue	1,501	—
Accretion of mine closures and rehabilitation provisions	1,077	902
Commitment fees	1,027	484
Interest on lease liabilities	413	229
Other finance expenses	3,433	1,193
	$ 12,159	$ 15,449

19. Foreign Exchange Loss

The following foreign exchange gains (losses) arise as a result of balances and transactions in the Company's Brazilian subsidiaries that are denominated in currencies other than the Brazilian Reals (BRL$), which is their functional currency.

	Year ended December 31,	
	2021	2020
Foreign exchange loss on USD denominated debt in Brazil	$ (5,370)	$ (24,190)
Realized foreign exchange loss on derivative contracts (note 22)	(22,240)	(20,804)
Unrealized foreign exchange gain (loss) on derivative contracts (note 22)	3,911	(34,548)
Other	1,731	(263)
	$ (21,968)	$ (79,805)

20. Income Taxes

(a) Reconciliation of income taxes

A reconciliation of the income tax expense to the amount calculated using the Company's combined Canadian federal and provincial statutory income tax rate of 27% (2020 – 27%) is as follows:

	Year ended December 31,	
	2021	2020
Net income in the year before tax	$ 236,920	$ 61,423
Tax rate	27 %	27 %
Income tax expense at statutory rate	$ 63,968	$ 16,584
Tax effect of:		
Difference in tax rate of foreign jurisdictions	(29,888)	(6,227)
Non-taxable items	(7,465)	(1,792)
Change in temporary differences not previously recognized	6,618	(113)
Other	1,055	473
Income tax expense	$ 34,288	$ 8,925

	Year ended December 31,	
	2021	2020
Current income tax:		
Relating to current income tax charge	$ 22,428	$ 9,675
Deferred income tax:		
Relating to origination and reversal of temporary differences	11,860	(750)
Income tax expense recognized in net income	$ 34,288	$ 8,925
Income tax expense (recovery) recognized in other comprehensive income	576	(3,073)
Total income tax expense	$ 34,864	$ 5,852

(b) Deferred income tax assets

The general movement in the deferred income tax assets is as follows:

	Year ended December 31,	
	2021	2020
At the beginning of the year	$ 14,223	$ 13,099
Deferred income tax (expense) recovery	(11,860)	750
Income tax expense (recovery) recognized in OCI	(576)	3,073
Foreign exchange	528	(2,699)
At the end of the year	$ 2,315	$ 14,223

Recognized deferred tax and assets and liabilities consist of the following:

	December 31, 2021	December 31, 2020
Deferred tax assets:		
Non-capital losses - Brazil	$ 1,924	$ 15,688
Foreign exchange - Brazil	8,458	9,412
Other - Brazil	3,409	2,167
Mine closure and rehabilitation provision - Brazil	2,903	3,110
Non-capital losses - Canada	981	737
Financing fees and other - Canada	289	823
	17,964	31,937
Deferred tax liabilities:		
Mineral property, plant and equipment - Brazil	(4,986)	(6,179)
Loans and borrowings - Brazil	(8,775)	(9,431)
Other - Brazil	(618)	(544)
Loans and borrowings - Canada	(1,270)	(1,560)
	(15,649)	(17,714)
Net deferred income tax assets	$ 2,315	$ 14,223

Deferred tax assets of $21.4 million (December 31, 2020 - $13.5 million) have not been recognized for the following deductible temporary differences as it is not probable that the benefits of these temporary differences will be realized:

	Year ended December 31, 2021		Year ended December 31, 2020	
	Brazil	Canada	Brazil	Canada
Exploration and evaluation assets	$ 34,660	$ —	$ 37,213	$ —
Mineral property, plant and equipment	—	922	—	90
Non-capital losses	—	44,521	—	22,194
Other	—	16,213	—	7,238
	$ 34,660	$ 61,656	$ 37,213	$ 29,522

The Company has loss carry forwards in Brazil totalling $7.7 million (December 31, 2020 - $46.7 million) which may be carried forward indefinitely to offset future taxable income in Brazil. Use of these losses is limited to 30% of taxable income annually. The Company also has loss carry forwards in Canada totalling $48.0 million (December 31, 2020 - $24.9 million) which may be carried forward for 20 years to offset future taxable income, which expire between 2036 and 2041.

21. Related Party Transactions

Key management personnel consist of the Company's directors and officers. The remuneration of key management personnel during the year was as follows:

	Year ended December 31,	
	2021	2020
Salaries and short-term benefits[1]	$ 10,282	$ 7,400
Share-based payments[2]	5,702	5,100
	$ 15,984	$ 12,500

(1) Includes annual salary and short-term incentives or bonuses earned in the year.

(2) Includes PSUs, RSUs, DSUs and stock option grants.

22. Financial Instruments

Fair value

Fair values of financial assets and liabilities are determined based on available market information and valuation methodologies appropriate to each situation. Judgments are required in the interpretation of the market data to produce the most appropriate fair value estimates. The use of different market information and/or evaluation methodologies may have a material effect on the fair value amounts.

As at December 31, 2021, derivatives were measured at fair value based on Level 2 inputs.

The carrying values of cash and cash equivalents, short-term investments, accounts receivable, deposits, and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity or market rates of interest used to discount amounts. At December 31, 2021, the carrying value of loans and borrowings is $59.3 million while the face value is approximately $61.2 million. The contractual interest rates on these loans and borrowings are a close approximation of market rates of interest at December 31, 2021 (Level 2 of the fair value hierarchy).

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. The carrying amount of the financial assets below represents the maximum credit risk exposure as at December 31, 2021 and December 31, 2020:

	December 31, 2021	December 31, 2020
Cash and cash equivalents	$ 130,129	$ 62,508
Accounts receivable	30,704	20,353
Deposits and other non-current assets	1,295	595
	$ 162,128	$ 83,456

The Company invests cash and cash equivalents and short-term investments with financial institutions that are financially sound based on their credit rating. The Company's exposure to credit risk associated with accounts receivable is influenced mainly by the individual characteristics of each customer. The Company currently has five significant customers, all of which have no history of credit default with the Company. The Company has not incurred credit losses during the years ended December 31, 2021 and 2020 nor recognized a provision for credit losses.

Liquidity risk

Liquidity risk is the risk associated with the difficulties that the Company may have meeting the obligations associated with financial liabilities that are settled with cash payments or with another financial asset. The Company's approach to liquidity management is to ensure as much as possible that sufficient liquidity exists to meet their maturity obligations on the expiration dates, under normal and stressful conditions, without causing unacceptable losses or with risk of undermining the normal operation of the Company.

The table below shows the Company's maturity of non-derivative financial liabilities on December 31, 2021:

Non-derivative financial liabilities	Carrying value	Contractual cash flows	Up to 12 months	1 - 2 years	3 - 5 years	More than 5 years
Loans and borrowings (including interest)	$ 59,250	$ 62,041	$ 54,789	$ 3,066	$ 4,186	$ —
Accounts payable and accrued liabilities	66,546	66,546	66,546	—	—	—
Other non-current liabilities	5,067	16,246	308	7,302	7,984	652
Leases	7,110	7,265	4,867	1,770	628	—
Total	**$ 137,973**	**$ 152,098**	**$ 126,510**	**$ 12,138**	**$ 12,798**	**$ 652**

The Company also has derivative financial liabilities for foreign exchange and interest rate derivatives whose notional amounts and maturity information is disclosed below under foreign exchange currency risk and interest rate risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices. The purpose of market risk management is to manage and control exposures to market risks, within acceptable parameters, while optimizing return.

The Company may use derivatives, including forward contracts and swap contracts, to manage market risks.

(i) Foreign exchange currency risk

The Company's subsidiaries in Brazil are exposed to exchange risks related to the US dollars and Euros. In order to minimize currency mismatches, the Company monitors its cash flow projections considering future sales expectations indexed to US dollar variation in relation to the cash requirement to settle the existing financings.

The Company's exposure to foreign exchange currency risk at December 31, 2021 relates to $ 7.8 million (December 31, 2020 – $7.4 million) in loans and borrowings of MCSA denominated in US dollars and Euros. In addition, the Company is also exposed to foreign exchange currency risk at December 31, 2021 on $63.8 million due to an intercompany loan balance (December 31, 2020 - $ 83.1 million) which has contractual repayment terms. Strengthening (weakening) in the Brazilian Real against the US dollar at December 31, 2021 by 10% and 20%, would have increased (decreased) pre-tax net income by $7.0 million and $13.9 million, respectively (2020 – $8.9 million and $17.7 million). Strengthening (weakening) in the Brazilian Real against the Euro at December 31, 2021 by 10% and 20%, would have increased (decreased) pre-tax net income by $0.2 million and $0.4 million, respectively (2020 – $0.2 million and $0.4 million). This analysis is based on the foreign currency exchange variation rate that the Company considered to be reasonably possible at the end of the year. The analysis assumes that all other variables, especially interest rates, are held constant.

The Company may use derivatives, including forward contracts, collars and swap contracts, to manage market risks. At December 31, 2021, the Company has entered into foreign exchange collar contracts at zero cost for notional amounts of $179.5 million (December 31, 2020 - notional amount of $285.7 million) with an average floor rate of 4.24 BRL to US Dollar and an average cap rate of 4.76 BRL to US Dollar. The maturity dates of these contracts are from January 3, 2022 to December 28, 2022 and are financially settled on a net basis. The fair value of these contracts at December 31, 2021 was a liability of $28.7 million, (December 31, 2020 - $34.5 million) which is included in Derivatives in the statement of financial position. The fair value of these forward contracts as at December 31, 2021 was determined using an option pricing model with the following assumptions: discount rate of 2.74% - 2.80%, foreign exchange rate of approximately 5.59—6.17, and volatility of 15.69% - 17.92%.

The change in fair value of foreign exchange collar contracts was a gain of $ 3.9 million for the year ended December 31, 2021 (a loss of $ 34.5 million for the year ended December 31, 2020) and has been recognized in foreign exchange loss. In addition, during the year ended December 31, 2021, the Company recognized a realized loss of $22.2 million (realized loss of $20.8 million for the year ended December 31, 2020) related to the settlement of foreign currency forward collar contracts.

(ii) Interest rate risk

The Company is principally exposed to the variation in interest rates on loans and borrowings with variable rates of interest. Management reduces interest rate risk exposure by entering into loans and borrowings with fixed rates of interest or by entering into derivative instruments that fix the ultimate interest rate paid.

The Company is principally exposed to interest rate risk through its New Revolving Credit Facility of $ 50.0 million and Brazilian Real denominated bank loans of $3.5 million. Based on the Company's net exposure at December 31, 2021, a 1% change in the variable rates would have an impact of $0.5 million on pre-tax annual net income, without consideration of the effects of the interest rate swap contract below.

In order to mitigate the above volatility due to variable rates on loans, the Company entered into an interest rate swap contract to manage interest rate risk (see note 10(a)). At December 31, 2021, the floating interest on a notional amount of $50.0 million was swapped for a fixed interest rate of 1.68%. This interest rate swap transaction is in effect until March 31, 2025, with settlements made on a monthly basis. The fair value of this contract at December 31, 2021 was a liability of $1.0 million (December 31, 2020 - $2.5 million) and was included in Derivatives in the statement of financial position.

For the year ended December 31, 2021, the Company recognized a realized loss of $ 0.8 million (a realized loss of $1.6 million for the year ended December 31, 2020) and an unrealized gain of $1.3 million (an unrealized loss of $1.1 million for the year ended December 31, 2020), respectively, in relation to its interest rate swap derivatives.

(iii) Price risk

The Company may use derivatives, including forward contracts, collars and swap contracts, to manage commodity price risks. At December 31, 2021, the Company has provisionally priced sales that are exposed to commodity price changes (note 15). Based on the Company's net exposure at December 31, 2021, a 10% change in the price of copper would have an impact of $ 0.2 million on pre-tax net income.

23. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and production of its mine properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders.

The Company's capital consists of items included in shareholders' equity, debt facilities net of cash and cash equivalents.

Management reviews the capital structure on a regular basis to ensure that the above-noted objectives are met. The Company manages the capital structure and makes adjustments to it considering changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new loans and borrowings, common shares, or acquire or dispose of assets.

Certain loan agreements contain operating and financial covenants that could restrict the ability of the Company and its subsidiary, MCSA, to, among other things, incur additional indebtedness needed to fund its respective operations, pay dividends or make other distributions, make investments, create liens, sell or transfer assets or enter into transactions with affiliates. There are no other restrictions or externally imposed capital requirements of the Company.

24. Supplemental Cash Flow Information

	Year ended December 31,	
	2021	2020
Net change in non-cash working capital items:		
Accounts receivable	$ (12,180)	$ (13,266)
Inventories	(2,325)	(6,360)
Other assets	(8,297)	6,858
Accounts payable and accrued liabilities	10,366	(3,885)
Value added, payroll and other taxes	(2,662)	7,121
	$ (15,098)	$ (9,532)
Non-cash investing and financing activities:		
Change in mineral, property, plant and equipment from change in estimates for provision for rehabilitation and closure costs	2,225	(3,803)
Additions to property, plant and equipment by leases	10,205	2,439
Non-cash changes in accounts payable in relation to capital expenditures	3,551	(581)
Transfer of PSU from equity reserves to liabilities	9,389	—

25. Contingencies

Due to the nature of the Company's operations, various legal, tax, environmental and regulatory matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to

occur. The assessment of contingencies inherently involves the exercise of significant judgement and estimates of the outcome of future events. While the outcomes of these matters are uncertain, based upon the information currently available, the Company does not believe that these matters in aggregate will have a material adverse effect on its consolidated financial statements. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effect of these changes in its consolidated financial statements in the period in which such changes occur.

As of December 31, 2021, based on the opinion of its legal advisers, the Company has not recognized a provision for the following claims of MCSA and NX Gold as it is not probable that a cash outflow will occur.

	December 31, 2021	December 31, 2020
Social security tax (a)	$ 3,415	$ 2,879
Taxes (b)	9,531	11,633
Labour	1,219	968
Mining and other (c)	6,791	6,346
	$ 20,956	$ 21,826

(a) Social security tax
Social security claims relate to potential social security tax payments related to past payments to employees, including profit sharing, and payments made to external contractors. The Company strongly believes, based on precedent court case rulings, that part of the claim will be cancelled after administrative and judicial discussions. The estimated portion of the claim expected to be cancelled of $9.5 million is included in the table above.

(b) Tax

There are 122 tax claims (2020 – 121 tax claims) against MCSA which were evaluated as possible, but not probable, losses by external legal counsel. The main subjects under discussion for the tax claims involve the validity of tax credits used to offset federal taxes.

(c) Mining

In June 2019, MCSA was notified of five administrative claims filed by the Nacional Mining Agency regarding alleged differences in the calculation of certain sales taxes on mining revenue by MCSA. The Company, based on the opinion of its legal advisors, does not believe such claims will result in a probable cash outflow.

26. Subsequent events

In February 2022, the Company closed an offering of $ 400 million aggregate principal amount of Senior Notes due 2030 (the "Notes"). Interest on the Notes accrues at an annual rate of 6.50%, payable semi-annually in arrears. The Notes mature on February 15, 2030. MCSA is currently the only guarantor of the Notes on a senior unsecured basis. The Notes are direct, senior obligations of the Company and MCSA, and are not secured by any mortgage, pledge or charge. Estimated transaction costs related to the offering of the Notes was $8.5 million.

Pursuant to closing of the Notes offering, the Company repaid the outstanding balance under its New Revolving Credit Facility of approximately $50 million and reduced the size of its New Revolving Senior Credit Facility from $ 150 million to $75 million, with an accordion option to increase to $100.0 million at the election of the Company.

Exhibit 99.4

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a),
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David Strang, certify that:

1. I have reviewed this annual report on Form 40-F of Ero Copper Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the issuer and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (c) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

/s/ David Strang
David Strang
Chief Executive Officer
(Principal Executive Officer)

Date: March 11, 2022

Exhibit 99.5

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a),
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Wayne Drier, certify that:

1. I have reviewed this annual report on Form 40-F of Ero Copper Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the issuer and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (c) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

/s/ Wayne Drier
Wayne Drier
Chief Financial Officer
(Principal Financial Officer)

Date: March 11, 2022

Exhibit 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

This certificate is being provided in connection with the Annual Report on Form 40-F of Ero Copper Corp. (the "Company") for the financial year ended December 31, 2021 (the "Report"), filed with the Securities and Exchange Commission on the date hereof.

I, David Strang, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Strang
David Strang
Chief Executive Officer
(Principal Executive Officer)

Dated: March 11, 2022

Exhibit 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

This certificate is being provided in connection with the Annual Report on Form 40-F of Ero Copper Corp. (the "Company") for the financial year ended December 31, 2021 (the "Report"), filed with the Securities and Exchange Commission on the date hereof.

I, Wayne Drier, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Wayne Drier
Wayne Drier
Chief Financial Officer
(Principal Financial Officer)

Dated: March 11, 2022

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Ero Copper Corp.

We consent to the use of our report, dated March 8, 2022, with respect to the consolidated financial statements of Ero Copper Corp. included in this Annual Report on Form 40-F.

/s/ KPMG LLP

Chartered Professional Accountants

March 11, 2022
Vancouver, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.
KPMG Canada provides services to KPMG LLP.

Exhibit 99.9

CONSENT OF PORFIRIO CABALEIRO RODRIGUEZ

The undersigned hereby consents to the use of the reports listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

2. Technical Report on the NX Gold Mine entitled "Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina", dated January 8, 2021 with an effective date of September 30, 2020.

Yours truly,

/s/ Porfirio Cabaleiro Rodriguez
Porfirio Cabaleiro Rodriguez, FAIG
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.10

CONSENT OF PAULO ROBERTO BERGMANN

The undersigned hereby consents to the use of the reports listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

2. Technical Report on the NX Gold Mine entitled "Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina", dated January 8, 2021 with an effective date of September 30, 2020.

Yours truly,

/s/ Paulo Roberto Bergmann
Paulo Roberto Bergmann, FAusIMM
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.11

CONSENT OF BERNARDO HORTA DE CERQUEIRA VIANA

The undersigned hereby consents to the use of the reports listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

2. Technical Report on the NX Gold Mine entitled "Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina", dated January 8, 2021 with an effective date of September 30, 2020.

Yours truly,

/s/ Bernardo Horta de Cerqueira Viana
Bernardo Horta de Cerqueira Viana, MAIG
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.12

CONSENT OF FÁBIO VALÉRIO CÂMARA XAVIER

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

Yours truly,

/s/ Fábio Valério Câmara Xavier
Fábio Valério Câmara Xavier, MAIG
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.13

CONSENT OF DR. AUGUSTO FERREIRA MENDONÇA

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

Yours truly,

/s/ Dr. Augusto Ferreira Mendonça

Dr. Augusto Ferreira Mendonça, RM SME
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.14

CONSENT OF DR. BECK (ALIZEIBEK) NADER

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the MCSA Mining Complex entitled "2020 Updated Mineral Resources and Mineral Reserves Statements of Mineração Caraíba's Vale do Curaçá Mineral Assets, Curaçá Valley", dated January 14, 2021 with an effective date of October 1, 2020.

Yours truly,

/s/ Dr. Beck (Alizeibek) Nader
Dr. Beck (Alizeibek) Nader, FAIG
BNA Mining Solutions

Dated: March 11, 2022

Exhibit 99.15

CONSENT OF LEONARDO DE MORAES SOARES

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the NX Gold Mine entitled “Mineral Resource and Mineral Reserve Estimate of the NX Gold Mine, Nova Xavantina”, dated January 8, 2021 with an effective date of September 30, 2020.

Yours truly,

/s/ Leonardo de Moraes Soares
Leonardo de Moraes Soares, MAIG
GE21 Consultoria Mineral Ltda.

Dated: March 11, 2022

Exhibit 99.16

CONSENT OF KEVIN MURRAY

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission.

1. Technical Report on the Boa Esperança Project entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021.

Yours truly,

/s/ Kevin Murray

Kevin Murray, P. Eng.
Ausenco Engineering Canada Inc.

Dated: March 11, 2022

Exhibit 99.17

CONSENT OF ERIN L. PATTERSON

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission.

1. Technical Report on the Boa Esperança Project entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021.

Yours truly,

/s/ Erin L. Patterson

Erin L. Patterson, P.E.
Ausenco Engineering USA South Inc.

Dated: March 11, 2022

Exhibit 99.18

CONSENT OF SCOTT C. ELFEN

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission.

1. Technical Report on the Boa Esperança Project entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021.

Yours truly,

/s/ Scott C. Elfen

Scott C. Elfen, P.E.
Ausenco Engineering Canada Inc.

Dated: March 11, 2022

Exhibit 99.19

CONSENT OF CARLOS GUZMÁN

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the Boa Esperança Project entitled "Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update", dated November 12, 2021 with an effective date of August 31, 2021.

Yours truly,

/s/ Carlos Guzmán

Carlos Guzmán, FAusIMM RM CMC
NCL Ingeniería y Construcción SpA

Dated: March 11, 2022

Exhibit 99.20

CONSENT OF EMERSON RICARDO RE

The undersigned hereby consents to the use of the report listed below, and the information derived therefrom, as well as to the reference to his name, in each case where used or incorporated by reference in the Annual Report on Form 40-F of Ero Copper Corp., including in the Annual Information Form filed as an exhibit thereto, being filed with the United States Securities and Exchange Commission, and any amendments thereto.

1. Technical Report on the Boa Esperança Project entitled “Boa Esperança Project NI 43-101 Technical Report on Feasibility Study Update”, dated November 12, 2021 with an effective date of August 31, 2021.

Yours truly,

/s/ Emerson Ricardo Re

Emerson Ricardo Re, MSc, MBA
MAusIMM (CP) (No. 305892)
Registered Member (No. 0138) (Chilean Mining Commission)
Resource Manager of Ero Copper Corp.

Dated: March 11, 2022