



ANNUAL INFORMATION FORM

For the Fiscal Year Ended June 30, 2023

October 27, 2023

IBC Advanced Alloys Corp.

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Preliminary Notes

Effective Date of Information

This annual information form (“AIF”) of IBC Advanced Alloys Corp. is dated October 27, 2023. The information in this AIF is as of June 30, 2023 unless otherwise indicated. As used in this AIF, the terms “IBC”, the “Company”, “we”, “us”, and “our” mean IBC Advanced Alloys Corp., unless otherwise indicated.

Cautionary Note Regarding Forward-Looking Statements

This AIF and certain documents incorporated by reference contain forward-looking statements. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative and grammatical variations) of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and are effective only as of October 24, 2023. These assumptions, which include, management’s current expectations, estimates and assumptions about certain projects and the markets we operate in, the global economic environment, interest rates, exchange rates and, our business strategy, plans, outlook and shareholder value, projections, targets and expectations and our ability to manage our assets and operating costs, may prove to be incorrect.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, including:

- our estimates regarding capital requirements;
- future production, future cash and total costs of production for our manufacturing operations;
- our expectations with respect to future acquisitions and joint venture transactions with third parties;
- changes in general economic conditions, the financial markets and the demand of our products;
- changes in, and the effects of, the laws, regulations and government policies affecting operations, particularly laws, regulations and policies; and
- uncertainties in the market price for minerals and metals, such as copper, and exchange rates.

Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Other factors that could cause actual results to differ materially include, but are not limited to, those set forth herein under “Risk Factors”. Also, many of the factors are beyond our control. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update forward-looking statements or information as a result of

new information or events after the date hereof except as may be required by law. All forward-looking statements and information made in this AIF are qualified by this cautionary statement.

Information Incorporated by Reference

The information contained in the following documents is incorporated by reference as part of this AIF:

- (1) our audited consolidated annual financial statements as at June 30, 2023, together with the auditor's report and management's discussion and analysis;
- (2) our management information circular dated October 31, 2022, pertaining to our annual general and special meeting of shareholders held on December 8, 2022;
- (3) all documents, including material change reports and quarterly interim financial statements, including management's discussion and analysis, as filed with securities commissions in accordance with the requirements of National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102").

These documents are available for viewing on SEDAR at www.sedarplus.com under IBC's profile. Copies are also available upon request from our offices. All financial information in this AIF has been prepared in accordance with accounting policies consistent with International Financial Reporting Standards ("IFRS").

Purpose

This AIF is prepared in accordance with Form 51-102F2 and NI 51-102 established by the Canadian Securities Administrators, for the limited purpose of providing material information about us and our business at a certain point in time, in the context of its historical and possible future developments.

Currency

Financial amounts, other than amounts per share or per pound, are presented in thousands of United States dollars ("\$\$") unless indicated otherwise. Canadian dollar amounts are denoted by "C\$". Exchange rates between the United States dollar and the Canadian dollar were:

	2023	2022
At June 30, \$1.00 =	C\$1.3240	C\$1.2886
Average for the year ended June 30, \$1.00 =	C\$1.3397	C\$1.2658

Corporate Structure

Name, Address and Incorporation

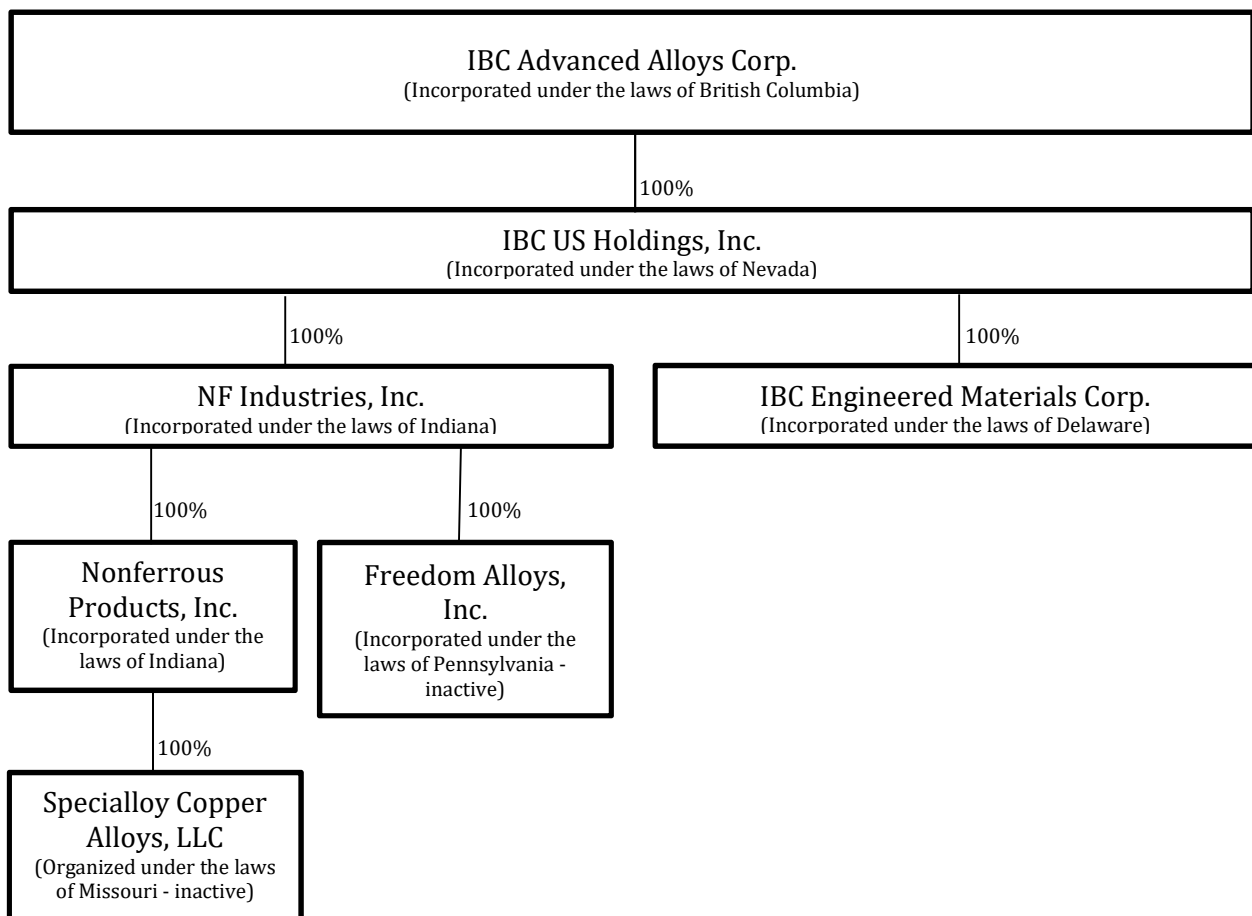
IBC Advanced Alloys Corp. ("IBC") was incorporated under the British Columbia Business Corporations Act (the "BCBCA") on December 11, 2002 as 659975 BC Ltd. and, on November 10, 2003, we changed our name to Janina Resources Limited. On November 23, 2007, operating as Janina Resources Limited, we completed a business combination with Horn Rare Metals Ltd. ("HRM"). The transaction was affected by way of a statutory amalgamation with HRM. HRM was incorporated under the BCBCA on June 6, 2006. In connection with the amalgamation, we changed our name from Janina Resources Limited to International Beryllium Corporation. On March 2, 2009, we changed our name to IBC Advanced Alloys Corp.

Our corporate office address is 401 Arvin Road, Franklin, IN 46131 and our common shares trade on the TSX Venture Exchange (the "TSX-V") under the symbol "IB" and on the OTCQB International under the

symbol (“IAALF”). Our registered and records office at the date of this AIF is 595 Burrard St Suite 2600, Vancouver, BC V7X 1L3.

Intercorporate Relationships

The following is an organizational chart that represents the current intercorporate relationships among us and our significant subsidiaries.



NF Industries, Inc. and its subsidiaries are operationally known as our Copper Alloys division. IBC Engineered Materials Corp. is our Engineered Materials division.

General Development of the Business

We are primarily engaged in developing and manufacturing advanced alloys, such as beryllium-aluminum alloys and specialty copper alloys, for a variety of customers in the defense and non-defense sectors, including those in aerospace, automotive, marine defense, electronics, industrial equipment, oil and gas, among others. We operate two plants in the United States (“US”) that manufacture, heat-treat, machine or market copper-beryllium, beryllium-aluminum, copper-based master alloys and similar specialty alloy products including beryllium-aluminum castings. Our manufacturing operations currently employ 74 people. Our manufacturing operations comprise two divisions: Copper Alloys and Engineered Materials.

- Copper Alloys manufactures and distributes a wide variety of copper alloys as castings and forgings: beryllium copper, chrome copper, oxygen-free high conductivity copper and aluminum

bronze as plate, block, bar, rings and specialty copper alloy forgings for the industrial welding, oil and gas, plastic mold, metal melting, marine defense, electronic, and industrial equipment markets.

- Engineered Materials manufactures and supplies high-performance, precision-cast beryllium-aluminum components to the aerospace and high-tech manufacturing sectors.

From time to time, we sponsor and assist in research initiatives to create new market opportunities. Our current research and development (“R&D”) focus is on developing scandium-containing aluminum alloys. We have significant in-house expertise in the development of these high-performance alloys.

Three-Year History

In July 2020, we appointed Mark Smith, IBC Board Chairman, as Chief Executive Officer. Mr. Smith retains his role as IBC Chairman. In association with the appointment, we granted Mr. Smith 2,000,000 incentive stock options with an exercise price of \$0.15 per share and exercisable to July 7, 2025.

In July 2020, we granted 600,000 incentive stock options to non-executive directors with an exercise price of C\$0.21 and exercisable to July 15, 2025.

In August 2020, we were awarded \$1.9 million in new orders for investment-cast, beryllium-aluminum components from a major U.S. defense contractor. The purchase order is for additional beryllium-aluminum components currently manufactured by IBC, as well as for new beryllium-aluminum components.

In October 2020, we secured renewals of our existing line of credit and term loan with BMO. The renewals extended the line of credit and term loan until September 30, 2021.

In November 2020, we announced that we had closed on a second funding under the previously announced convertible security funding agreement with Lind Global Macro Fund, LP, an entity managed by The Lind Partners, LLC, a New York based institutional fund manager. Lind advanced to us C\$1,400,000 less a closing fee of C\$70,000 in consideration for the issuance of a convertible security in the principal amount of C\$1,400,000 and an aggregate face value of C\$1,680,000. The convertible security has a 24-month term and is convertible into up to 9,172,413 common shares at a conversion price of C\$0.145 per share. Lind also received 9,172,413 common share purchase warrants, exercisable until November 25, 2022 with an exercise price of C\$0.145.

In December 2020, we announced that we had been awarded new purchase orders totaling approximately \$9.7 million from Lockheed Martin to produce two aerospace-qualified beryllium-aluminum components for the F-35 Lightning II aircraft over the next 26 months. The contract expanded our work for the F-35 platform to include a second part for the F-35 – the gimbal mounting ring – which was previously made by a competitor. In March 2021, we began delivering the second part for the F-35 the gimbal mounting ring under this award.

In April 2021 we announced that we were awarded new purchases orders totaling \$1.0 million from Raytheon to produce for beryllium alloy parts that are used in Raytheon Technologies (NYSE: RTX) Advanced Targeting Forward Looking Infrared (ATFLIR) system for the U.S. Navy’s F/A-18 Super Hornet aircraft.

In April 2021 we satisfied our obligations under the first funding under the loan agreement with Lind Global Macro Fund per the convertible security agreement dated May 5, 2019. We remitted the final payment prior to the May 31, 2021 due date.

On July 29, 2021, we replaced our line of credit facilities with BMO Harris Bank with an accounts sale and purchase ("ASPA") agreement and a line of credit facility with other financial institutions. The line of credit agreement with Iron Horse Credit, LLC with a facility limit of \$4,000,000 which bears interest at 1.166% per month. We also entered into an account sale and purchase agreement ("ASPA") to provide \$4,000,000 in advance purchase financing between Sallyport Commercial Finance LLC and our subsidiaries. The ASPA bears interest at the prevailing prime rate plus 2% per year. The initial term of both the line of credit and the ASPA is 12 months with an inter-creditor facility between Iron Horse Credit, LLC and Sallyport Commercial Finance LLC which requires that we maintain a minimum debt service coverage and positive cash flows as it pertains to the Company's operations.

On October 4, 2021, we entered into a financing agreement among Utica Leaseco LLC and Utica Equipment Finance, LLC (collectively, "Utica") and certain of our U.S. subsidiaries. With the financing agreement with Utica, we granted a security interest in certain equipment located on our premises in exchange for \$900,000 in connection with a term loan for a four-year term. We will make 51 monthly payments of \$24,390, with the monthly payments increasing by 1.00% for every 0.25% increase to the prime rate of Comerica Bank. We used the proceeds of the financing to fund the Copper Alloys consolidation and expansion and for working capital purposes.

On October 14, 2021, we completed a second definitive funding agreement with the Lind Partners for an initial amount of \$1,500,000 less a \$75,000 closing fee. We have executed a convertible security funding agreement (the "Agreement") for the issue of a convertible security in the principal amount of \$1,500,000 (the "Convertible Security") to Lind Global Fund II, LP, managed by the Lind Partners, LLC (together, the "Investor" or "Lind"). The Convertible Security will have a principal amount of \$1,500,000 with prepaid interest amount of \$187,500 for an aggregate face value of \$1,687,500 (the "Face Value") and have a 24-month term. The Principal Amount will be convertible into our common shares at the option of the Investor at a fixed conversion price per share of C\$0.21. We will make monthly repayments of \$75,000 commencing four months after the closing of the investment and issuance of the \$1,500,000 Convertible Security. In connection with the issuance of the Convertible Security, the Investor received 4,270,591 common share purchase warrants with an exercise price equal to C\$0.21 which expire in October 2023. The Investor will have the right to invest another \$750,000 with an additional interest amount of \$93,750 with pro-rata terms and fees.

In October 2021, we named Ben Rampulla to serve as our Chief Technology Officer and appointed Mark Doelling, a 30-year veteran of the specialty alloy industry, to lead our Engineered Materials division, replacing Mr. Rampulla. Mr. Doelling has worked for more than 30 years to grow companies in the turbine engine and industry markets that supply Original Equipment Manufacturers.

In January 2022, we completed the payments on the \$1,700,000 term loan with BMO Harris Bank, fully satisfying the obligations on this mortgage.

In April 2022, we entered into an amendment and extended our credit and security agreement with Iron Horse Credit, LLC through July 28, 2023. Additionally, we entered into an amendment and extended the accounts sale and purchase agreement with Sallyport Commercial Finance, LLC. The inter creditor facility between Sallyport Commercial Finance LLC and Iron Horse Credit, LLC continues.

In April 2022, we satisfied the principal obligations with Lind Global Macro Fund per the second funding under the definitive convertible security funding agreement with the issuance of shares upon Lind Global Macro Fund 's conversion with an issue date value of C\$513,000.

In July 2022, we entered into an Amendment no. 2 to the Credit and Security agreement with Iron Horse Credit, LLC where the maximum revolver amount has been increased from \$4,000,000 to \$5,000,000. All other terms are substantially the same as the original agreement.

In August 2022, we entered into a credit facility agreement with Mark A. Smith, CEO, and chairman of the board of the directors. The non-revolving credit facility in the amount of up to \$1,200,000 included an establishment fee of 2.5% of the amount drawn down with a term expiring on February 19, 2023. The credit facility bears interest at 10% per annum calculated monthly in arrears and is payable on the date of the repayment of the loan. We drew down the full amount of the credit facility in August 2022. The maturity date was subsequently extended to December 31, 2024.

In October 2022, we received a purchase order valued at \$2,900,000 to supply specialized copper alloy forged components to a customer working as part of a classified U.S. Department of Defense program.

In October 2022, we entered into an agreement to supply BeAl alloy components to L3Harris Technologies (NYSE:LHX) for use in an undisclosed aerospace application.

In June 2023, we received a signed Lockheed Martin (LM) purchase order for \$3,100,000 to provide specialized alloy parts to a customer working as part of a classified U.S. Department of Defense program.

In August 2023, we entered a term loan (the "Term Loan") with Sallyport Commercial Finance, LLC ("Sallyport") and amendments to existing credit facilities with Sallyport and Iron Horse Credit, LLC ("Iron Horse") with access to funding of \$7,000,000. Following the repayment of the outstanding principal owed on our 9.5% Senior Unsecured Debentures and 8.25% Senior Unsecured Convertible Debenture due on September 5, 2023, we expect to have approximately \$4,000 available for working capital.

- The Term Loan is governed by a real estate lien note between the Subsidiaries and Sallyport which provided the subsidiaries with \$3,000 secured by a mortgage and assignment of rents granted by Nonferrous Products, Inc., one of the Subsidiaries. The Term loan has a term of nine months and bears interest at prime plus 6.75% per annum with interest only payment for 6 months then payments comprised principal of \$150 plus interest beginning in month 7.
- The amendments will upsize and amend account sale and purchase agreement ("the ASPA") with Sallyport and the subsidiaries and the credit and security agreement ("the Credit Agreement") with Iron Horse and the subsidiaries. Sallyport will increase the maximum size of the credit facility to \$7,000 and amend the structure from the ASPA to a batch or bulk factoring facility. Iron Horse will increase the maximum size of the credit facility to \$6,000.

In October 2023, we entered into an agreement with Loeb equipment term loan ("Loeb loan") that provided us with \$1,781 in exchange for a security interest in its machinery and equipment. The Loeb loan bears interest at prime plus 6.5% per annum, is amortized over 5 years with interest only payment for the first 4 weeks, then going forward principal & interest payment are due weekly. Nonferrous Products, Inc received proceeds of \$1,551 from the Loeb Loan which has a 3-year term. IBC Engineered Materials Corp will be receiving proceeds of \$230 from the Loeb Loan which has a 2-year term. Upon receipt of the proceeds the Term loan with Utica was satisfied in full prior to its maturity date of January 4, 2026.

In October 2023, we received a signed Lockheed Martin (LM) purchase order for \$7,400 to provide specialized alloy parts to a customer working as part of a classified U.S. Department of Defense program.

In October 2023, the Company announced that it is currently exploring strategic options with potential partners, investors, and others regarding its Massachusetts-based Engineered Materials Division, which produces beryllium-aluminum alloy components for defense and commercial applications, including potential joint ventures, a restructuring, a sale, or other options.

Historical Information

On September 8, 2017, an award was issued in favor of claimant Gerald Hoolahan against IBC Advanced Alloys Corp. The award, in the amount of \$1.2 million plus attorney's fees, costs, and expenses in the amount of \$155 was granted by the American Arbitration Association's International Centre for Dispute Resolution. The amount has been accrued and the matter was under appeal. On March 27, 2019, we received notice of the U.S. District Court for the District Massachusetts affirming the September 8, 2017 arbitration award made in favor of Gerald Hoolahan. We appealed this decision. Subsequently, on January 22, 2020, the U.S. Court of Appeals for the First Circuit affirmed the judgment of the U.S. District Court for the District of Massachusetts, which found in favor of Mr. Hoolahan. We are evaluating its payment options with respect to the award granted to Mr. Hoolahan.

Significant Acquisitions

We did not complete any significant acquisitions in the most recently completed fiscal year. We have historically focused on acquiring certain complementary manufacturing operations, which currently comprise our Copper Alloys and Engineered Materials operations, to further develop our business. Our manufacturing infrastructure and processes are complementary, and all operations suitably integrate into our manufacturing value chain.

Description of the Business

General

As of June 30, 2023, we had two manufacturing operations in the United States that employ a total of 74 people.

Manufacturing	
Copper alloys	37
Engineered materials	<u>27</u>
Total	64
Corporate	<u>10</u>
<u>Total</u>	<u>74</u>

Our products are broadly divided into specialty copper alloys, produced by our Copper Alloys division and beryllium aluminum castings produced by our Engineered Materials division.

We are able to purchase beryllium from a U.S. producer, from the U.S. National Defense Stockpile, and from Ulba Metallurgical Plant ("Ulba"), owned by Kazatomprom of Kazakhstan. We currently source our vacuum-cast beryllium and beryllium copper master alloy from Ulba, and we have entered into long-term beryllium and beryllium copper master alloy supply agreements with Ulba lasting through 2023.

Copper Alloys

We manufacture and distribute a wide variety of copper alloys as castings, forgings and machined components in: high purity oxygen free copper, beryllium copper, chrome copper and aluminum bronze as plate, block, bar, rings and specialty copper alloy forgings for industrial welding, oil and gas, plastic mold, power generation, metal melting, marine defense, electronic and industrial equipment markets. We sell directly to end users and serve some markets through a network of established dealers and distributors.

Our Copper Alloys operation is based in Franklin, Indiana, where we maintain a casting, forging (hammer, press and ring rolling), heat-treating and machining operation. Our Franklin plant operates from a 7,711 square meter (83,000 square foot) manufacturing plant on 4.8 hectares (12 acres) of land that we own. There is room for significant expansion of plant operations on the current site.

We offer our customers a full range of manufacturing and support services including metallurgical engineering, casting, forging, heat treatment and machining. We have strong technical and manufacturing engineering resources in the highly specialized copper alloy industry.

The alloys that we sell include oxygen-free, high conductivity copper (C10100, C10700), beryllium-copper (C17200, C17510 and CCNB), aluminum-bronze alloys (C61400, C62400, C62500, C95400, C63000 and C63200), chrome coppers (C18150, C18200), naval bronze (C46400), cupro nickels (C70600, C71500) and other specialty copper alloys such as (C18000) and our proprietary Be free Thermal-Mould™ Super.

Along with the alloys we cast we additionally source copper alloys in cast billet, slab and ingot from mills in North America, Europe and Asia and convert these into usable industrial products serving the industrial welding, oil and gas, plastic mold, metal melting, marine defense, electronic and industrial equipment markets. We also provide tooling components for the North American automotive industry, the European and North American consumer plastic tooling producers, the global oil and gas service industry, the prime North American submarine and aircraft carrier producers and repair facilities including the US Navy, electronics industries and general equipment manufacturers. We are an approved forge vendor for General Dynamics Electric Boat and Newport News Shipbuilding.

Engineered Materials

Engineered Materials supplies high-performance beryllium-aluminum components to the aerospace and high-tech manufacturing sectors. We currently manufacture the Beralcast® and family of metal matrices that can be used in commercial and military applications requiring complex, lightweight or high-stiffness parts. We have additional, higher-performance products in development. Using our proprietary manufacturing techniques, we plan to make beryllium-aluminum components more accessible and cost-effective. In general, Beralcast® alloys serve as a higher-performance or lower-cost replacement materials for cast aluminum, magnesium, titanium, metal matrix composites, non-metallic composites, and pure beryllium or powder metallurgy beryllium-aluminum. Some of the varied applications include automotive braking and structural components and aerospace and satellite system components. We have trade name rights to Beralcast®; proprietary know-how; manufacturing equipment; marketing and supply agreements; and US beryllium stockpile bidding requirements and bona fides. Since the manufacturing process is different from that employed for Copper Alloys, we operate a separate manufacturing facility optimized for Beralcast® alloys. Our Wilmington, Massachusetts plant covers 5,800 square meters of warehouse and office space in a leased facility. The plant provides room for expansion and will satisfy our production requirements for the foreseeable future.

We are developing Engineered Materials' business by undertaking product-focused development initiatives with an emphasis on defense applications. Generally, the process is as follows:

- Memorandum of understanding – The first step is to assess the feasibility of using Beralcast® in the customer's application.
- Non-recurring engineering – At various stages between the initial feasibility assessment and production, we and our customer engage in engineering work to tailor the part design to the material and assess its performance.
- Hard tooling – Once production is likely, the customer asks us to design, manufacture and implement hard tooling to be included as part of final qualification process. Although not a guarantee that a production order will follow, a hard tooling contract is a very strong indication that the customer expects to enter volume production of the component.
- LRIP (low-rate initial production) – New programs typically work through a start-up phase to iron out problems before production reaches long-term levels. As part of the first production run, we work with our customer on various quality assurance steps culminating in the first article inspection.
- Volume production.

We are currently working on various initiatives at stages from memorandum of understanding to volume production.

Principal Markets

Our focus is on the development and manufacturing of advanced alloys, in particular beryllium-aluminum alloys and specialty copper alloys, through our manufacturing operations. As of June 30, 2023, our business comprised three segments: (1) Copper Alloys, which manufactures beryllium copper and other specialty copper alloy products; (2) Engineered Materials, which produces beryllium aluminum castings; and (3) Corporate.

Year ended June 30	2023 (\$000s)	2022 (\$000s)
Segment revenues		
Copper Alloys	21,511	13,692
Engineered Materials	7,036	13,219
Corporate	-	-
Total revenues	28,547	26,911
Segment operating income (loss)		
Copper Alloys	2,926	(505)
Engineered Materials	(5,391)	1,444
Corporate	(957)	(682)
Income (loss) before other items	(3,422)	257

Distribution Methods

Our operations manufacture, heat-treat, machine, develop and market copper-beryllium, beryllium-aluminum, copper-based master alloys and similar specialty alloy products and have an extensive distribution network in which our products are indirectly or directly distributed to customers including to end users, distributors, fabricators and manufacturers.

Competitive Conditions

Our competitors for our manufacturing operations include producers and distributors of copper and beryllium products and alloys who have an established customer base and, some of which have considerably more financial, marketing, and human resources than us.

Our two main competitors in beryllium markets are Materion Corporation (“Materion”) and NGK Metals Corporation (“NGK”), both of which have substantially greater financial, marketing, technological, production and supply resources than us. Materion and NGK are global corporations with multiple operating divisions focusing on several industries including, but not limited to aerospace, oil and gas, automotive, defense, plastic tooling, resistance welding and marine components. With the acquisition of our subsidiaries, we are able to cater to a number of these industries. Our competitors have established business with long-histories of revenue and established client-purchaser relationships. While our subsidiaries have established long-standing customer accounts, they are smaller in scope and rely on our ability to provide products in a variety of orders and sizes, depending on supply for raw materials.

Also, Materion and NGK have patent and registered trade names for many of their alloy products. We introduced the Thermal-Mould™ Super product for mould-tooling applications and plan to expand our product line to include other specialty alloy products using beryllium, aluminum, copper and nickel. We have US trademark registration for the Beralcast logos and word marks, which cover our Beralcast® alloys. Our competitive position within the specialty alloys sector may be affected by factors including securing sources of supply, capacity, the acquisition and retention of qualified employees and proximity to the market.

Risk Factors

Due to the nature of our business, which is dependent on several factors, including, but not limited to, manufacturing efficiencies, customer confidence, supply and demand for product, an investment in any securities of IBC is speculative and involves a degree of risk. In addition to the matters set out elsewhere in this AIF, the following are also risks related to our business. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in our business.

We may experience disruptions of our manufacturing operations

From time to time, our operations are adversely affected by disruptions caused by such things as raw materials supply problems, water line failures, power outages, equipment failures, labor turnover, and adverse weather. These issues normally only cause short-term interruptions but can affect our ability to meet our quarterly revenue and profitability objectives.

Our products need to meet product specifications

Most of the products that we manufacture are required to conform to a specification. Some of these specifications are very exacting. Small variations in process can cause our products to fall short of the required standard. In addition, customers’ requirements can change from time to time. If we are unable to address these specification issues in a timely manner, we are at risk of losing short-term revenue and even long-term production contracts.

We are indebted with credit facilities

In July 2022, we entered into an Amendment no. 2 to the credit and security agreement with Iron Horse Credit, LLC where the maximum revolver amount has been increased from \$4,000,000 to \$5,000,000. All other terms are substantially the same as the original agreement.

In August 2022, we entered into a credit facility arrangement with Mark A. Smith, our CEO, and chairman of the board of the directors. The non-revolving credit facility in the amount of up to \$1,200,000 with a term expiring on February 19, 2023. The maturity was extended to December 31, 2024.

In May 2023, we entered into a second credit facility arrangement with Mark A. Smith, our CEO, and chairman of the board of the directors. The non-revolving credit facility in the amount of up to \$1,400,000 with a term expiring on August 31, 2023. Subsequently, the maturity was extended to December 31, 2024.

In June 2023, we received approval from 50% or more of the holders of the Debentures for a 90-day extension of the C\$3,500,000 8.25% convertible debentures and C\$182,000 non-convertible debentures with an aggregate value of \$2,700,000 that originally matured on June 6, 2023. The extended maturity date is now September 5, 2023.

In August 2023, we entered into a term loan (the "Term Loan") with Sallyport Commercial Finance, LLC ("Sallyport") and amendments to existing credit facilities with Sallyport and Iron Horse Credit, LLC ("Iron Horse") with access to funding of \$7.0 million. Following the repayment of the outstanding principal owed on the 9.5% Senior Unsecured Debentures and 8.25% Senior Unsecured Convertible Debenture due on September 5, 2023, we expects to have approximately \$4.0 million available for working capital.

- The Term Loan is governed by a real estate lien note between the Subsidiaries and Sallyport which provided the subsidiaries with \$3.0 million secured by a mortgage and assignment of rents granted by Nonferrous Products, Inc., one of the Subsidiaries. The Term loan has a term of nine months and bears interest at prime plus 6.75% per annum with interest only payment for 6 months then payments comprised principal of \$150,000 plus interest beginning in month 7.
- The amendments will upsize and amend account sale and purchase agreement ("the ASPA") with Sallyport and the subsidiaries and the credit and security agreement ("the Credit Agreement") with Iron Horse and the subsidiaries. Sallyport will increase the maximum size of the credit facility to \$7.0 million and amend the structure from the ASPA to a batch or bulk factoring facility. Iron Horse will increase the maximum size of the credit facility to \$6.0 million.

In October 2023, we entered into an agreement with Loeb equipment term loan ("Loeb loan") that provided our with \$1,781 in exchange for a security interest in its machinery and equipment. The Loeb loan bears interest at prime plus 6.5% per annum is amortized over 5 years with interest only payment for the first 4 weeks, then going forward principal & interest payment are due weekly. Nonferrous Products, Inc received proceeds of \$1,551 from the Loeb Loan which has a 3-year term. IBC Engineered Materials Corp will be receiving proceeds of \$230 from the Loeb Loan which has a 2-year term. Upon receipt of the proceeds the Term loan with Utica was satisfied in full prior to its maturity date of January 4, 2026.

We will require significant amounts of additional capital in the future

We have limited financial resources. We plan to make substantial capital expenditures related to manufacturing and production. In particular, we will have further capital requirements as we expand our present business activities or if we take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to us.

The success of our manufacturing operations is dependent on demand for our products

Our business is subject to maintaining an adequate level of customer orders and bookings; a variable market price and cost for raw materials and metals; and being able to procure arrangements to introduce new products and technologies in order to run a viable business. Our customers, through our subsidiaries, are either distributors or end users of our products. Customer need for certain products varies and our inventory and backlog levels are subject to such variable customer orders.

We are currently dependent on single-source suppliers for beryllium and other materials

Our proprietary Beralcast® castings and many of our copper alloys use beryllium which is a specialty metal that is produced by a limited number of companies globally. We are able to purchase beryllium from a U.S. producer, from the U.S. National Defense Stockpile, and from Ulba, owned by Kazatomprom of Kazakhstan. We currently source our vacuum-cast beryllium and beryllium copper master alloy from Ulba, and we have entered into long-term beryllium and beryllium copper master alloy supply agreements with Ulba lasting through 2023. Ulba's ability to honor its supply obligations will depend on its ability to source raw materials. We understand that production uses long-term stockpiles; however, any disruptions in Ulba's ability to manufacture beryllium or CTMA (Carbothermic Master Alloy) to our specifications would have a materially adverse effect on our business. Our ability to purchase those supplies also is contingent upon a continuation of current U.S. laws and regulation governing such purchases.

We are dependent upon several suppliers of our base materials and alloying agents as sole-source suppliers

Approximately 80% of our materials purchased, including those from Ulba as described above, are primarily from these sole-source suppliers. Any disruptions in these suppliers' ability to manufacture our base materials and alloying agents could have a materially adverse effect on our short-term revenue, while we seek to engage alternative sources.

Other businesses may develop beryllium aluminum casting techniques

To the best of our knowledge, we and Materion are the only companies capable of producing beryllium aluminum castings. Materion may be able to disrupt the market for our castings with the result that we lose sales or suffer a reduction of our margins. Other companies may develop casting or additive manufacturing technologies that produce superior parts or are more cost-effective than our casting methods.

Our business may be adversely affected by changes in the market price of copper

Copper is a significant proportion of many of the alloys that we produce. Copper prices were about \$4.28 per pound in June 2021, \$3.69 in June 2022, \$3.74 in June 2023 and \$3.58 at the date of this document¹, but have been subject to significant fluctuation in the past. The change in copper prices has a significant effect on revenues and affects short-term profitability because there is a corresponding change in cost of sales. In the longer term, changes in copper price are passed through to our customers. Further significant fluctuations in the price of copper will continue to have an effect on our revenues.

We face competition from other manufacturing and distribution companies of special alloys, metals and materials

Our competitors are producers and distributors of advanced alloys and materials, including beryllium-containing alloys and other specialty alloy products. Our main competitors, specifically Materion and NGK,

¹ Source: www.quandl.com

have an established customer base in North America and Asia, respectively, and have considerably more financial, marketing and human resources than us.

Our manufacturing operations need to meet product specifications

Most of the products that we manufacture are required to conform to a specification. Some of these specifications are very exacting. Small variations in process can cause our products to fall short of the required standards. In addition, customer requirements can change from time to time. If we are unable to address these specification issues in a timely manner, we are at risk of losing short-term revenue and even long-term production contracts.

Our activities are subject to environmental, safety and health standards

Our activities are subject to extensive federal, provincial, state and local laws and regulations governing environmental protection and employee health and safety. Our manufacturing operations involve beryllium and other metals that have specific health risks and accordingly require special handling and processing regimes. We are required to obtain governmental permits and provide associated financial assurance to carry on certain activities at our manufacturing operations. Any changes in such laws or in the environmental conditions at our manufacturing operations could have a materially adverse effect on our financial condition, cash flow or results of operations. In particular, the development, proposal or adoption of more stringent standards may affect buying decisions by the users of beryllium-containing products. Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of licenses or permits and the imposition of penalties.

Description of Share Capital

Common Shares

We are authorized to issue an unlimited number of common and preferred shares without par value. As of June 30, 2023, 102,581,968 common shares were issued and outstanding. We have not issued any preferred shares. The holders of the common shares are entitled to one vote for each share held on all matters to be voted on by such holders.

Trading Price and Volume

Our common shares are listed and posted for trading on the TSX-V under the symbol "IB". The table below sets forth the monthly high and low closing prices and trading volumes for the common shares traded through the TSX-V for the period from July 1, 2022 to June 30, 2023².

² Source: <https://finance.yahoo.com>

Currency in C\$

Date	High	Low	Average Daily Volume
July-22	0.23	0.17	21,195
August-22	0.23	0.19	33,850
September-22	0.23	0.16	25,071
October-22	0.22	0.17	37,875
November-22	0.21	0.13	90,977
December-22	0.16	0.11	76,690
January-23	0.14	0.13	43,948
February-23	0.14	0.12	18,716
March-23	0.13	0.08	43,752
April-23	0.1	0.08	20,611
May-23	0.1	0.05	47,886
June-23	0.09	0.05	78,433

Prior Sales

As at June 30, 2023, the following tables list, for each class of our securities outstanding but not listed or quoted on a marketplace, the price at which such securities have been issued and their date of issuance.

Debenture and Convertible Debenture Units

The fair value of our financial assets and financial liabilities approximate the carrying value due to the short-term maturities of the instruments, except for the debentures issued on June 6, 2018 and maturing June 6, 2023 but extended to September 5, 2023 and debenture issued on May 21, 2019 with conversion features and/or warrants as discussed in note 11 of our June 30, 2023 audited consolidated financial statements. The fair value of these debentures was determined using an estimate range of the expected market interest rate (June 6, 2018 – 17.5% to 20.5%, May 21, 2019 – 32.5% to 35.5%) for the Company of a nonconvertible debenture issued without warrants.

Additionally, the Convertible debentures issued on October 14, 2021 and maturing on October 14, 2023, as discussed in note 11 of our June 30, 2023 audited consolidated financial statements contain an embedded derivative. As the convertible note and embedded conversion feature are denominated in US dollars and we have a Canadian dollar functional currency. The value of the conversion feature is subject to changes in value based on the prevailing exchanges rates, resulting in a derivative liability. As at June 30, 2023, the liability was estimated based on Black Scholes option pricing model assuming a risk free rate of 0.3% (June 30, 2022 – 0.3%), a duration of 0.62 year (June 30, 2022 – 1.13 years), volatility of 114.79% (June 30, 2022 - 88.39%), and based on the USD/CAD exchange rate of 1.3240 (June 30, 2022 – 1.2886) on the date as having a fair value of \$15,000 (June 30, 2022 - \$91,000). The fair value of the debt host contract was estimated using an effective interest rate of 26% based upon the Company's unsecured borrowing rate without conversion features.

Warrants

Number of Financing Warrants	Number of Broker Warrants	Exercise Price C\$	Issue Date	Expiry Date
11,269,444 ⁽²⁾	-	0.135	December 30, 2022	December 30, 2024
4,270,591 ⁽¹⁾	-	0.210	October 14, 2021	October 14, 2023
15,540,035	-	0.156		

⁽¹⁾ In October 2021, we entered into a second convertible security funding agreement the Company entered into a convertible debt security funding agreement with Lind Global Fund II, LP, (Lind). Under the terms of the agreement, the Company may issue to Lind convertible securities of up to \$2,250 by way of convertible securities with detached warrants. On October 14, 2021, pursuant to the agreement, Lind made an initial investment of \$1,500 less closing fees of \$75 in exchange for a convertible security (The Third Lind Financing) with a face value of \$1,687.5 representing principal amount of \$1,500 and prepaid interest of \$187.5. Prepaid interest will accrue monthly at \$8,000 per month and Lind will have the option once every 90 days to convert accrued prepaid interest into common shares of the Company at 90% of the market closing price on the date immediately prior to conversion. Additionally, approximately 4,270,591 detached warrants were issued to the same holders of the convertible debt, exercisable at C\$0.21 per common share on or before October 14, 2023. Subsequently, on October 14, 2023, 4,270,591 warrants expired.

⁽²⁾ In December 2022, we completed a non-brokered private placement issuing 11,269,444 million units at a price of C\$0.108 per common share for gross proceeds of C\$1,217 or \$896. Each unit comprised of one common share and one common share purchase warrant, each warrant entitling the holder thereof to acquire one further common share (a "warrant share") at a price of C\$0.135 per warrant share for a period of 24 months from the date of the closing of the private placement.

Stock Options

IBC's board of directors has adopted a rolling stock option plan, subsequently amended and approved by shareholders, under which we are authorized to grant options to directors, employees and consultants to acquire up to 10% of the issued and outstanding common shares. The exercise price of each option is based on the market price of our stock for a period preceding the date of grant. The options can be granted for a maximum term of ten years and vest as determined by the board of directors. Our practice is to issue stock options with a term of five years that vest in increments over a three-year period. Our shares trade in Canadian dollars and options granted to date have been denominated in Canadian funds.

Our shareholders re-approved the stock option plan at the December 2022 shareholders' meeting.

On June 30, 2023, stock options to purchase our common shares are outstanding as follows:

Grant Date	Expiry Date	Fair Value Per Option C\$	Exercise Price C\$	Outstanding Options			Exercisable Options		
				Number	Weighted Average Remaining Life	Weighted Average Exercise Price C\$	Number	Weighted Average Remaining Life	Weighted Average Exercise Price C\$
25-Jul-18	24-Jul-23	0.20	0.31	621,750	0.1 years	0.31	621,750	0.1 years	0.31
26-Jun-20	26-Jun-25	0.11	0.16	40,000	2.0 years	0.16	30,000	2.0 years	0.16
15-Jul-20	15-Jul-25	0.13	0.21	600,000	2.0 years	0.21	450,000	2.0 years	0.21
30-Oct-20	30-Oct-25	0.10	0.15	775,000	2.3 years	0.15	568,750	2.3 years	0.15
1-Dec-21	1-Dec-26	0.13	0.20	1,375,000	3.4 years	0.20	612,500	3.4 years	0.20
8-Jun-22	7-Jun-27	0.16	0.24	1,700,000	3.9 years	0.24	787,500	3.9 years	0.24
				5,111,750	2.80 years	0.22	3,070,500	2.5 years	0.22

Subsequently, on July 24, 2023, 621,750 stock options expired.

Directors and Officers

As at June 30, 2023, the following table sets forth, for each of the directors and our executive officers, the individual's name, country and province or state of residence, position held with us, principal occupation and, in the case of the directors, the period during which the individual has served as one of our directors. The directors and officers owned and controlled, directly and indirectly 22,304,524 common shares, representing 21% of the issued and outstanding equivalent common shares.

As of the date of this AIF, Mark Smith, Chief Executive Officer and Chairman, owned a total of 17,064,238 common shares representing approximately 16% of IBC's issued and outstanding common shares and Nil convertible securities. Assuming exercise of all of the convertible securities held by Mr. Smith, an aggregate of 17,064,238 common shares would be owned by Mr. Smith, representing approximately 16% of IBC's issued and outstanding common shares on a partially diluted basis.

Name Province/State Country of Residence	Position with IBC	Period Served as Officer or Director	Principal Occupation for the past five years
Simon Anderson ^{(1), (2)} BC, Canada	Director	November 2016 to present as director	<ul style="list-style-type: none"> • President, S2 Management Inc. (2008 to present) • Director of IBC Advanced Alloys (November 2016 to present) • CFO of IBC Advanced Alloys Corp. (2007 to November 2016)
Mark Smith ⁽¹⁾ Colorado, USA	Director	May 2016 to present	<ul style="list-style-type: none"> • CEO and Chairman of IBC Advanced Alloys (July 2020 – present) • President and CEO of Largo Resources (April 2015 – September 2019) • President and CEO of NioCorp Developments (September 2013 - Present)
Geoff Hampson ^{(1), (2)} BC, Canada	Director	May 2016 to present	<ul style="list-style-type: none"> • CEO of Fibrox Technology LTD. (July 1993 – present) • Executive Chairman of Soma Gold Corp. (April 2012 - present) • Founder and Chairman of Techvibes Media Inc. (March 2007 - present)
Mike Jarvis ⁽²⁾ Indiana, USA	Director	June 2012 to present	<ul style="list-style-type: none"> • President, Jarvis Enterprises LLC (2004 to present)
Toni Wendel	Chief Financial Officer	June 2019 to present	<ul style="list-style-type: none"> • CFO, IBC Advanced Alloys Corp. (June 2019 to present) • Corporate Controller, IBC Advanced Alloys Corp. (December 2018 to June 2019) • Corporate Treasurer/Finance Manager, Lindal North America (November 2016 to December 2018) • CFO, PMG Indiana Corp (January 2016 to June 2017)
Mark Wolma Indiana, USA	President, IBC Copper Alloys	December 2007 to present	<ul style="list-style-type: none"> • President, IBC Copper Alloys (2007 to present) • VP Operations, Scherer Industrial Group (2001 to 2007)
Mark Doelling MA, USA	President, IBC Engineered Materials Corporation	October 2021 to October 2023	<ul style="list-style-type: none"> • President, IBC Engineered Materials Corp (2021 to 2023) • Previously served as President and Founder of Casting Turbine Consulting LLC, President of Triax Turbine Components, and President and Founder of Dynamic Turbine LLC and other senior management positions within Sermatech, Wyman Gordon Investment Castings, and Precision Founders, Inc. • 30-year veteran with the turbine engine and industry markets
Ben Rampulla New Hampshire, USA	President, IBC Engineered Materials, named Chief Technology Officer in October 2021, named Interim President, IBC Engineered Materials	February 2019 to October 2021 and October 2021 to present and October 2023 to present	<ul style="list-style-type: none"> • President, IBC Engineered Materials (2019 to October 19, 2021) • Chief Technology Officer, IBC Advanced Alloys Corp (October 19, 2021 to present) • Interim President, IBC Engineered Materials Corp (October 2023 to present) • 40-year veteran of the investment casting and high-performance alloy manufacturing industry. • Director of Engineering at Nu-Cast, Inc.,

Name Province/State Country of Residence	Position with IBC	Period Served as Officer or Director	Principal Occupation for the past five years
			<ul style="list-style-type: none"> • 29 years at Precision Castparts Corporation, including serving as Chief Engineer at that Company's aerospace materials foundry • General Manager of Wyman-Gordon Titanium Casting Corp.

- (1) A member of the audit committee.
 (2) A member of the compensation committee.

Legal Proceedings and Regulatory Actions

On September 8, 2017, an Award was issued in favor of Claimant Gerald Hoolahan against IBC Advanced Alloys Corp. The Award, in the amount of \$1,240 plus attorney's fees, costs, and expenses in the amount of \$155 was granted by the American Arbitration Association's International Centre for Dispute Resolution. The amount has been accrued and the matter was under appeal. On March 27, 2019, we received notice of the Court affirming the September 8, 2017 arbitration award made in favor of Gerald R. Hoolahan. IBC has filed an appeal of the District Court's decision. Subsequently, on January 22, 2020 United States Court of appeals for the First Circuit affirmed the judgment of the United States District Court for the District of Massachusetts in the case of Gerald R. Hoolahan v. IBC Advanced Alloys Corp., which found in favor of the petitioner, Mr. Hoolahan. We are evaluating its payment options with respect to the award granted to Mr. Hoolahan. As at June 30, 2023 we have recorded accrued interest of \$154 from the judgement date, September 8, 2017.

On January 21, 2014, a subsidiary in the Copper Alloys Division, Nonferrous Products, Inc. ("Nonferrous Products") received a "Special Notice Letter of Potential Liability" from the U.S. Environmental Protection Agency ("EPA"). The letter references the EPA's determination that a release of hazardous materials had occurred at the Chemetco Superfund Site located in Hartford, Illinois. Chemetco, Inc. operated a secondary smelting operation for recycling and after-market processing of copper-bearing scrap and manufacturing by-products. The EPA has identified Nonferrous Products as a potentially responsible party ("PRP") under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"). Nonferrous Products has joined a defense group of other PRPs. To date, Nonferrous Products has paid immaterial amounts related to these assessments and member fees. These assessments will be used to fund further site investigation to determine the amount of materials sent to Chemetco by each party and the best clean-up method. We are evaluating its options regarding notifying its insurers of potentially increased liability should the EPA and/or Chemetco PRP Group contribution lawsuit attempt to name Company's subsidiary as a Defendant. Specialloy Metals Company was allocated with over 4 million pounds of material shipped to the Chemetco site, or more than ten times the amount allocated to Nonferrous Products. Should the EPA and/or PRP Group contribution lawsuit pursue alter ego theories and name our subsidiary company, Nonferrous Products as a defendant, then IBC potentially faces significantly more liability requiring further defensive action.

Transfer Agent and Registrar

The transfer agent and registrar for the common shares of IBC is Computershare Investor Services Inc. located at 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

Material Contracts

There are no other contracts, other than those disclosed in this AIF and those entered into in the ordinary course of business, that are material to us.

Audit Committee Information

National Instrument 52-110 of the Canadian Securities Administrators (“NI-52-110”), specifically Form 52-110F1 Audit Committee Information Required in an AIF requires us to disclose annually in our AIF certain information concerning the constitution of our audit committee and our relationship with our independent auditor.

Audit Committee Charter

The text of our audit committee charter is set out as Schedule “A” to this AIF.

Composition of the Audit Committee

The members of the audit committee are Simon Anderson, Mark Smith and Geoff Hampson. As defined in MI 52-110, Mr. Anderson and Mr. Hampson are “independent”. All audit committee members are financially literate as defined in MI 52-110.

Relevant Education and Experience

Simon Anderson

Mr. Anderson is a CPA, CA with over 40 years of experience and has worked as an officer or director of public companies on the TSX Venture Exchange, TSX Exchange, and NASDAQ for over 25 years. He has extensive experience in financing, mergers and acquisitions, corporate governance and securities regulation practices, and he worked for nine years in business valuation with BDO Canada LLP. Mr. Anderson received his Bachelor of Commerce in Accounting and Management Information Systems from the University of British Columbia.

Mark Smith

Mr. Smith has almost 40 years of experience in operating, developing, and financing mining and strategic materials projects in the Americas and abroad. Mr. Smith is currently president, CEO and executive chairman of NioCorp Developments Ltd. and president, CEO and director of Largo Resources. He is well recognized in the mining community, having recently served as president, CEO and director of Molycorp, Inc., where he was instrumentally involved in taking the company public. Prior to that, Mr. Smith was the president and CEO of Chevron Mining Inc., vice president for Unocal Corporation where he managed its real estate, remediation, mining and carbon divisions for over 22 years and served as a director and shareholder representative of Companhia Brasileira de Metalurgia e Mineração, a private company that currently produces approximately 85% of the world supply of niobium.

Geoff Hampson

Mr. Hampson has founded and financed numerous successful private and public companies since 1978 and is a seasoned entrepreneur and senior executive with 42 years of experience in special materials, technology, start-ups, mining and turnaround situations. He has engaged in industry consolidations, been involved in over 20 M&A transactions, negotiated over ten international joint ventures, which allowed him to cultivate his international experience, and he has built countless relationships around the world. Mr. Hampson is currently the chairman and CEO of Fibrox Technology Ltd.; Executive chairman of Soma Gold Corp; CEO and chairman of Infracon Capital Corp., Infracon Construction Inc., Hampson Equities Ltd., Marine Aggregate Supply Corp., Hampson Walsh Petroleum LLC, and Lake Forest Developments Inc. Mr. Hampson was the founding CEO of Peer 1 Network, Inc and chairman of Techvibes Media Inc., the

founder and CEO of Corelink Data Centers LLC, the CEO of Live Current Media, Inc. and the president and CEO of Novocon International Inc.

Corporate Cease Trade Orders and Bankruptcies

To the knowledge of the Company, except as disclosed below, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar 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; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer (as defined herein) 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
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Simon Anderson is director of Simba Gold Corp., which is subject to a cease trade order issued by the British Columbia Securities Commission on August 6, 2015 for failure to file financial statements and management's discussion and analysis within the prescribed time period.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by our board of directors.

Pre-approved Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in Section 2(g) of the audit committee charter, which is reproduced in Schedule "A" to this AIF.

External Audit Fees

In the following table, "audit fees" are fees billed by our external auditor for services provided in auditing our annual financial statements. "Non-audit fees" are fees not included in audit fees but are billed by our auditor for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by our external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
June 30, 2023	C\$260	C\$Nil	C\$10	\$Nil
June 30, 2022	C\$160	C\$Nil	C\$5	\$Nil

Additional Information

We shall provide to any person or company, upon request to our corporate secretary:

1. When securities of IBC are in the course of distribution under a preliminary short form prospectus or a short form prospectus;
 - a. One copy of our AIF, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the AIF;
 - b. One copy of our comparative financial statements for our most recently completed financial year for which financial statements have been filed together with the accompanying report of the auditor and one copy of our most recent interim financial statements that have been filed, if any, for any period after the end of our most recently completed financial year;
 - c. One copy of our information circular in respect to our most recent or upcoming annual meeting of shareholders that involved the election or directors, or one copy of any annual filing prepared in lieu of that information circular, as appropriate; and
 - d. One copy of any other documents that are incorporated by reference into the short form preliminary short form prospectus or the short form prospectus and are not required to be provided under clauses (a), (b) or (c); or
2. at any other time, one copy of any other documents referred to in clauses (1)(a), (b) and (c), provided that we may require the payment of a reasonable charge if the request is made by a person or a company who is not a security holder of IBC.

Additional information is contained in our fiscal 2022 information circular, for our 2022 annual general and special meeting of our shareholders, including directors' and officers' remuneration and indebtedness, principal holders of our securities, options to purchase securities authorized for issuance under equity compensation plans and interests of insiders in material transactions. Additional financial information is provided in our audited annual and quarterly interim financial statements and management discussion and analysis for the financial year ended June 30, 2023. Copies of each of our information circular and financial statements and management's discussion and analysis have been filed with each applicable securities commission and are available on SEDAR at www.sedar.com under IBC's profile.

Audit Committee Charter

The following audit committee charter was adopted by our audit committee and board:

1. **Members.** The board of directors will appoint an Audit Committee of at least three members, a majority of whom should be “independent” directors of the board. “Independent” means a director who meets the definition of “independence” under Multilateral Instrument 52-110 or any successor policy promulgated by securities regulatory authorities.

All members of the Audit Committee should be “financially literate”. An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. Each appointed member of the Audit Committee shall be subject to annual reconfirmation and may be removed by the board of directors at any time.

2. **Purposes, Duties, and Responsibilities.** The Audit Committee represents the board of directors in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and audit activities and legal compliance of the Company and its subsidiaries; however, the Audit Committee’s function shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and conditions or the responsibilities of the independent accountants relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) Recommend to the Board the appointment (including terms of appointment such as compensation and scope of duties) and discharge the external auditor of the Company (the “auditor”) who perform the annual audit or other audit, review or attest services in accordance with applicable securities laws, which auditor shall be ultimately accountable to the board of directors through the Audit Committee. The auditor of the Company must report directly to the Audit Committee;
- (b) Have the authority to communicate directly with the auditor of the Company;
- (c) Review with the auditor the scope of the audit and the results of the annual audit examination by the auditor and any reports of the auditor with respect to reviews of interim financial statements or other audit, review or attest services. The Audit Committee will be responsible for resolving any disagreements between management and the auditor regarding financial reporting;
- (d) Review information, including written statements, if any, from the auditor concerning any relationships between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor and assess the independence of the auditor;
- (e) Review and discuss with management and the auditor the Company’s annual audited financial statements prior to their public disclosure, including a discussion with the auditors of their judgments as to the quality of the Company’s accounting principles;
- (f) Review the Company’s financial statements, management’s discussion and analysis (“MD&A”) and annual and interim earnings press releases before the Company publicly discloses this information;
- (g) Review the services to be provided by the auditor to assure that the auditor does not undertake any engagement for services for the Company that would constitute prohibited services under applicable securities laws under the rules of any stock

exchange or trading market on which the Company's shares are listed for trading, or could be viewed as compromising the auditor's independence. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries by the auditor;

- (h) Review with management and the auditor the results of any significant matters identified as a result of the auditor's interim review procedures prior to the filing of each quarterly financial statements or as soon thereafter as possible;
- (i) Review the annual program for the Company's internal audits, if any, and review audit reports submitted by the internal auditing staff, if any;
- (j) Periodically review the adequacy of the Company's internal controls;
- (k) Review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditor that may have a significant impact on the Company's financial reports, and make comments on the foregoing to the board of directors;
- (l) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer;
- (m) Periodically review the adequacy of this Audit Committee Charter;
- (n) Make reports and recommendations to the board of directors within the scope of its functions;
- (o) Approve material contracts where the board of directors determines that it has a conflict;
- (p) Establish procedures for receipt, retention and treatment of complaints received by the Company regarding auditing, internal accounting controls or accounting matters and establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (q) Where considered necessary by the Audit Committee to carry out its duties, have the authority to engage independent counsel and other advisors at the Company's expense upon the terms and conditions, including compensation, determined by the Audit Committee;
- (r) Satisfy itself that management has put into place procedures that facilitate compliance with the disclosure and financial reporting controls provisions of applicable securities laws, including adequate procedures for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements. The Audit Committee will assess the adequacy of these procedures annually;
- (s) Review all loans to officers;
- (t) Review and monitor all related party transactions which may be entered into by the Company as required by rules of the stock exchange or trading market upon which the Company's shares are listed for trading;
- (u) Ensure all public disclosure regarding the audit committee is made in compliance with applicable stock exchange rules and securities legislation.

3. Meetings. The Audit Committee will, when expedient, meet to review the Company's quarterly and annual financial statements, MD&A and AIF, and will hold special meetings as it deems necessary

or appropriate in its judgment. The Audit Committee will endeavour to meet at any time that the auditor believes that communication to the Audit Committee is required. As it deems appropriate, but not less than once each year, the Audit Committee will meet in private session with the independent accountants. The majority of the members of the Audit Committee constitute a quorum and shall be empowered to act on behalf of the Audit Committee. The members of the Audit Committee will designate one member as chair. Meetings may be held in person or by telephone and shall be at such times and places as the Audit Committee determines.