

Land and Water Boards of the Mackenzie Valley



LAND USE PERMIT APPLICATION FORM

Subsection 19(2) and Schedule 2 of the [Mackenzie Valley Land Use Regulations](#)

Use an "X" to indicate which Board the Application is being made to:	Mackenzie Valley Land and Water Board:	<input checked="" type="checkbox"/>	Sahtu Land and Water Board:	
	Wek'èezhii Land and Water Board:	<input type="checkbox"/>	Gwich'in Land and Water Board:	

To complete this Form, please refer to the LWB [Guide to the Land Use Permitting Process](#) (Guide) and fill in the grey fields; attach additional pages, as necessary. Indicate N/A in the grey fields for Items or parts of Items that are not applicable. An application package checklist is provided in the Guide. Review the following LWB guidance for formatting your Application Package:

- [Document Submission Standards](#)
- [Standard Outline for Management Plans](#)



Received: October 9, 2024

File #: MV2024F0031

Copied to: TM/REG

If applicable, provide the existing or current Land Use Permit file number:	N/A		
Use an "X" to indicate if this Application is accompanied by an Application for a Water Licence:	Water Licence – in a non-federal area:	<input type="checkbox"/>	
	Water Licence – in a federal area:	<input type="checkbox"/>	

1. NAME AND CONTACT INFORMATION – APPLICANT

Project Name:	Lupin Mine Winter Access Road		
Applicant's Name:	Kellie Leedham		
Position:	Team Lead, Regulatory Compliance		
Company Name:	Lupin Mines Incorporated c/o Mandalay Resources		
Mailing Address:	Suite 330-76 Richmond Street		
Community:	Toronto	Telephone:	403-808-1534
Prov/Terr:	ON	Email:	kellie@falkirk.ca
Postal Code:	M5C 1P1	Other:	info@mandalayresources.com

2. NAME AND CONTACT INFORMATION – APPLICANT’S HEAD OFFICE

Include a Certificate of Corporate Registration from the Government of the Northwest Territories in your Application Package.

Use an “X” to indicate this information is the same as Item 1 above:			X
Name:			
Position:			
Company Name:			
Mailing Address:			
Community:			
Prov/Terr:		Telephone:	
Postal Code:		Email:	
Field Supervisor:		Other:	

3. NAME AND CONTACT INFORMATION – CONTRACTORS AND SUB-CONTRACTORS

Include relevant names, responsibilities, and contact information. An additional table should be added for each contractor and sub-contractor.

Name:	X – (sub) contractors have not yet been determined		
Position:			
Company Name:			
Mailing Address:			
Community:		Telephone:	
Prov/Terr:		Email:	
Postal Code:		Other:	

X	Use an “X” to indicate that contractor and/or subcontractor information is not available at this time.
---	--

4. LOCATION OF ACTIVITIES

Use the grey fields below to provide or reference the following information:

Traditional Place Name:

This information has been requested from the Government of the NWT. At the recommendation of Tyree Mullaney, Regulatory Specialist MVLWB, we contacted the Prince of Whales Northern Heritage Center for this information. A message was left with Sarah Woodman, Cultural Places Officer. At the time of this application submission, we hadn’t yet received a response. We will update the MVLWB if/when this information becomes available.

Maps and Geographic Information System (GIS) Data: Include a map in your Application Package identifying local geographic features, watercourses and water sources, project structures, and location(s) of any proposed waste deposits. Provide geographic coordinates (latitude and longitude) of project features, and the maximum and minimum project boundary in degrees, minutes, seconds, or decimal degrees. Include GIS data in your Application Package, if applicable. Refer to the LWB [Geospatial Data Submission Standards](#) for providing geographic information.

Minimum latitude:	62°24’47.79”N	Maximum latitude:	65°48’0.25”N
Minimum longitude:	110°3’31.30”W	Maximum longitude:	111°16’17.70”W°

NTS Map Sheet No.: Provide the map sheet number:

GIS Data: Use an "X" to indicate if GIS data is attached. Attached: Not Available:

Land Types: Use an "X" to indicate the type(s) of the land on which the activities are proposed:

Free Hold/ Private:	<input type="checkbox"/>	Commissioner's/ Territorial Lands:	<input checked="" type="checkbox"/>	Federal Land:	<input type="checkbox"/>	Municipal Land:	<input type="checkbox"/>
------------------------	--------------------------	---------------------------------------	-------------------------------------	---------------	--------------------------	-----------------	--------------------------

5. ELIGIBILITY

Refer to section 18 of the [Mackenzie Valley Land Use Regulations](#). Use an "X" to indicate which one applies:

18(a)(i):	<input type="checkbox"/>	18(a)(ii):	<input type="checkbox"/>	18(a)(iii):	<input type="checkbox"/>	18(b):	<input checked="" type="checkbox"/>
-----------	--------------------------	------------	--------------------------	-------------	--------------------------	--------	-------------------------------------

6. RIGHTS AND/OR CONTRACTS TO SUPPORT ELIGIBILITY

Contact Indigenous, federal, and territorial governments, and other parties to ensure all appropriate rights, authorizations, permissions, dispositions, and contracts have been obtained or are in the process of being obtained (e.g., mineral exploration rights, quarry permits, licences of occupation, leases, access agreements and authorizations, etc.). List and provide confirmation of other authorizations that relate to the proposed activities; reference these in your Application Package (e.g., rights, permits, licences, etc.).

This winter road has been authorized under land use permits (Nahanni, RTL, Echo Bay Mines, etc.) and under the License of Occupation for the TCWR Joint Venture (075M/11-001). A permit is also required from the Kitikmeot Inuit Association (Nunavut) and an application has been submitted and is awaiting approval. Permission is also required from the Tibbet to Contwoyto Winter Road Joint Venture, which has been confirmed. A letter confirming this support is attached to this application. A land use permit is required from CIRNAC and the application has been submitted and is awaiting approval. Permissions from the Nunavut Water Board are being sought.

7. PERMIT TYPE AND CRITERIA

Refer to sections 4 and 5 of the [Mackenzie Valley Land Use Regulations](#). Use an "X" to indicate which permitting criteria apply:

Type A				Type B				Type C	
4(a)(i):	<input type="checkbox"/>	4(b)(i):	<input type="checkbox"/>	5(a)(i):	<input type="checkbox"/>	5(b)(i):	<input type="checkbox"/>	(SLWB and WLWB only): <input type="checkbox"/>	
4(a)(ii):	<input checked="" type="checkbox"/>	4(b)(ii):	<input checked="" type="checkbox"/>	5(a)(ii):	<input type="checkbox"/>	5(b)(ii):	<input type="checkbox"/>		
4(a)(iii):	<input checked="" type="checkbox"/>	4(b)(iii):	<input checked="" type="checkbox"/>	5(a)(iii):	<input type="checkbox"/>				
4(a)(iv):	<input checked="" type="checkbox"/>	4(b)(iv):	<input type="checkbox"/>	5(a)(iv):	<input type="checkbox"/>				
4(a)(v):	<input checked="" type="checkbox"/>			5(a)(v):	<input type="checkbox"/>				
				5(a)(vi):	<input type="checkbox"/>				

8. PROJECT DESCRIPTION

Include a project description in your Application Package, or for small-scale projects, describe the proposed activities in the grey field provided below. For each and all proposed water uses, include the name and type (e.g., lake, river) of water source(s), and the purpose and quantity of water to be used (rates, volumes (m³/day)).

Lupin Mines Inc. (Lupin Mines), a wholly owned subsidiary of Mandalay Resources Corporation, wishes to build a winter road from the diamond mines in Lac de Gras to the Lupin Mine in Nunavut to transport equipment and supplies to the Lupin mine site necessary for ongoing reclamation and closure activities. Currently, the winter road is only built to Lac de Gras, not all the way to the Lupin mine site. Lupin Mines wants to use the existing winter road to the diamond mines (Ekati and Divak), and then build the rest of the road to the Lupin mine.

Lupin Mines plans to need the road for 2-5 years. They will build it in December and January each year, and then move the required equipment and supplies between the Lupin mine site and Yellowknife from January to April. The winter road will close in April once the ice becomes unsafe.

The Winter Road from Lac De Gras to the Nunavut Border has existed historically. The winter road has been authorized under land use permits (Nahanni, RTL, Echo Bay Mines, etc.) and under the License of Occupation for the TCWR Joint Venture (075M/11-001). The Tibbitt to Contwoyto Winter Road Joint Venture (TCJV) currently holds a Licence of Occupation (NIRB # 02RN037) for the winter road route from the NT/NU border to Lupin (TWRC). The Applicant wishes to access this winter road corridor occupied by the TCJV Licence. Conversations with the TCJV have occurred to discuss any immediate plans to construct, operate and decommission the winter road and whether there are any schedule conflicts related to this aspect of the proposed land use operation.

Water will be sourced from various lakes along the route, including Lac de Gras, Lac du Sauvage, Hardy Lake, and other unnamed lakes. At no time will greater than 10% of under ice volume be withdrawn and not more than 99m³/day will be withdrawn. Source water quality is expected to be characteristic of typical Arctic lakes. Water used for ice road construction on lakes will remain on the lakes as ice cover.

As winter road construction is a miscellaneous activity under schedule H of the *GNWT Waters Regulations*, and no more than 99m³/day will be withdrawn, a water license is not required.

Indicate the total number of hectares to be used in each phase of the project, as well as through the life of the project.

The NWT portion of the road is 89.5km. With a Right of Way for the winter road of 12m, the disturbance is 107.4ha. However, it is requested that a total of 30m ROW be considered with this application to account for snow removal, making the total disturbance 2,685ha.

For this project, portages are expected to account for 6.96 ha and 594 ha of this project are over water in the NWT.

9. CAMP

Describe the proposed camp size and layout. Indicate the number of person-days; explain, with rationale, any variations in the number of people that may be on site over the life of the project.

Up to two (2) portable, temporary camps may be used to support seasonal construction. Each camp may house up to 15 persons, is towable by skid, and is self contained.

The first camp location will be adjacent to Portage 55 of the TCWR. The camp will follow the construction and maintenance crews along the length of the winter road. All camps will be located adjacent to the winter road and will be established on durable ground. Proper setbacks from the nearest watercourses will be maintained. The Inspector will be notified of the campsite locations and the construction and land use operations progress.

10. ROADS AND ACCESSES

Provide detailed information about the construction, location, and decommissioning of any roads and accesses.

Use an "X" to indicate if this is to be a pioneered road or access:	Yes		Use an "X" to indicate if the route has been laid out or ground-truthed:	Yes	X
	No	X		No	

The Tibbitt to Contwoyto Winter Road (TCWR) has been in seasonal operation since 1969 and has previously been permitted to support access to the Lupin Mine. This application and land use operation should be exempt from preliminary screening as per Part 1, Section 2 of the *Exemption List Regulations*. The winter road has been authorized under various land use permits over the years (Nahanni, RTL, Echo Bay Mines, etc.) and also under a License of Occupation for the TCWR Joint Venture (075M/11-001).

11. PROPOSED WASTE MANAGEMENT METHODS

Use the grey fields below to provide or reference the following information:

Waste Management Plan: Include a Waste Management Plan in your Application Package, if applicable, or for small-scale projects, describe the proposed waste management activities in the grey fields provided below. A template for the Plan can be found in the LWB [Guidelines for Developing a Waste Management Plan](#).

Waste Type	Management Method(s)
Garbage:	Garbage will be incinerated onsite, or will be transported to the Lupin mine for incineration there, or will be disposed of in accordance with the Lupin Mine Waste Management Plan.
Sewage (Sanitary and greywater):	-Camp water for operations (cooking, utilities) will come from a local sump. Drinking water for workers will be trucked in as required. -A portable sewage treatment system will be used to treat sewage from the camp and from crew during operation. -Grey water from this operation will be trucked to Lupin Mine and treated and disposed of in accordance with the Lupin Mine Waste Management Plan.
Brush and trees:	No disturbance to trees and brush proposed
Overburden (Organic soils, waste material, etc.):	No disturbance to overburden is proposed
Other (describe):	Please see enclosed Waste Management Plan for more details.

Off-site Disposal: If waste is proposed to be disposed of off-site within the NWT, written confirmation (e.g., an email, letter, etc.) from the facility/facilities indicating they will accept the waste is required. Include it/these in your Application Package. Please note this information will be required by the Board prior to commencement of activities.

12. EQUIPMENT

Identify the types of equipment proposed to be used.

Number	Type/Description	Size (weight in tonnes)	Proposed use
HEAVY DUTY EQUIPMENT			
2	Loader		Snow clearing
1	Amphibious Sherps		Snow Compaction
3	Water truck		Road Construction
10	Super B		Fuel and Lubricant transport
10	Low Bed Trucks		Transport parts and tires
1	Fuel Truck		Transporting and refueling vehicles and equipment
2	Grader		Snow clearing
1	Plow Truck		Snow Clearing
5	Snow cat		Snow Clearing
OTHER EQUIPMENT			
1	Portable Incinerator on sled		Waste Mgmt for temporary camp
2	Ice profiler		Measure ice thickness
8	Pumps		Winter road construction
3	Pickup Trucks		Snow removal, crew, supplies, and fuel
4	Flat deck		Transport supplies

13. FUEL

The table below identifies **Volume of all FUEL STORAGE EQUIPMENT** to be used in construction and estimates amount of fuel that will be used in each piece of equipment.

Type of Fuel	Proposed number of containers	Capacity of containers (e.g., litres, pounds)	Type of container	Proposed storage or staging location(s)
Diesel:	6	450 L	Tidy tank	Fuel for trucks and equipment - tidy tanks
Gasoline:	10	50 L	Small Containers	Pump Fuel
Diesel:	5	210 L	Tanks	Fuel for emergency shelter
Diesel:	1	20 000L	Fuel Truck	Mobile Fuel Truck to transport fuel to Lac De Gras
Propane:	5	100 Lbs	Tanks	Fuel for emergency shelter
Diesel:	2	63,600L	400BBL Double Walled Tank.	Stored at Lac De Gras Camp, Used for refuelling and for construction/maintenance of the road from Lac de Gras up to Lupin Mine.

Fuel Volume Used : Two large 63,600L double walled tanks with fuel will be located at the Lac De Gras Camp. The total volume of fuel storage capacity for the project is approximately 127,200L. It is anticipated that approximately 40% of this fuel will be used for the construction and maintenance of the NWT portion

of the road, for a total of 50,800L. This fuel will be distributed amongst the equipment listed in the table above.

14. METHODS OF FUEL TRANSFER

Describe the proposed methods to transfer fuel.

Fuel transfer will utilize the equipment listed in the table above.
 Heavy equipment constructing the road will be refueled from pick-up truck mounted tidy tanks or mobile fuel trucks. Pick-up truck mounted tidy tanks will be refueled from a fuel truck on site, or from fuel stored in tanks at the Lac De Gras camp.
 Equipment used will only be certified with applicable regulations (double walled, grounded, etc.).
 Secondary containment will be of an appropriate size.
 Fuel transfer will follow best management practices such as re-fuelling from a designated location, gauged equipment, having spill equipment readily available, controlling drip points from nozzles, and using containment such as drip trays when fuelling, etc.

15. SPILL CONTINGENCY PLAN

Include a Spill Contingency Plan in your Application Package, if applicable, or for small-scale projects, provide relevant details in the grey field provided below. An example of this Plan can be found in the INAC [Guidelines for Spill Contingency Planning](#).

Please see enclosed Spill Contingency Plan for details.

16. PROPOSED PROJECT SCHEDULE AND TERM

Indicate the proposed project start and completion dates and the time of year the project activities are planned to occur. Describe any anticipated temporary closure(s) or seasonal shutdowns. Indicate the term requested.

Start Date:	December 15, 2024	Completion Date:	April 30, 2025
Construction: December 2024 to March 2025 Operation: January 2025 to May 2025 Closure/Decommission: April 2025 to May 2025			
Term of Permit Requested:	5 years		

17. POTENTIAL ENVIRONMENTAL IMPACTS OF THE PROJECT AND PROPOSED MITIGATIONS

If the proposed project, or parts of the proposed project, may be exempt from preliminary screening, describe the rationale for the exemption in the grey field below. Include the date of the most recent screening, and/or the environmental assessment or impact review number.

The impact-mitigation table below identifies potential impacts and proposed mitigations from the project. Mandalay Resources and its contractors are committed to taking action to eliminate or minimize any impacts previously observed as a results of the project and previous contractors.

Unless the project could be exempt from preliminary screening, using the Impact-Mitigation Table below, or the more detailed Table in Appendix D of the [Guide](#), identify all potential impacts and possible mitigations

that are relevant to the proposed project, and indicate whether any of the mitigation measures have been developed as a result of input from affected parties. Possible potential impacts are listed below; however, these lists are not exhaustive and may not apply to all projects. All information provided should reflect the size, scale, and nature of the proposed project. Cumulative impacts and climate change must be considered. Attach additional pages if needed. Use landscape orientation if preferred.

Potential Impacts <i>Use an "X" to indicate which apply</i>	X	Potential Project Impacts and Proposed Mitigations <i>Describe the potential impact(s) and the proposed measure(s) to reduce each of these impacts.</i>
ABIOTIC COMPONENTS		
Land		
Soil contamination	x	<p>There is the potential for fuel and sewage to contaminate soils. The risk of spills is reduced by using proper handling, storage and disposal techniques. The impact of spills can be reduced by having an appropriate Spill Contingency Plan and spill kits in place and by training personnel in spill responses. The Spill Contingency Plan, spill reporting procedures, fuel storage practices, and waste management practices are adequate.</p> <p>Drip trays will also be placed under any equipment not moving to prevent spills and drips.</p>
Soil compaction		Road has been constructed historically.
Destabilization/erosion		
Change in soil structure		
Inability to support vegetation		
Other		
Water		
Groundwater		
Water table alteration		
Infiltration changes		
Changes in water quality	x	<p>There is the potential for fuel and sewage to contaminate groundwater. The risk of spills is reduced by using proper handling, storage and disposal techniques. The impact of spills can be reduced by having an appropriate Spill Contingency Plan and spill kits in place and by training personnel in spill responses. The Spill Contingency Plan, spill reporting procedures, fuel storage practices, and waste management practices are adequate.</p>
Temperature changes		
Other		
Permafrost		
Loss or change in extent		
Changes in seasonal fluctuations		
Change in persistence		
Other		
Surface Water		

Potential Impacts <i>Use an "X" to indicate which apply</i>	X	Potential Project Impacts and Proposed Mitigations <i>Describe the potential impact(s) and the proposed measure(s) to reduce each of these impacts.</i>
Water flow or level changes (permanent, temporary, seasonal)	x	Winter road construction/maintenance may impact surface water flow and levels; however, the road being used is already an existing road and so there should be no additional impacts from this land use. The proponent's application outlines that they will remove all snow fills from stream crossings prior to spring break-up or completion of the land use operation. Permit conditions may be proposed to mitigate surface water flow or level changes.
Drainage pattern changes	x	The construction of ice fills and ice bridges may hinder the drainage patten. Removal all snow fills from stream crossings and V-notch ice bridges prior to spring break-up or completion of the land use operation. An abandonment and restoration plan have been submitted
Temperature changes		
Changes in water quality	x	<p>There is the potential for fuel and sewage to contaminate surface water. The risk of spills is reduced by using proper handling, storage and disposal techniques. The impact of spills can be reduced by having an appropriate Spill Contingency Plan and spill kits in place and by training personnel in spill responses. The Spill Contingency Plan, spill reporting procedures, fuel storage practices, and waste management practices are adequate. All grey water and sewage to be disposed of in a sump if required.</p> <p>The withdrawal of water for camp use and winter road construction may impact local surface water quality. Water withdrawal will be minimal and under the threshold for requiring a water licence as identified in the Water Regulations</p>
Wetland impairment		
Changes to aquatic habitat (see Biotic section below)		
Other		
Air		
Changes in air quality		
Harm to living things		
Increased greenhouse gases	x	Greenhouse gases are emitted when vehicles are in use. Vehicles will be turned off, when not in use, as permitted by cold weather conditions.
Other		
BIOTIC COMPONENTS		
Vegetation		
Direct loss of vegetation	x	Road has been constructed historically.
Loss of Species at Risk or may-be-at-risk plants		
Change in species composition		
Introduction of non-native (invasive) species		

Potential Impacts <i>Use an "X" to indicate which apply</i>	X	Potential Project Impacts and Proposed Mitigations <i>Describe the potential impact(s) and the proposed measure(s) to reduce each of these impacts.</i>
Effects on plant health (dust, metals, toxins)		
Increased risk of fire		
Compaction of vegetation	x	Road has been constructed historically.
Other		
Terrestrial Wildlife Habitat		
Direct loss or removal of habitat, dens, or nests	x	The inspector will be called if crews identify any potential habitat dens or nests while building the road.
Loss or removal of keystone species and/or Species at Risk habitat		
Fragmentation of wildlife corridor		
Direct injury or mortality	x	Remind workers to be conscious of wildlife when driving.
Disturbances to key lifecycle stages: breeding, feeding, nesting, staging		
Effects on population abundance		
Change in species diversity		
Effects on wildlife health (toxins, metals, etc.)	x	Wildlife exposure to emissions and fuel and possible oil spills is expected to be minimal. Maintaining equipment and following the spill contingency plan will mitigate the impacts.
Changes to migratory movement patterns		
Changes to predator-prey relationships		
Human-wildlife conflicts	x	Workers will primarily be inside vehicles, minimizing conflicts.
Other		Wildlife may avoid areas of activity where equipment is being used on the winter road. The project is of a short duration, as such, these impacts will be temporary in nature
Aquatic Habitat		
Breeding disturbances		
Change in species diversity		
Effects on health (toxins, metals, sediment, etc.)		
Changes to migratory movement patterns		
Changes to predator-prey relationships		
Effects on population abundance		
Change in species diversity		
Other		
CULTURAL COMPONENTS		
Wildlife Harvesting		
Loss or reduction in game species populations		
Effects on traditional land use, subsistence, and harvesting rights		
Other		
Cultural Integrity and Heritage Resources		

Potential Impacts <i>Use an "X" to indicate which apply</i>	X	Potential Project Impacts and Proposed Mitigations <i>Describe the potential impact(s) and the proposed measure(s) to reduce each of these impacts.</i>
Change to or loss of cultural integrity		
Change to or loss of traditional lifestyle		
Change to or loss of heritage resource		
Other		
Social and Economic Well-being		
Increased human health hazard and risk		
Economic opportunities or losses (employment, training)	x	The road construction will create employment opportunities and provide economic benefit for industry in the NWT.
Change in ecological, cultural, social, or economic values identified for protection in approved Land Use Plans		
Impairment of the recreational or traditional uses of the land or water		
Impairment of the aesthetic quality of the land or water		
Changes to the use of the area by other non-Indigenous people (e.g., trappers, outfitters, residents, hunters, forest harvesters, other authorized projects)		
Other		

18. CLOSURE AND RECLAMATION

Use the grey field below to provide or reference the following information:

Closure and Reclamation Plan: Include a Closure and Reclamation Plan in the Application Package, if applicable, or for small-scale projects, describe the proposed closure and reclamation activities in the grey field provided below. Describe any temporary closure(s) and seasonal shutdowns. Please also refer to the LWB/AANDC [Guidelines for the Closure and Reclamation of Advanced Mineral Exploration and Mine Sites in the Northwest Territories](#).

Closure Cost Estimate: Prepare a Closure Cost Estimate and include it in your Application Package. Applicants are encouraged to contact Board staff, prior to applying, to determine which closure-cost-estimate template is most suited to the activities being applied for. Guidance is provided in section 2.2 of the LWB/GNWT/CIRNAC [Guidelines for Closure and Reclamation Cost Estimates for Mines](#). If the Application is submitted concurrently with a Water Licence Application, the estimate should include a breakdown of water- and land-related activities and liabilities.

See enclosed:
 -Closure and Reclamation Management Plan
 -Security Estimate

19. ADDITIONAL SUPPORTING INFORMATION

Use the grey field below to provide or reference the following information:

Engagement: Conduct engagement, prepare an Engagement Record and Engagement Plan in accordance with the LWB [Engagement Guidelines for Applicants and Holders of Water Licences and Land Use Permits](#), and include them in your Application Package. Templates are provided in the Guidelines. Please also refer to [Information for Proponents on MVLWB’s Engagement Requirements](#).

Land Use Plans: Contact the applicable Land Use Planning Board or the Tłı̨chǫ Government for assistance in interpreting the requirements of the relevant land use plan(s). Include a Land Use Plan Conformity Table, or if applicable, written confirmation of conformity from the Tłı̨chǫ Government, in your Application Package, demonstrating how the project meets the requirements of the Land Use Plan, if applicable.

Traditional Knowledge (TK): Provision of TK is mandatory for applications to the SLWB. Other applicants are strongly encouraged to include TK.

Studies Undertaken to Date: List any relevant studies that support the proposed activities and include them in your Application Package.

Engagement
Please see enclosed Engagement Management Plan and Engagement Log. After initial conversations with the MVLWB that indicated that email engagement wasn’t quite sufficient, we tried to contact people by phone. Many people we tried to engage with during this process were not available, and/or we weren’t able to have direct communication with via phone (details available in engagement log). Mandalay will continue to engage by trying to contact people during the permit review period and will communicate any project thoughts/concerns to the MVLWB.

Land Use Plans
Tłı̨chǫ Land Use Conformity Table: N/A

Traditional Knowledge (TK):
Not included at this time.

Studies Undertaken to Date:
None at this time.

20. FEES

Refer to the Guide for assistance in determining relevant fees.


Type of Fee	Amount (\$)
Application fee (if applicable):	\$150.00
Land-use fees (for federal areas only):	\$
Total Fees:	\$150.00

If fees are submitted separately, indicate how and when they will be delivered to the Board’s office.

Cheque has been mailed to the MVLWB office, attn: Tyree Mulaney.

21. SIGNATURE

Kellie Leedham, for Mandalay Resources	Regulatory Compliance Lead
Applicant's Name (print) or Company Name	Position (print)

	October 08, 2024
Signature	Date

Review the application package checklist provided in the Guide, and submit completed applications to the Regulatory Manager or Executive Director identified on the "Contact Us" pages of the respective Land and Water Board (www.mvlwb.com, www.wlwb.ca, www.slwb.com, www.glwb.com).



FORM 27 BUSINESS CORPORATIONS ACT EXTRA-TERRITORIAL ANNUAL RETURN FORMULE 27 LOI SUR LES SOCIÉTÉS PAR ACTIONS RAPPORT ANNUEL EXTRATERRITORIALE

FILED - DÉPÔT Internal Use Only / À Usage Interne Seulement File: 610827 Date: April 27/24 REGISTRAR OF CORPORATIONS REGISTRAIRE DES SOCIÉTÉS

1) NAME OF CORPORATION / 1) DÉNOMINATION SOCIALE DE LA SOCIÉTÉ Lupin Mines Incorporated

2) This return contains information current to and including: / 2) Le présent rapport contient les renseignements les plus récents en date du: Month and day of incorporation or amalgamation / Mois et jour de constitution ou de fusion The year for which this return is applicable / Année applicable au rapport

3) Is the address of the registered office and the post office box designated as the address for service by mail, if any, the same as shown on the last notice filed with the Registrar of Corporations? / 3) L'adresse du bureau enregistré et de la boîte postale aux fins de signification par courrier sont-elles les mêmes que celles qui figurent sur le dernier avis de désignation déposé auprès du registraire des sociétés?

4) Is the current postal and street address of the head office the same as the postal and street address shown on the last notice filed with the Registrar of Corporations? / 4) L'adresse actuelle du siège social est-elle la même que celle qui figure sur le dernier avis de désignation déposé auprès du registraire des sociétés?

5) Are the current charter and regulations of the corporation the same as the charter and regulations that have been filed with the Registrar of Corporations? / 5) La charte et les règlements de la société sont-ils les mêmes que ceux qui ont été déposés auprès du registraire des sociétés?

6) Are the current directors of the corporation the same as the directors shown on the last notice filed with the Registrar of Corporations? / 6) Les administrateurs actuels de la société sont-ils les mêmes que ceux qui figurent sur le dernier avis registraire des sociétés?

FORM 23 MUST ACCOMPANY THIS RETURN

FORMULE 23 DOIT ÊTRE JOINT AU PRÉSENT RAPPORT

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO", THIS RETURN MUST BE ACCOMPANIED BY ALL NOTICES NECESSARY TO BRING THE RECORDS OF THE REGISTRAR UP TO DATE.

SI VOUS AVEZ RÉPONDU «NON» À L'UNE DES QUESTIONS CI-DESSUS, LE PRÉSENT RAPPORT DOIT ÊTRE ACCOMPAGNÉ DE TOUS LES AVIS DE DÉSIGNATION NÉCESSAIRES AFIN DE METTRE À JOUR LES REGISTRES DU REGISTRAIRE.

Table with 3 columns: DATE, ORIGINAL SIGNATURE, TITLE. Row 1: April 28, 2022, [Signature], Director

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario



Ministry of
Consumer and
Business Services

Ministère des Services
aux consommateurs
et aux entreprises

1670727

CORRECTED CERTIFICATE
This Corrected certificate endorsed
pursuant to Section 275 of the Business
Corporations Act, and effective on

CERTIFICATE RECTIFIÉ
Le présent certificat rectifié est approuvé
conformément à l'article 275 de la Loi sur les
sociétés par actions; il entre en vigueur le

APRIL 28, 2006 / AVRIL 28, 2006

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

Form 1
Business
Corporations
Act

Formule 1
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT)

L	U	P	I	N	M	I	N	E	S	I	N	C	O	R	P	O	R	A	T	E	D

2. The address of the registered office is:
Adresse du siège social:

1136 Alloy Drive

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Thunder Bay

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

ONTARIO

P 7 B 6 M 9

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is/are: minimum/minimal maximum/maximal
Nombre (ou nombres minimal et maximal) d'administrateurs: **1** **10**

- | | | |
|---|--|--|
| 4. The first director(s) is/are:
Premier(s) administrateur(s): | Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro, le numéro de la
R.R. ou le nom de la municipalité, la province, le pays et le
code postal | Resident Canadian?
Yes or No
Résident canadien?
Oui/Non |
|---|--|--|

Roderick W. Johansen

**1136 Alloy Drive
Thunder Bay, ON P7B 6M9**

Yes

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no such restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

1. An unlimited number of voting Class A Common shares;
2. An unlimited number of voting Class B Common shares;
3. An unlimited number of voting Class C Common shares;
4. An unlimited number of voting Class D Common shares;
5. An unlimited number of voting Class E Common shares;
6. An unlimited number of voting Class A Preference shares;
7. An unlimited number of non-voting Class B Preference shares;

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

In these Articles:

1. The term "Redemption Amount", with respect to any class of preference shares, shall be an amount determined by a resolution of the Board of Directors, provided that the said Redemption Amount shall be fixed by the Board of Directors prior to the issuance of any class of preference share.

The class "A" common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "A" common shares shall be entitled to vote at all meetings of the shareholders except meetings at which only holders of a specified class of shares are entitled to vote.
2. Dividends may be declared on the class "A" common shares in the discretion of the directors without at the same time declaring any dividends on any other class of shares.
3. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the net equity of the corporation shall be distributed among the holders of the class "A" common shares, the class "B" common shares, the class "C" common shares, the class "D" common shares and the Class "E" common shares without priority and on a share for share basis.

The class "B" common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "B" common shares shall be entitled to vote at all meetings of the shareholders except meetings at which only holders of a specified class of shares are entitled to vote.
2. Dividends may be declared on the class "B" common shares in the discretion of the directors without at the same time declaring any dividends on any other class of shares.
3. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the net equity of the corporation shall be distributed among the holders of the class "A" common shares, the class "B" common shares, the class "C" common shares, the class "D" common shares and the Class "E" common shares without priority and on a share for share basis.

The class "C" common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "C" common shares shall be entitled to vote at all meetings of the shareholders except meetings at which only holders of a specified class of shares are entitled to vote.
2. Dividends may be declared on the class "C" common shares in the discretion of the

7. continued

directors without at the same time declaring any dividends on any other class of shares.

3. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the net equity of the corporation shall be distributed among the holders of the class "A" common shares, the class "B" common shares, the class "C" common shares, the class "D" common shares and the class "E" common shares, without priority and on a share for share basis.

The class "D" common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "D" common shares shall be entitled to vote at all meetings of the shareholders except meetings at which only holders of a specified class of shares are entitled to vote.

2. Dividends may be declared on the class "D" common shares in the discretion of the directors without at the same time declaring any dividends on any other class of shares.

3. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the net equity of the corporation shall be distributed among the holders of the class "A" common shares, the class "B" common shares, the class "C" common shares, the class "D" common shares and the class "E" common shares, without priority and on a share for share basis.

The class "E" common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "E" common shares shall be entitled to vote at all meetings of the shareholders except meetings at which only holders of a specified class of shares are entitled to vote.

2. Dividends may be declared on the class "E" common shares in the discretion of the directors without at the same time declaring any dividends on any other class of shares.

3. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the net equity of the corporation shall be distributed among the holders of the class "A" common shares, the class "B" common shares, the class "C" common shares, the class "D" common shares and the class "E" common shares, without priority and on a share for share basis.

The class "A" preference shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "A" preference shares shall, in each year, in the discretion of the directors, be entitled out of the profits or surplus available for dividends, to non-cumulative dividends at a fixed percentage rate per annum of the Redemption Amount, such rate (the "Class "A" Preference Share Dividend Rate") to be determined by the directors by a resolution passed at the time the first class "A" preference shares are issued. The holders of the class "A" preference shares shall not be entitled to any dividends other than or in excess

7. continued

of the non-cumulative dividend hereinbefore provided for. The directors may declare dividends on any class of preference shares or any class of common shares without declaring dividends on the class "A" preference shares at the same time or at all.

2. In the event that the Corporation for any reason fails to redeem any of the class "A" preference shares of the Corporation when required to do so by the holder or holders thereof on the terms hereinafter set out, all of the class "A" preference shares of the Corporation shall, from the date of the said demand for redemption, be entitled to cumulative dividends at the Class "A" Preference Share Dividend Rate of the Redemption Amount, payable in priority to any dividends on any class of preference shares or any class of common shares of the Corporation.

3. No dividends shall be declared or paid on any class of preference shares or any class of common shares of the Corporation, nor shall any payments or distributions be made to the holders of any class of preference shares or common shares of the Corporation if the payment of such dividends or distributions would result in a reduction of the realizable value of the net assets of the Corporation to an amount less than the amount required to redeem all of the issued and outstanding class "A" preference shares in accordance with the rights attaching to such class "A" preference shares as set out in these Articles.

4. The class "A" preference shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof. Holders of the class "A" preference shares which are redeemed shall be paid the Redemption Amount for each class "A" preference share then owned by them together with any dividends declared thereon and unpaid and no more.

5. The class "A" preference shares or any part thereof shall be redeemable at the option of the holder without the consent of the Corporation. Holders of the class "A" preference shares which are redeemed shall be paid an amount equal to the Redemption Amount and any dividends declared thereon and unpaid and no more.

6. The Corporation may at any time purchase for cancellation the whole or any part of the class "A" preference shares at the lowest price at which a holder of such shares is prepared to offer the same, but not exceeding an amount equal to the Redemption Amount together with all dividends declared thereon and unpaid.

7. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among the shareholders by way of repayment of capital, the holder of the class "A" preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the Redemption Amount and any dividends declared thereon and unpaid and no more.

8. The holders of the class "A" preference shares shall be entitled to one (1) vote for each class "A" preference share held by them at all meetings of the shareholders of the Corporation.

The class "B" preference shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations and prohibitions:

1. The holders of the class "B" preference shares shall, in each year, in the discretion of the directors, be entitled out of the profits or surplus available for dividends, to non-

7. continued

cumulative dividends at a fixed percentage rate per annum of the Redemption Amount, such rate (the "Class "B" Preference Share Dividend Rate") to be determined by the directors by a resolution passed at the time the first class "B" preference shares are issued. The holders of the class "B" preference shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividend hereinbefore provided for. The directors may declare dividends on any class of preference shares or any class of common shares without declaring dividends on the class "B" preference shares at the same time or at all.

2. In the event that the Corporation for any reason fails to redeem any of the class "B" preference shares of the Corporation when required to do so by the holder or holders thereof on the terms hereinafter set out, all of the class "B" preference shares of the Corporation shall, from the date of the said demand for redemption, be entitled to cumulative dividends at the Class "B" Preference Share Dividend Rate of the Redemption Amount, payable in priority to any dividends on any class of preference shares or any class of common shares of the Corporation.

3. No dividends shall be declared or paid on any class of preference shares or any class of common shares of the Corporation, nor shall any payments or distributions be made to the holders of any class of preference shares or common shares of the Corporation if the payment of such dividends or distributions would result in a reduction of the realizable value of the net assets of the Corporation to an amount less than the amount required to redeem all of the issued and outstanding class "B" preference shares in accordance with the rights attaching to such class "B" preference shares as set out in these Articles.

4. The class "B" preference shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof. Holders of the class "B" preference shares which are redeemed shall be paid the Redemption Amount for each class "B" preference share then owned by them together with any dividends declared thereon and unpaid and no more.

5. The class "B" preference shares or any part thereof shall be redeemable at the option of the holder without the consent of the Corporation. Holders of the class "B" preference shares which are redeemed shall be paid an amount equal to the Redemption Amount and any dividends declared thereon and unpaid and no more.

6. The Corporation may at any time purchase for cancellation the whole or any part of the class "B" preference shares at the lowest price at which a holder of such shares is prepared to offer the same, but not exceeding an amount equal to the Redemption Amount together with all dividends declared thereon and unpaid.

7. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among the shareholders by way of repayment of capital, the holder of the class "B" preference shares shall be entitled to receive, after payment of all amounts due to the holders of the class "A" preference shares, but before any distribution of any part of the assets of the Corporation among the holders of any other shares, the Redemption Amount and any dividends declared thereon and unpaid and no more.

8. The holders of the class "B" preference shares shall not be entitled to vote at any meetings of the shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

8. The issue, transfer or ownership of shares is ~~is not~~ restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est ~~n'est pas~~ restreint. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer the shares of the Corporation shall be restricted in that no share shall be transferred without the express consent of a majority of the Directors, to be signified by a resolution passed by the Board of Directors, or by an instrument or instruments in writing signed by a majority of the Directors.

9. Other provisions if any:
Autres dispositions, s'il y a lieu:

- a) The number of Shareholders of the Corporation exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, Shareholders of the Corporation, is hereby limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one Shareholder;
- b) Any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.

10. The names and addresses of the incorporators are:
Noms et adresses des fondateurs:

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

Full address for service or address of registered office or
of principal place of business giving street & No. or R.R.
No., municipality and postal code
*Domicile élu au complet, adresse du siège social ou
adresse de l'établissement principal, y compris la rue et le
numéro ou le numéro de la R.R., le nom de la
municipalité et le code postal*

Roderick W. Johansen

**1136 Alloy Drive
Thunder Bay, ON P7B 6M9**

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Signatures of incorporator(s)/
Signatures des fondateurs

Roderick W. Johansen

