

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. The forward-looking statements are contained principally in the sections titled “Summary,” “Risk Factors,” “Future Plans and Use of Proceeds,” “Industry Overview,” “Our Business,” and “Financial Information.” These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under “Risk Factors,” which may cause our actual results, performance or achievements to be materially different from performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements include, without limitation, statements relating to:

- our ability to execute the current mining plan;
- our business and operating strategies and our future business development;
- our capital expenditure plan;
- the development plans and schedules for our mine;
- our future business developments, results of operations and financial condition;
- our expectations with respect to our ability to acquire and maintain regulatory qualifications required to operate our business;
- changes in competitive conditions and our ability to compete under these conditions;
- capital market development;
- changes in the political, economic, legal, operational and social conditions in Peru and in the PRC;
- changes in currency exchange rates; and
- other statements in this prospectus that are not historical fact.

The words “aim,” “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “seek,” “will,” “would” and the negative of these terms and other similar expressions, as they relate to us, are intended to identify a number of these forward-looking statements. These forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of uncertainties and factors, including but not limited to:

- changes in the prevailing global metal (including among others, copper, molybdenum and silver) prices;
- any changes in the laws, rules and regulations of the central and local governments in Peru and the rules, regulations and policies of the relevant government authorities relating to all aspects of our business;
- general economic, market and business conditions in Peru;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices;

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- the effects of competition within the industry that we operate;
- various business opportunities that we may pursue; and
- the risk factors discussed in this prospectus as well as other factors beyond our control.

Subject to the requirements of applicable laws, rules and regulations, we do not have any obligation to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus might not occur in the way we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements contained in this prospectus are qualified by reference to the cautionary statements set forth in this section as well as the risks and uncertainties discussed in section titled “Risk Factors” of this prospectus.