MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS
(EXPRESSED IN US DOLLARS)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

c/o Perrieri Office Suites, Suite 1, C2-302, Level 3, Office Block C, La Croisette,
Grand Baie, 30517,
Mauritius Phone: +230 269 4166
www.alphaminresources.com

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INTRODUCTION

This Management's discussion and analysis – quarterly highlights ("Quarterly Highlights") of the financial position and results of operations of Alphamin Resources Corp. ("Alphamin," or "the Company") should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and the notes thereto for the three and nine months ended September 30, 2020 and the audited annual consolidated financial statements of the Company as at December 31, 2019. In this discussion and analysis, unless the context otherwise dictates, a reference to the Company refers to Alphamin Resources Corp. and its subsidiaries. Additional information about Alphamin Resources Corp. is available on SEDAR at www.sedar.com. This Quarterly Highlights is dated October 29, 2020 and information contained herein is presented as of that date, unless otherwise indicated.

This discussion and analysis contains forward-looking statements. Please refer to the cautionary language under Forward-Looking Statements within this report.

All dollar amounts in this Quarterly Highlights are in US dollars unless otherwise noted.

OVERVIEW AND OUTLOOK

FINANCIAL AND OPERATIONAL HIGHLIGHTS

- ✓ **Tin sales up 3% to 2,695 tons** versus previous quarter
- ✓ **EBITDA up 24% to US$16.1 million for the quarter**
- ✓ **Run-of-mine** material processed **up 5%** versus previous quarter
- ✓ **Q4 2020** production guidance of **2,600 - 2,800**[2] **tons** contained tin
- ✓ Commencement of significant **growth initiatives**

Production and Financial Summary for the Quarter ended September 2020[1]

Description	Units	Actual		
		Quarter ended September 2020	**Quarter ended June 2020**	**Variance**
Tons Processed	Tons	96,086	91,928	5%
Tin Grade Processed	% Sn	3.8	4.3	-12%
Overall Plant Recovery	%	71	69	3%
Contained Tin Produced	Tons	2,563	2,739	-6%
Contained Tin Sold	Tons	2,695	2,613	3%
EBITDA	US$'000	16,052	12,900	24%
AISC per ton tin sold	US$/t	10,777	10,849	-1%
Tin Price Achieved	US$/t	17,436	15,359	14%

[1] *Production and financial information are disclosed on a 100% basis. Alphamin indirectly owns 84.14% of its operating subsidiary to which the information relates.*

DESCRIPTION OF THE BUSINESS

Alphamin's primary business is the production of tin concentrates from the Bisie Tin Mine in the Democratic Republic of the Congo ("DRC").

The Bisie Tin deposit occurs within Permis de Exploitation (Mining Permit) PE13155, along with three research permits granted to Alphamin's DRC-registered subsidiary, Alphamin Bisie Mining SA ("ABM"). ABM is an 84.14% indirect controlled subsidiary of Alphamin, with the remaining 15.86% owned by the DRC government (5%) and the Industrial Development Corporation of South Africa Ltd ("IDC") (10.86%). All tenements are located within the Walikale District, North Kivu Province of the east-central DRC and lie within one of the world's principal gold and tin metallogenic provinces.

KEY OPERATING MILESTONES

Run-of-mine volumes processed increased 5% to 96,086 tons. Our average tin grade was lower than the previous quarter at 3.8% however, this only marginally reduced the year to date average tin grade to 3.9%, and we expect to achieve our target tin grade of 4.0% for the financial year ending December 2020. Increased plant recoveries and throughput partially offset the impact of the lower tin grades. Tin production was at the lower end of our previous production guidance range and tin sales increased 3% to 2,695 tons for the quarter.

The all-in sustaining cost per ton of payable tin sold reduced by 1% to US$10,777 and benefitted from lower sustaining capital expenditure. Sustaining capital expenditure is expected to increase in Q4 2020.

EBITDA of US$16.1 million was 24% above that of the previous quarter mainly due to a higher tin price achieved. The Q3 EBITDA was negatively affected by a net charge of US$1.3 million related to Q1 and Q2, including US$2.8 million of additional provisions required for concentrate grade adjustments due to differences between the independent on-site assays and those assays performed by the smelters. The smelter assay results received during Q3 related to Q1 and Q2 sales. The independent operators of the mine site laboratory have changed their assay method (since late-June 2020) and comparing samples of their Q3 results to a number of international laboratories, indications are that concentrate assays for this past quarter are reported more accurately.

The Bisie tin mine recorded zero lost-time injuries during the past quarter.

Production Guidance for the next Quarter and comparison to guidance for the year

We expect contained tin production of between 2,600 and 2,800[2] tons for the quarter ending December 2020. The tin price has recently increased to around US$18,500/t compared to a price achieved of US$17,436/t during this past quarter, which if maintained bodes well for the next quarter's EBITDA and cash flow generation.

We expect annual tin production to be at the upper end of our forecast of 9,000 to 10,000 tons of tin and our AISC to be in the mid-range of previously issued guidance of $10,000 to $12,000 per ton of tin sold. We expect tons of tin sold to be in line with guidance of approximately 2,000 tons higher than production due to the sale of a backlog of tin resulting from the bridge collapse in Q4 2019.

[2] *Production guidance is based on certain estimates and assumptions, including but not limited to: quantity of material processed, tin grades of processed material and processing recoveries and assumes mining operations will continue to be conducted in the same manner as the previous quarter and will not be further impacted by the Covid-19 pandemic.*

Covid-19 Pandemic and Impact on Operations

The health of our employees is of paramount importance and in this regard the Company has a range of Covid-19 awareness, prevention and other risk mitigation controls in place.

To date, the Company has been able to continue with normal production and concentrate sales activities.

Growth Initiatives

Following the debt reduction and restructuring completed in May 2020, the balance sheet has been strengthened and coupled with the increase in tin prices and steady production, the Company has launched its growth initiatives during this past quarter.

These initiatives relate to construction of a fine tin recovery plant and drilling of the adjacent Mpama South deposit with a view to establishing a maiden resource. Completion of both projects is part of the Company's two-year strategy to produce approximately 12,000 – 13,000 tons of contained tin per year and proving additional resource and life-of-mine extensions.

The fine tin recovery plant project is 46% complete and progressing on schedule for commissioning in April 2021. Estimated expenditure at completion is in line with the budget of US$4.6 million.

Commencement of drilling at the Mpama South prospect will commence in November 2020. While Mpama South is the first drill target, a drilling drive is being developed from Level 6 at Mpama North (current producing orebody) that will provide access for a drill rig by Q2 2021. A 6,000m drilling program is planned from the drilling drive at Mpama North to confirm down dip and strike extension of the orebody (open at depth) beyond the northernmost holes drilled in the 2014 campaign. An Exploration Committee had been established for determining the Company's exploration strategy outside of the Mpama North and South deposits with the aim to execute the strategic objectives and ensure the delivery of additional mineral resources from the Company's mining and exploration permit areas. Professor Laurence Robb, an expert on tin mineralization, is providing consulting services to the Exploration Committee, which, together with the exploration team on the ground, is developing plans to complete extensive soil geochemical surveys across 13km of prospective ground with the aim of identifying 2-3 drill targets for follow up drill testing by end 2021.

Grant of Stock Options

On August 5, the Company granted stock options to acquire an aggregate of 2,277,115 common shares to senior officers of Alphamin under its stock option plan. Each option is exercisable for a 7-year period to acquire one common share at a price of C$0.20 per share. The options granted vest over a period of 4 years from the date of grant.

Board Composition

Mrs. Zain Madarun and Mr. Sean Naylor were appointed to the board of directors of the Company in August 2020.

CURRENT COMPANY OBJECTIVES

The current Company objectives are:

1. Achieve zero harm in the workplace exposing no individual to injury through the implementation of safe work systems

2. Increase production from underground mining to ensure the plant operates at close to maximum capacity

3. Continue to focus on process plant improvements and debottlenecking to increase recoveries and be able to handle higher volumes from underground mining

4. Pursue value add initiatives to maximize plant recovery and extend the life of mine

5. Continue to foster strong relationships with key stakeholders in the DRC, in particular the local communities of the project affected areas as well as with provincial and national government stakeholders

SELECTED CONSOLIDATED FINANCIAL INFORMATION

		Q3 2020	Q2 2020	Q1 2020	Q3 v Q2 Variance
Tons processed	t	96,086	91,928	85,060	5%
Tin grade processed	t	3.8%	4.3%	3.5%	-12%
Recoveries	t	71%	69%	71%	3%
Payable tin produced	t	2,563	2,739	2,119	-6%
Payable tin sold	t	2,694	2,613	3,860	3%
Average tin price achieved*	$/ton	17,436	15,359	15,553	14%
Revenue	$'000	44,619	40,138	60,033	14%
Off mine costs	$'000	(11,625)	(10,839)	(18,903)	11%
Net on mine revenue	$'000	32,995	29,299	41,130	13%
On mine operating costs	$'000	(13,262)	(13,200)	(24,896)	0%
Administrative costs	$'000	(3,681)	(3,198)	(3,633)	15%
EBITDA **	$'000	16,052	12,900	12,602	24%

** Tin price achieved relates to tin concentrate sold during Q3, and excludes the impact of a $2.4m net provision made against revenue in relation to final assays received for Q1 and Q2 revenue.*
*** EBITDA is disclosed on a 100% ownership basis.*

Reconciliation of operating profit to EBITDA	**Q3 2020**	**Q2 2020**	**Q1 2020**
	$000	**$000**	**$000**
Operating profit	8,132	5,092	(691)
Adjustments;			
Depreciation, depletion and amortization	6,733	6,334	6,693
Depreciation in stock movement	178	(457)	5,639
Debt fees and amortization in general and administrative	764	1,713	741
Share based payments in general and administrative	135	108	88
Depreciation in general and administrative	110	110	131
EBITDA	16,052	12,900	12,602

EBITDA per share for the quarter ended September 30, 2020 on an 84.14% ownership basis using a CAD/USD FX rate of 1.35 equates to CAD1.55 cents per share. (Q2 2020: CAD1.47 cents per share)

AISC per ton of payable tin sold		**Q3 2020**	**Q2 2020**	**Q1 2020**
On mine operating costs	$'000	16,943	16,398	28,528
Tons of payable tin sold	t	2,694	2,613	3,860
On mine costs per ton	$/t	6,289	6,275	7,391
Off mine costs per ton	$/t	4,315	4,148	4,897
Sustaining capex	$/t	173	427	138
AISC	$/t	10,777	10,849	12,426

	Q3 2020	Q2 2020	Variance	Q3 2020	Q3 2019	Variance
	$'000	$'000	%	$'000	$'000	%
Revenue	44,619	40,138	11%	44,619	7,426	501%
Cost of sales	(31,798)	(29,917)	6%	(31,798)	(5,876)	441%
Gross profit	12,821	10,221	25%	12,821	1,550	727%
General and admin	(4,689)	(5,129)	9%	(4,689)	(3,335)	41%
Operating profit/(loss)	8,132	5,092	60%	8,132	1,785	556%
OTHER						
Warrants	(2,613)	23	-ve	(2,613)	3,268	-180%
Profit on foreign exchange	85	176	-	85	-	n/a
Interest expense	(2,628)	(3,312)	-21%	(2,628)	1,513	74%
Interest income	-	-	-18%	-	-	n/a
Profit before tax	2,977	1,980	50%	2,977	(30)	n/a

Profit/(loss) for the three and nine months ended September 30, 2020, compared to the three and nine months ended September 30, 2019

The profit before tax for Q3 2020 was $2,976,742 compared to a loss for Q3 2019 of $30,004. The Company declared commercial production on 1 September 2019 and therefore comparative production figures for Q3 2019 relate only to the month of September. The third quarter's results include sales of tin concentrate of 2,694 (Q2 2020: 2,613) tons of contained tin at an average tin price of $17,436. The tin price rebounded during Q3 from its lows during the peak of the Covid-19 pandemic.

On mine cost per ton of tin sold during Q3 2020 remained flat at $6,289 compared to $6.275 in the previous quarter. Off mine costs per ton of tin sold during Q3 2020 increased from $4,148 to $4,315 in the previous quarter due to increased maintenance intervention required on outbound logistics routes. The company invested heavily in consumable and engineering spares during the quarter and capitalized approximately $1.5m of transport and duties costs associated with these purchases to stores. In the prior quarter these costs were expensed as incurred.

As previously reported, the Company noted large differences between the ALS operated independent lab assays and final smelter assays. A provision of $5.3m was recorded in Q1 and Q2 based on estimates using information available at the time. Further smelter assay results received during Q3 have resulted in an additional net provision of $2.4m recorded in Q3 but relating to Q1 and Q2 revenue.

ALS, the independent operator of the on-mine lab, changed its assay method of tin concentrate to a wet chemical method by manual titration, which method was successfully validated to a 2.5% accuracy level and applied to the assay of concentrate from early July 2020. Accordingly, no further provisions have been made in relation to Q3 revenue. A series of samples from concentrate produced during Q3 have been despatched to various laboratories and indications are that the ALS assays are becoming more accurate, but this remains an uncertainty until receipt of final smelter assays.

Cost of sales in Q3 2020 was $31.8m comparted to $29.9m in Q2 2020, an increase of 6% compared to an increase in revenue of 11%.

General and administrative costs decreased from $5,128,576 in Q2 2020 to $4,689,163 in Q3 2020, which largely relates to debt restructuring costs incurred in the previous quarter.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2020 the Company had a consolidated cash balance of $9,772,431 (December 31, 2019: $5,941,243) and net working capital of $8,332,311 and (December 31, 2019: ($3,301,071).

As at quarter end, the Company had debt of $66.05m (December 31, 2019: $98.04m). The company commenced with capital debt repayments in July 2020. In accordance with the terms of the revised credit agreement the Company will make mandatory cash sweep prepayments of 50% of excess cash on a quarterly basis. The first cash sweep was made at the end of October 2020 in the amount of $1.4m.

Cash generated by operating activities for the quarter ended September 30, 2020 was $10.8m (quarter ended June 30, 2020: $3.5m). During Q3 the remaining overdue capital creditors were paid off and the Company is on current terms with all suppliers and lenders. Significant funds were invested in consumable and engineering spares on hand to ensure operational resilience as production volumes increase.

Investing activities

Cash used in investing activities for the quarter ended September 30, 2020 was $4.7m (quarter ended June 30, 2020: $1.15m). The Company commenced with various growth initiatives during the quarter including the fine tin project referred to above as well as the procurement of additional mine vehicles which will increase hauling efficiency from underground as well as a 1.5 million litre fuel farm to store additional fuel reserves.

Financing activities

Debt repayments commenced in July 2020 and a total of $3.8m in capital and interest payments were made during the quarter. The partial debt holiday negotiated as part of the debt refinance will expire in January 2021 when capital and interest repayments will increase to approximately $2.7m per month.

Liquidity outlook

Since the debt refinancing in Q2 2020, the liquidity outlook has been further boosted by the recovery in the tin price and good levels of tin production and sales. These tailwinds have allowed the Company to safely proceed with its growth initiatives which in the case of the fine tin recovery plant should in turn add to cashflows from mid-2021. In addition, significant funds have been deployed to paying down remaining capital development creditors which were fully paid at the end of Q3 2020.

RELATED PARTY TRANSACTIONS

For the quarter ended September 30, 2020, $9,000 was paid to Adansonia Management Services Limited for corporate secretarial services. Adansonia Management Services Limited is owned by Adansonia Holdings Limited, which is ultimately owned by Brendon Jones and Rudolf Pretorius (Directors of the Company) and Mrs Zain Madarun, Company Secretary and Director. All potential conflicts have been disclosed via the Company's interest register.

$34,725 was paid to Pangea (Pty) Ltd relating to consulting fees and office rent. CEO and director Maritz Smith and director Boris Kamstra are directors of Pangea (Pty) Ltd.

During the quarter the Company's interest in ABM increased from 80.75% to 84.14% following the capitalization of intercompany loans. The final administrative board meeting will be held in November 2020 to allow the issue of share certificates.

INTERNAL CONTROL

In accordance with National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed consolidated financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2019, available on SEDAR at www.sedar.com for a description of these risk factors.

OTHER MD&A REQUIREMENTS

Outstanding share data – As at:

	September 30, 2020	October 29, 2020
Common shares outstanding	1,180,367,816	1,180,367,816
Warrants issued and outstanding	169,672,281	169,672,281
Options outstanding	24,581,831	24,581,831
Options exercisable	6,235,744	6,235,744

USE OF NON-IFRS FINANCIAL PERFORMANCE MEASURES

This Quarterly Highlights refers to the following non-IFRS financial performance measures: Earnings before interest, taxes, depreciation and amortization ("EBITDA"), Earnings before interest and taxes ("EBIT"), Adjusted EBITDA, Adjusted Earnings per Share, Net debt, Operating Cost per tonne and All-In Sustaining Cost ("AISC").

These measures are not recognized under IFRS as they do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. We use these measures internally to evaluate the underlying operating performance of the Company for the reporting periods presented. The use of these measures enables us to assess performance trends and to evaluate the results of the underlying business of the Company. We understand that certain investors, and others who follow the Company's performance, also assess performance in this way.

We believe that these measures reflect our performance and are useful indicators of our expected performance in future periods. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

EBITDA

EBITDA provides insight into our overall business performance (a combination of cost management and growth) and is the corresponding flow drivers towards the objective of achieving industry-leading returns. This measure assists readers in understanding the ongoing cash generating potential of the business including liquidity to fund working capital, servicing debt, and funding capital expenditures and investment opportunities. EBITDA is profit before net finance expense, borrowing fees, income taxes and depreciation, depletion, and amortization.

NET DEBT

Net debt demonstrates how our debt is being managed and is defined as total current and non-current portions of debt and lease liabilities less cash and cash equivalents. As outlined above, debt was reduced by $31.2m in May 2020.

	September 30, 2020	June 30, 2020	December 31, 2019
Current portion of lease liabilities	1,160,345	1,080,103	531,149
Current portion of debt	21,899,844	17,983,253	16,339,300
Non-current portion of lease liabilities	2,436,838	1,053,375	1,444,887
Non-current portion of debt	44,159,998	49,951,929	81,696,499
Total debt	69,657,025	70,068,660	100,011,835
Less: cash and cash equivalents	9,772,431	7,009,202	5,941,243
Net debt	59,844,594	63,059,458	94,070,592

Cash Costs

This measures the cash costs to produce a ton of payable tin. This measure includes mine operating production expenses such as mining, processing, administration, indirect charges (including surface maintenance and camp), and smelting, refining and freight, distribution and royalties. Cash Costs do not include depreciation, depletion, and amortization, reclamation expenses, capital sustaining, borrowing costs and exploration expenses.

AISC

This measures the cash costs to produce a ton of payable tin plus the capital sustaining costs to maintain the mine, processing plant and infrastructure. This measure includes the Cash Cost per ton and capital sustaining costs divided by tons of payable tin produced. All-In Sustaining Cost per ton does not include depreciation, depletion, and amortization, reclamation, borrowing costs and exploration expenses.

Sustaining capital expenditures are defined as those expenditures which do not increase payable mineral production at a mine site and excludes all expenditures at the Company's projects and certain expenditures at the Company's operating sites which are deemed expansionary in nature. The following table reconciles sustaining capital expenditures to the Company's total capital expenditures:

	Q3 2020	Q2 2020	Q1 2020
Additions to property, plant and equipment	4,747,326	1,114,928	531,149
Expansion capital expenditures	4,281,530		
Sustaining capital expenditures	465,796	1,114,928	531,149

Expansion capital expenditures relate to $1.7m on the fine tin recovery project, $842k on a new mine truck to increase underground tramming capacity and $1.7m on the fuel farm referred to above.

FORWARD-LOOKING STATEMENTS

This Quarterly Highlights contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This Quarterly Highlights may contain forward-looking statements relating to, among other things, guidance for production; total cash costs and all-in sustaining costs, and the factors contributing to those expected results, as well as expected capital expenditures; mineral reserve and mineral resource estimates; grades expected to be mined at the Company's operations; the expected production, costs, economics and operating parameters of the Bisie Project; planned activities for the Company's operations and projects, as well as planned exploration activities; expected production for the Bisie Project; the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation, exploration and development of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Such factors include, without limitation: the economic and other effects of the COVD-19 pandemic; significant capital requirements and the availability and management of capital resources; additional funding requirements; price volatility in the spot and forward markets for tin and other commodities; fluctuations in the international currency markets and in the rates of exchange of the currencies of the Democratic Republic of Congo (DRC) and the United States of America (US); discrepancies between actual and estimated production and the costs thereof; between the Company's assays of tin concentrate produced and those performed by refining smelters; between actual and estimated reserves and resources and between actual and estimated metallurgical recoveries; changes in national and local government legislation in the DRC or any other country in which Alphamin currently or may in the future conduct business; taxation; controls, regulations and political or economic developments in the countries in which Alphamin does or may conduct business; the speculative nature of mineral exploration and development, including the risks of obtaining and maintaining the validity and enforceability of the necessary licenses and permits and complying with the permitting requirements of each jurisdiction in which Alphamin operates, including, but not limited to: obtaining the necessary permits for the Bisie Project; the lack of certainty with respect to foreign legal systems, which may not be immune from the influence of political pressure, corruption or other factors that are inconsistent with the rule of law; the uncertainties inherent to current and future legal challenges Alphamin is or may become a party to; diminishing quantities or grades of reserves and resources; competition; loss of key employees; rising costs of labour, supplies, fuel and equipment; actual results of current exploration or reclamation activities; uncertainties inherent to mining economic studies including the Feasibility Study for the Bisie Project; changes in project parameters as plans continue to be refined; accidents; labour disputes; defective title to mineral claims or property or contests over claims to mineral properties; risks, uncertainties and unanticipated delays associated with obtaining and maintaining necessary licenses, permits and authorisations and complying with permitting requirements, including those associated with the environment. In addition, there are risks and hazards associated with the business of mineral exploration, development and mining, including environmental events and hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and losses of processed tin (and the risk of inadequate insurance or inability to obtain insurance to cover these risks), as well as "Risk Factors" included elsewhere in this Quarterly Highlights and Alphamin's public disclosure documents filed on and available at www.sedar.com.

QUALIFIED PERSON

Mr. Vaughn Duke Pr.Eng. PMP, MBA, B.Sc. Mining Engineering (Hons.) is a qualified person (QP) under NI 43-101 and has reviewed and approved the scientific and technical information contained in this MD&A. He is a Principal Consultant, Partner and Director of Sound Mining, an independent technical consultant to the Company.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this Quarterly Highlights. Readers of this Quarterly Highlights and other filings can review and obtain copies of the Company's filings from SEDAR at www.sedar.com and copies will also be provided upon request.