



**Part II** Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [SEE ATTACHMENT](#)

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18 Can any resulting loss be recognized? ▶ [SEE ATTACHMENT](#)

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [SEE ATTACHMENT](#)

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶  Date ▶ April 10, 2023

<b>Paid Preparer Use Only</b>	Print your name ▶ <b>ALNESH MOHAN</b>	Preparer's signature	Title ▶ <b>CHIEF FINANCIAL OFFICER</b>	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	
	Firm's address ▶				

CONSTANTINE METAL RESOURCES LTD.  
FORM 8937 ATTACHMENT  
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

***Disclaimer***

**This Form 8937 including all attachments or related documents do not constitute tax advice. None of the documents analyze any specific shareholder's facts and circumstances. Shareholders should seek independent counsel from qualified tax advisors regarding the U.S. tax consequences of the transaction described within this statement and its impact on their U.S. taxes.**

**Form 8937, Part II, Line 14:** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On October 31, 2022, Constantine Metal Resources Ltd. ("Constantine") and American Pacific Mining Corp. ("APM") undertook a plan of arrangement under the laws of the Province of British Columbia, pursuant to which APM acquired all of the issued and outstanding common shares of Constantine in exchange for: 0.881 APM shares in exchange for each Constantine share (the "Transaction"). No Constantine shareholder received a fractional share of APM stock, and no cash was paid in lieu thereof. Any fractions resulting were rounded to the nearest whole number, with fractions of one-half or greater being rounded to the next higher whole number and fractions of less than one-half being rounded to the next lower whole number.

**Form 8937, Part II, Line 15:** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

For U.S. federal income tax purposes, the Transaction is intended to be treated as follows: the Transaction is intended to qualify as a reorganization described in section 368(a) of the Internal Revenue Code ("Code"). Accordingly, a shareholder's aggregate tax basis in its APM shares received in the Transaction is expected to equal the shareholder's aggregate tax basis in its Constantine shares immediately before the Transaction. If one share of stock is received in exchange for more than one share of stock or if a fraction of a share of stock, then the basis of the shares of stock surrendered must be allocated to the shares of stock (or allocable portions thereof) received in a manner that reflects, to the greatest extent possible, that a share of stock is received in respect of shares of stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate basis in this manner, the basis of the shares of stock surrendered must be allocated to the shares of stock or (or allocable portions thereof) received in a manner that minimizes the disparity in the holding periods of the surrendered shares of stock whose basis is allocated to any particular share of stock received.

**Form 8937, Part II, Line 16:** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

The adjusted tax basis of each APM share received in the transaction should be the same as the adjusted tax basis of the Constantine share exchanged under section 358 of the Code.

CONSTANTINE METAL RESOURCES LTD.  
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**Form 8937, Part II, Line 17:** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The applicable Code sections upon which the tax treatment of the Transaction is based are 354, 358, and 368.

**Form 8937, Part II, Line 18:** Can any resulting loss be recognized.

No loss should be recognized in connection with the Transaction.

**Form 8937, Part II, Line 19:** Provide any other information necessary to implement the adjustment, such as the reportable tax year.

This transaction was completed during calendar year 2022.