



PERPETUA RESOURCES CORP

NASDAQ CORPORATE GOVERNANCE

We are a foreign private issuer and our common shares are listed on the Nasdaq Capital Market ("Nasdaq"). Nasdaq Marketplace Rule 5615(a)(3) permits a foreign private issuer to follow its home country practice in lieu of most of the requirements of the 5600 Series of the Nasdaq Marketplace Rules. In order to claim such an exemption, we must disclose the significant differences between our corporate governance practices and those required to be followed by U.S. domestic issuers under Nasdaq's corporate governance requirements. Set forth below is a summary of such differences.

Shareholder Quorum Requirements

The NASDAQ Rulebook specifies a quorum requirement of at least 33-1/3% of the shares issued and outstanding and entitled to vote for meetings of a listed company's shareholders. Perpetua Resources Corp's current quorum requirements, as set forth in its articles, for a meeting of shareholders is two shareholders present in person or represented by proxy representing at least 10% of the shares entitled to be voted. Perpetua Resources Corp's current quorum requirement is not prohibited by, and does not constitute a breach of, the British Columbia Business Corporations Act.