

REFINITIV

# DELTA REPORT

## 10-K

LODE - COMSTOCK INC.

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	5307
CHANGES	276
DELETIONS	2715
ADDITIONS	2316

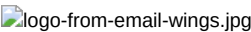
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 2023

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM TO .

COMMISSION FILE NO.: 001-35200



COMSTOCK INC.

(Exact name of registrant as specified in its charter)

Nevada 65-0955118  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
117 American Flat Road, Virginia City, NV 89440  
(Address of principal executive offices) (Zip Code)

(775) 847-5272

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.000666 per share	LODE	NYSE American

Securities registered pursuant to Section 12(g) of the Acts: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 406 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes " No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the prior 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No "

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes x No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Emerging growth company ☐  
Non-accelerated filer ☒ Smaller reporting company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Yes ☒ No ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The aggregate market value of the 66,261,769 95,311,785 shares of voting stock held by non-affiliates of the registrant based on the closing price on the NYSE American on June 30, 2022 June 30, 2023 was \$41,082,297 \$69,549,010.

The number of shares outstanding of Common Stock, \$0.000666 par value per share, on March 16, 2023 February 26, 2024 was 101,673,430 115,820,980.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the definitive proxy statement to be delivered to shareholders in connection with the 2024 Annual Meeting of Shareholders, are incorporated by reference in Part III.

COMSTOCK INC.  
ANNUAL REPORT ON FORM 10K  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 2023

TABLE OF CONTENTS

<a href="#">PART I</a>		
<a href="#">ITEM 1</a>	<a href="#">BUSINESS</a>	<a href="#">6</a>
<a href="#">ITEM 1A</a>	<a href="#">RISK FACTORS</a>	<a href="#">19 18</a>
<a href="#">ITEM 1C</a>	<a href="#">CYBERSECURITY</a>	<a href="#">43</a>
<a href="#">ITEM 2</a>	<a href="#">PROPERTIES</a>	<a href="#">43 44</a>
<a href="#">ITEM 3</a>	<a href="#">LEGAL PROCEEDINGS</a>	<a href="#">54 56</a>
<a href="#">ITEM 4</a>	<a href="#">MINE SAFETY DISCLOSURES</a>	<a href="#">54 56</a>
<a href="#">PART II</a>		
<a href="#">ITEM 5</a>	<a href="#">MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES</a>	<a href="#">55 57</a>
<a href="#">ITEM 6</a>	<a href="#">[RESERVED]</a>	<a href="#">58</a>
<a href="#">ITEM 7</a>	<a href="#">MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</a>	<a href="#">57 59</a>
<a href="#">ITEM 7A</a>	<a href="#">QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</a>	<a href="#">66 72</a>
<a href="#">ITEM 8</a>	<a href="#">FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA</a>	<a href="#">67 73</a>
<a href="#">ITEM 9</a>	<a href="#">CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE</a>	<a href="#">56 122</a>
<a href="#">ITEM 9A</a>	<a href="#">CONTROLS AND PROCEDURES</a>	<a href="#">56 122</a>
<a href="#">ITEM 9B</a>	<a href="#">OTHER INFORMATION</a>	<a href="#">56 122</a>
<a href="#">ITEM 9C</a>	<a href="#">DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS</a>	<a href="#">122</a>
<a href="#">PART III</a>		
<a href="#">ITEM 10</a>	<a href="#">DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE</a>	<a href="#">57 123</a>
<a href="#">ITEM 11</a>	<a href="#">EXECUTIVE COMPENSATION</a>	<a href="#">66 124</a>
<a href="#">ITEM 12</a>	<a href="#">SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS</a>	<a href="#">72 124</a>
<a href="#">ITEM 13</a>	<a href="#">CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE</a>	<a href="#">72 124</a>
<a href="#">ITEM 14</a>	<a href="#">PRINCIPAL ACCOUNTANT FEES AND SERVICES</a>	<a href="#">74 124</a>
<a href="#">PART IV</a>		
<a href="#">ITEM 15</a>	<a href="#">EXHIBITS AND FINANCIAL STATEMENT SCHEDULES</a>	<a href="#">76 125</a>
<a href="#">ITEM 16</a>	<a href="#">FORM 10-K SUMMARY</a>	<a href="#">127</a>
	<a href="#">SIGNATURES</a>	<a href="#">80 128</a>

PART I

CONVENTIONS DEFINED TERMS USED IN THIS REPORT

The following is a list of defined terms and naming conventions used in this Annual Report on Form 10-K, unless otherwise specified:

Comstock Inc. and its Subsidiaries:	
Comstock, we, our, us, or the Company	Comstock Inc. and its subsidiaries on a consolidated basis
Comstock Fuels	Comstock Fuels Corporation
Comstock Metals	Comstock Metals Corporation owner of 88.21% of LINICO Corporation
Comstock Engineering Mining	Comstock Engineering Corporation (formerly Renewable Process Solutions, Inc.) Mining LLC, Comstock Processing LLC, Comstock Northern Exploration LLC, Comstock Exploration and Development LLC
Comstock Innovations	Comstock Innovations Corporation (formerly Plain Sight Innovations Corporation)
Comstock IP Holdings	Comstock IP Holdings LLC (formerly Plain Sight Innovations LLC)

*Miscellaneous Defined Terms:*

EPS	Earnings per share
Exchange Act	Securities Exchange Act of 1934, as amended
GAAP	U.S. Generally Accepted Accounting Principles
American NYSE	NYSE American LLC
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended

*Industry Defined Terms:*

BLM	Bureau of Land Management, an agency of the U.S. Department of Interior
BTC	Federal biodiesel mixture excise tax credit
CAFE	Corporate Average Fuel Economy
CI	Carbon intensity, or CI, refers to the relative amount of carbon dioxide (CO2) emissions that are released for a specific activity.
E10	10% ethanol
EIA	U.S. Energy Information Administration
EPA	U.S. Environmental Protection Agency
GHG	Greenhouse gas
LCFS	Low Carbon Fuel Standard
RFA	Renewable Fuels Association
RFS or RFS II	Renewable Fuel Standard Standards published by the EPA
RIN	Renewable identification number
RVO	Renewable volume obligation
U.S.	United States of America

*Glossary:*

AI	Artificial intelligence
Biomass	renewable organic material produced, in pertinent part, upon conversion of energy from the sun, water, and carbon dioxide into stored chemical energy.
Carbon cycle	biogeochemical cycle by which carbon is exchanged amongst the Earth's air, water, biomass, soil, crust, mantle, and back again, primarily as a result of biological, geochemical, and industrial processes.
Claim	a mining interest giving its holder the right to prospect, explore for, and exploit minerals within a defined area.
Grade	the amount of metal per ton of mineral material.

Indicated Mineral resource	that part of a mineral resource for which quantity and grade or quality are estimated on the basis of adequate geological evidence and sampling. The level of geological certainty associated with an indicated mineral resource is sufficient to allow a qualified person to apply modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Because an indicated mineral resource has a lower level of confidence than the level of confidence of a measured mineral resource, an indicated mineral resource may only be converted to a probable mineral reserve.
Inferred mineral resource	that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. Because an inferred mineral resource has the lowest level of geological confidence of all mineral resources, which prevents the application of the modifying factors in a manner useful for evaluation of economic viability, an inferred mineral resource may not be considered when assessing the economic viability of a mining project, and may not be converted to a mineral reserve.
Intermediate	a product produced from one or more reactants during one conversion step for use in one or more succeeding conversion steps into a final product.
Lode	a vein-like deposit or rich supply of or source of minerals.
Long cycle carbon	long-term carbon cycle operating over millions of years, primarily involving the production and sequestration of biomass in the Earth's crust and mantle, where it is converted with heat, pressure, and time into fossil hydrocarbons; emissions of long cycle carbon derive, in pertinent part, from previously-sequestered carbon dioxide, and therefore add to and disrupt the Earth's natural short cycle and climate.
Measured mineral resource	that part of a mineral resource for which quantity and grade or quality are estimated on the basis of conclusive geological evidence and sampling. The level of geological certainty associated with a measured mineral resource is sufficient to allow a qualified person to apply modifying factors, as defined in this section, in sufficient detail to support detailed mine planning and final evaluation of the economic viability of the deposit. Because a measured mineral resource has a higher level of confidence than the level of confidence of either an indicated mineral resource or an inferred mineral resource, a measured mineral resource may be converted to a proven mineral reserve or to a probable mineral reserve.
Mineral reserve	an estimate of tonnage and grade or quality of indicated and measured mineral resources that, in the opinion of the qualified person, can be the basis of an economically viable project. More specifically, it is the economically mineable part of a measured or indicated mineral resource, which includes diluting materials and allowance for losses that may occur when the material is mined or extracted. The mineral reserve estimate must be based on at least a preliminary feasibility study.
Mineral resource	a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for economic extraction. A mineral resource is a reasonable estimate of mineralization, taking into account relevant factors such as cut-off grade, likely mining dimensions, location or continuity, that, with the assumed and justifiable technical and economic conditions, is likely to, in whole or part, become economically extractable. <b>It is not merely an inventory of all mineralization drilled or sampled.</b>
NSR	net smelter return, a basis for calculating royalties.
Ore	mineral-bearing material, which is economically and legally extractable.
Precursor	an initial or intermediate compound that participates in a reaction and/or process that produces another compound.
Probable mineral reserve	the economically mineable part of an indicated, and, in some cases, a measured mineral resource.
Proven mineral reserve	the economically mineable part of a measured mineral resource <b>and which</b> can only result from conversion of a measured mineral resource.
Short cycle carbon	short-term carbon cycle operating over months or centuries involving the exchange of carbon above the surface of the Earth, primarily between its air, water, biomass, and soil; emissions of short cycle carbon derive, in pertinent part, from carbon dioxide that was recently photosynthesized into biomass, and therefore have a net zero impact on the carbon content above the Earth's surface and climate.
Stripping ratio	the ratio of waste tons to ore tons mined.
Tailings	refuse materials resulting from the washing, concentration, or treatment of mineralized material.
TRL <b>5</b>	<b>System Component and/or process validation is achieved in Technology Readiness Levels (TRLs) are a relevant environment. TRL 6 Prototype System Verified: System/process prototype. demonstration in an operational environment (beta prototype system level), method for understanding the technical maturity of a technology during its nine potential development phases. TRLs allow scientists and engineers to have a consistent datum of reference for understanding technology evolution, regardless of their technical background.</b>
Vein	a deposit of non-sedimentary origin, which may or may not contain minerals.

## MARKET AND INDUSTRY DATA FORECASTS

This document includes industry data and forecasts prepared by third parties. Third-party industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. In particular, we have based much of our discussion of the renewable fuels industry, including government regulation relevant to that industry, on information published by the RFA. The RFA is a trade organization, and they may present information in a manner that is more favorable than would be presented by an independent source. We have also used data and other information in this document that was published by the EIA and the EPA, and CARE. EPA. Forecasts in particular are subject to a high risk of inaccuracy, especially forecasts projected over long periods of time.

## CAUTIONARY INFORMATION REGARDING FORWARD LOOKING STATEMENTS

The SEC encourages companies to disclose forward-looking information so that investors can understand a company's future prospects and make informed investment decisions. This report contains such *forward-looking statements*. We make certain forward-looking statements in this Annual Report on Form 10-K and in documents that are incorporated herein by reference, 10-K. These forward-looking statements relate to our outlook or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies or expectations, or the impact of legal, regulatory or supervisory matters on our business, results of operations or financial condition. Specifically, forward-looking statements may include statements preceded by, followed by or that include the words *believe, estimate, plan, project, forecast, expect, anticipate, believe, seek, target, intend, should, may, will, would* and similar expressions. These statements reflect our management's judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Future performance cannot be ensured. Forward-looking statements are not guarantees, representations or warranties and are subject to risks and uncertainties, many of which are unforeseeable and beyond our control, and could cause actual results, developments and business decisions to differ materially from those contemplated by such forward-looking statements. Some factors that could cause our actual results to differ include:

- sales of, and demand for, our products, services, and/or properties;
- industry market conditions, including the volatility and uncertainty of commodity prices;
- the speculative nature, costs, regulatory requirements, and hazards of natural resource exploration, development, availability, recycling, extraction, processing, and refining activities, including operational or technical difficulties, and risks of diminishing quantities or grades of qualified resources;
- changes in our planning, exploration, research and development, production, and operating activities;
- research and development, exploration, production, operating, and other overhead costs;
- margins, earnings, debt levels, contingencies, taxes, capital expenditures, net cash flows, and growth;
- restructuring activities, including the nature and timing of restructuring charges and the impact thereof;
- employment and contributions of personnel, including our reliance on key management personnel;
- the costs and risks associated with developing new technologies;

- our ability to commercialize existing and new technologies;
- the impact of new, emerging and competing technologies on our business;
- the possibility of one or more of the markets in which we compete being impacted by political, legal and regulatory changes, or other external factors over which we have little or no control;
- the effects of mergers, consolidations, and unexpected announcements or developments from others;
- the impact of laws and regulations, including permitting and remediation requirements and costs;
- changes in or elimination of laws, regulations, tariffs, trade, or other controls or enforcement practices, including the potential that we may not be able to comply with applicable regulations;
- changes in generally accepted accounting principles;
- adverse effects of climate changes, natural disasters, and health epidemics, such as the COVID-19 outbreak;
- global economic and market uncertainties, changes in monetary or fiscal policies or regulations, the impact of terrorism and geopolitical events, volatility in commodity and/or other market prices, and interruptions in delivery of critical supplies, equipment and/or raw materials;
- assertion of claims, lawsuits and proceedings against us;
- potential inability to satisfy debt and lease obligations, including as a result of limitations and restrictions contained in the instruments and agreements governing our indebtedness;
- our ability to raise additional capital and secure additional financing;
- interruptions in our production capabilities due to equipment failures or capital constraints;
- potential dilution from stock issuances, recapitalization and balance sheet restructuring activities;
- potential inability or failure to timely file periodic reports with the SEC;
- potential inability to **list maintain the listing of** our securities on any securities exchange or market;
- our ability to implement additional financial and management controls, reporting systems and procedures and comply with Section 404 of the Sarbanes-Oxley Act, as amended; and
- other risks referenced from time to time in our filings with the SEC and those factors listed in this Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** under Item 1A, Risk Factors.

Occurrence of such events or circumstances could have a material adverse effect on our business, financial condition, results of operations or cash flows and the market price of our securities. All subsequent written and oral forward-looking statements by or attributable to us or persons acting on our behalf are expressly qualified in their entirety by these factors. Investors are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report or the date of the document incorporated by reference in this report. Except as may be required by securities or other law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

## ITEM 1 BUSINESS

### OVERVIEW

Comstock **innovates** enables systemic decarbonization by innovating and commercializing technologies and materials that **efficiently use wasted** integrate into existing global supply chains to extract and convert under-utilized natural resources **to produce into** renewable energy and other products that **reduce reliance on fossil fuels and** contribute to **balancing** global uses and emissions of carbon and enhance mineral and material discoveries. We plan on achieving significant financial, natural and social returns by using our and other's technologies to develop production-ready projects that we will license to qualified clients, and to sell an array of complimentary process solutions and related services.

**Our Cellulosic Fuels** technologies include proprietary processes that have the potential to convert vast quantities of historically wasted and unused but widely available and rapidly replenishable woody biomass supplies into advanced renewable fuels capable of sustainably offsetting billions of metric tons of fossil fuel emissions worldwide. **net zero mobility.**

Our **Electrification Metals** operations primarily involve the innovation, development, commercialization, and monetization of our intellectual properties and related assets, with teams focused on each core function in dedicated lines of business organized to address high impact decarbonization targets. We innovate and develop technologies **include a two-stage lithium-ion battery ("LIB") recycling process** to achieve exponential growth on industry-wide scales by creating financial and other incentives for rapid integration into and across entire supply chains. Our commercialization and monetization plans for each technology are designed to **crush, separate, facilitate** that result, such as by selling technology licenses and condition LIBs for related engineering services that enable clients to use their capital, infrastructure, and other resources to maximize the **production rate and scale of high purity black mass minerals available for extracting battery grade metals.** adoption, thereby simultaneously maximizing the rate at which we build shareholder wealth.

We are currently commercializing pioneering intellectual properties for refining lignocellulosic (woody) biomass into renewable replacements for fossil crude at remarkably high yields, recycling increasingly scarce electrification metals from end-of-life photovoltaics and other electronic devices, and advanced physics based artificial intelligence for precision mining and materials discovery. We make, own and **operate pilot facilities for** manage investments in related assets to support our businesses, **Cellulosic Fuels** including existing minority equity positions in strategic technology developers, a renewable fuels demonstration facility in Wisconsin, a metals recycling demonstration facility in Nevada, and **Electrification Metals** technologies that we use **direct investments in** **our ongoing technology development** northern Nevada real estate including strategic water rights and



commercialization efforts. We also hold a worldwide license to advanced new Mining technologies that will use machine learning and artificial intelligence algorithms, hyperspectral orbital imaging, and ultimately, quantum-enabled sensors to provide high precision prospecting information in mineral discovery and mining applications.

We have also consolidated and now own or control the most significant portions about twelve square miles of the historic Comstock gold and silver mining district, consisting of 9,472 acres of patented mining claims, unpatented mining claims and surface parcels (due to overlapping interest, the combined area is approximately 7,586 acres) located in Storey and Lyon Counties, Nevada, which we will use as the proving grounds for these mineral discoveries and mining technologies.

We recently completed a third-party S-K 1300 technical report focused on a small subset of our mineral estate that we refer to as the Dayton-Spring Valley exploration target. That report estimated that the Dayton-Spring Valley area contains with measured and indicated mineral resources containing 293,000 605,000 ounces of gold and 2,120,000 5,880,000 ounces of silver, resources. The Dayton-Spring Valley exploration target also contains and inferred mineral resources containing an additional inferred mineral resource containing 90,000 ounces of inferred gold resources and 480,000 ounces of inferred silver resources.

Properties in the Lucerne resource area and the Occidental and Gold Hill exploration targets were previously optioned or leased to Tonogold Resources, Inc. ("Tonogold"), who completed and published a third-party, S-K 1300 technical report for the Lucerne, Occidental and Gold Hill targets in March 2022. That report estimated that the Lucerne area contains an indicated mineral resource containing 312,000 297,000 ounces of gold and 3,760,000 2,572,000 ounces of silver. Lucerne

We also contains an additional inferred mineral resource containing 207,000 ounces recently announced the execution of gold agreements with RenFuel K2B AB ("RenFuel") to acquire a development stage biorefinery project to refine byproducts of paper production into biointermediates for refining into renewable fuels, and 2,092,000 ounces to make a strategic investment in RenFuel of silver. All Tonogold agreements either expired or were terminated on December 30, 2022. Accordingly, Tonogold no longer has any interest, rights or claims in any up to \$3,000,000 over the next three years for the continued development and commercialization of the Company's properties, advanced applications of RenFuel's and Comstock's complimentary renewable fuels technologies.

## OPERATING SEGMENTS

We group our business activities into three five operating segments to manage performance: Fuels, Metals, Mining, Strategic Investments, and Corporate Services. The Company's goal is to accelerate the commercialization of decarbonizing technologies. Once a technology achieves a certain technology readiness or a justifiable critical mass or market distinction, we strategically plan its commercialization and dedicate resources toward that end. Until then, it is managed with corporate resources.

### Renewable Energy Fuels Segment

Our renewable energy segment will develop Fuels Segment does not currently generate revenue but is anticipated to do so from technology for the deploying of extraction licensing and refining facilities related engineering services. Our Fuels Segment develops and commercializes technologies that extract and convert wasted and unused lignocellulosic biomass and other natural resources into valuable renewable energy, including intermediates and precursors for refining into advanced renewable fuels. Most renewable fuels such as draw from the same pool of conventional fat, oil, and grease ("FOG") feedstocks, but the total existing FOG supply can only meet a small fraction of the global mobility demand. Our technologies unblock that constraint by converting abundant, lignocellulosic biomass into biointermediates for refining into renewable fuels. We will use our technologies to connect upstream feedstock producers in the pulp, paper, forestry, and sawmill industries with downstream refineries in the petroleum and renewable fuel industries, thereby enabling production of vast quantities of one of the world's highest yielding, most profitable, and least carbon neutral oil, ethanol, gasoline, intensive renewable fuels, including renewable diesel, sustainable aviation ("jet") fuel, cellulosic ethanol, gasoline and other co-products. While innovation and development is ongoing and we expect additional advancements, our existing commercially available technologies have proven the potential to produce more than 100 gallons per dry tonne of woody biomass as measured on a gasoline gallon equivalent ("GGE") basis, and CI scores of 15 or less for Cellulosic Ethanol and our proprietary Hydrodeoxygenated Bioleum™ Oil ("HBO"). HBO is used directly by advanced biofuel refineries to blend with, diversify, and extend conventional hydroprocessed FOG feedstocks to enhance production of renewable diesel, sustainable aviation fuel, and marine fuel and electrification other products.

We are currently evaluating several alternatives, for licensing to partners, for the construction of facilities joint development solutions and systems based on our Cellulosic technologies, as well as feedstock and offtake agreements, licenses, engineering services, and direct investments. Our Fuels technologies. We are also currently developing an existing demonstration system to extract highly-pure black mass containing lithium, graphite, nickel, cobalt, manganese, copper, aluminum Segment is administered by our wholly owned subsidiary, Comstock Fuels Corporation, which will define and other metals from up to lithium-ion batteries ("LIB"). Our renewable energy segment will initially design solutions and license selected technologies to strategic partners, and customers, and offer an array of complimentary upstream and downstream design, engineering, fabrication, procurement, and construction solutions based on our experience and core competencies in technology development, process engineering, and project deployment, with a focus on processes that support including long-term feedstock and offtake clients.

### Metals Segment

Our Metals Segment recently secured sufficient supplier commitments and all permits required to begin commissioning our first photovoltaic recycling facility, and is expected to receive revenue in the form of tipping fees and to a lesser extent recycled metal sales for the processing of end-of-life photovoltaic materials. Our Metals Segment is also expected to recycle metals from

other electronic devices, such as end-of-life batteries and fuel cells at later stages of development and production. Our Metals Segment is administered by our wholly owned subsidiary, Comstock Metals Corporation, which has ordered and received all necessary components for its first commercial demonstration facility in Silver Springs, NV, and has applied for and received all required permits required for commissioning and production in early 2024.

### Mining Segment

Our mining segment has consolidated Mining Segment generated over \$1 million in revenue during 2023 and is expected to generate income in the most significant portions form of the historic leases, licenses, and related fees throughout 2024. Our Mining Segment is administered by our wholly owned subsidiary, Comstock mining district, amassed the single largest known repository of historical Mining LLC, and current geological data on the Comstock region, secured permits, built an infrastructure and completed two phases of test production. Comstock and its mining various other subsidiaries that collectively own control, or retain interest in control twelve square miles of primarily properties of patented mining claims, unpatented mining claims and surface parcels in northern Nevada, including six and a half miles of continuous mineralized properties, or 9,472 acres (and due to overlapping interests, the combined area is approximately 7,586 acres) located in Storey and Lyon Counties, Nevada, just south of Virginia City, Nevada (referred to collectively herein as the strike length (the "Comstock Lode District" Mineral Estate"). Because of the Comstock Lode District's historical significance, the geology is well known and has been extensively studied. The volume of geologic data is significant, particularly in the Lucerne and Dayton resource areas. We have two completed extensive geological mapping, sampling third-party S-K 1300 technical reports focused on just two relatively smaller subsets of our mineral estate, with measured and drilling indicated mineral resources containing 605,000 ounces of gold and 5,880,000 ounces of silver, and inferred mineral resources containing an additional 297,000 ounces of gold and 2,572,000 ounces of silver. We plan on a limited portion of the Comstock Lode District's property, particularly the Lucerne further enhancing that data with hyperspectral orbital imaging and Dayton resource areas, in order physics-based AI solutions to characterize the mineralized material.

We have performed metallurgical testing, mine planning provide advanced prospecting analytics and economic analysis, more efficient, effective and have produced an SEC Regulation S-K Subpart 1300 ("S-K 1300") compliant report for the Dayton resource area. We conducted extensive test mining operations from 2004 through 2006 and 2012 through 2016. Most of the remaining portion of the Comstock Mineral Estate is comprised of exploration stage properties that we intend to develop with our mining technologies, expedient mineral discovery.

#### Strategic and Other Investments Segment

We own and manage several investments and projects that are strategic to our plans and ability to produce and maximize throughput in our renewable energy Fuels, Metals and mining segments, Mining Segments, that are held for the purpose of complementing or enhancing our mission of enabling systemic decarbonization and creating value but that are not a component of either such other segments or otherwise have distinct operating activities for management purposes, activities. Our strategic Strategic Investments Segment includes minority equity investments in Quantum Generative Materials LLC (physics-based artificial intelligence), Green Li-ion Pte Limited (lithium ion battery recycling and cathode production), Sierra Springs Opportunity Fund (strategic direct investment in northern Nevada real estate), and other investments segment equity or equity-linked investments.

#### Corporate Segment

Our Corporate Segment includes our recent investments in quantum-computing based materials engineering corporate functions and other decarbonizing technologies as well as services, including research and development activities that are ongoing outside of the business activities related to our non-mining property development assets Fuels, Metals, Mining and related investments, Strategic Investments Segments.

#### RECENT DEVELOPMENTS

Comstock historically focused on natural resource exploration, development, During 2021, 2022 and production, with an emphasis on exploring, developing and mining gold and silver resources from its extensive contiguous property holdings in the historic Comstock Lode and Silver City mining districts in Nevada (collectively, our "Comstock Mineral Estate"). Between 2012 and 2016, we mined and processed about 2.6 million tons of mineralized material from the Comstock Mineral Estate, producing 59,515 ounces of gold and 735,252 ounces of silver. We subsequently focused on diversification and during 2021 and 2022, 2023, we completed a series of foundational transactions that were designed to build on our competencies and position us and our technologies to enhance our exploration and mineral discovery capabilities and to address and capitalize on the global transition to clean energy, energy and to enhance our exploration and mineral discovery capabilities. Those transactions primarily included our acquisitions of intellectual property and resources through the 100% acquisition of Comstock Innovations Corporation, 100% of Comstock Engineering Corporation, 88.21% of FLUX Photon Corporation, and LINICO Corporation ("LINICO"), leading to the subsequent establishment of Comstock Fuels Corporation and Comstock Metals Corporation, and our acquisition of 48.19% of minority investment interest in Quantum Generative Materials LLC and our acquisition of the intellectual property portfolio from FLUX Photon Corporation. ("GenMat"). Collectively, these transactions added the management, employees, facilities, intellectual properties, and other assets we needed to restructure and transform our company and business into an emerging leader in both the innovation and licensing of the technology that enables sustainable production of renewable energy, including cellulosic lignocellulosic fuels and electrification metals technology and data enhanced mineral exploration and mining. Additional information on these transactions is provided in Note 2 to our Consolidated Financial Statements.

#### COMPETITIVE STRENGTHS

Our management team operates systemically and has deep experience in a diverse array of areas and industries, including renewable fuels, agriproducts, graphite, metals, mining, manufacturing, hazardous waste, graphite, manufacturing, agriproducts, and intellectual property research, development, and commercialization. We have core competencies in systemic management and innovating and scaling new technologies to commercial maturity, with significant expertise and know-how in the design, engineering, construction, integration, operation, and scaling of facilities based on our patented, patent-pending, and proprietary processes and other technologies, technologies and specific management methodologies. Our expertise, know-how, technologies, and patent position collectively comprise our primary competitive strengths, and form the basis for our growth plans and the value-added renewable energy, mineral discovery, process solutions, related services, and client licensing options.

Our team has designed, engineered, built, commissioned, and operated many industrial processing facilities in multiple industries, including 26 advanced renewable fuel production facilities for third-party clients. Most notably, our team invented and commercialized technologies that integrate into the backend of corn ethanol plants to extract and recover what was an historically-overlooked natural resource – inedible crude corn oil, for use in the production of advanced carbon-neutral liquid fuels and other biomass-derived alternatives to fossil fuel products. Upwards of 95% of the U.S. corn ethanol industry uses that technology today to offset more than 20 million barrels of fossil fuels per year, with an estimated total lifetime contribution in excess of 250 million barrels of avoided fossil fuel. Those results are validating proof of a repeatable and scalable concept on which we plan to capitalize with our patented, patent-pending and proprietary technologies. Our strategic and tactical plans rely on the commercialization of technologies for renewable energy that shift and leverage the consumption patterns of industries and populations to enable systemic decarbonization and contribute to a net zero carbon world.

#### BUSINESS OVERVIEW

Electrification and continued advancements in energy storage are vitally necessary to reduce reliance on fossil fuels. However, more than 61% of the electricity needed to power that infrastructure is currently generated by the combustion of fossil fuels, notwithstanding the impact of increased global urgency, continued innovation, and the accelerating growth of renewable energy.

Simultaneously, about 14% of the estimated 70 million new vehicles sold worldwide in 2022 were electric. While electric vehicle ("EV") sales are anticipated to account for between 30% and 50% of new vehicle sales by 2030, there will only be about 145 million EVs on the road in 2030 under those aggressive growth scenarios. In contrast, there were more than 1.45 billion passenger cars and commercial vehicles in use worldwide at the end of 2022, and more than 98% of them were powered by gasoline or diesel fuel. Those vehicles accounted for more than 60% of the 7.7 billion metric tons of carbon dioxide emitted by the transportation sector in 2022, and that amount is expected to increase by more than 50% as the combustion fleet continues to grow beyond 2030. The growth and turnover of that fleet will have a significant impact on the world's harmful carbon emissions.

Accordingly, we believe that combustion will continue to be the dominant source of power for transportation and energy for many decades to come, if come. Hydrocarbon fuels are characterized by high energy density, ease of distribution and use, and extensive regional and global supply chains spanning multiple industries and billions of consumers. That infrastructure can be used as a highly scalable pathway for no other reason than the fact that the associated infrastructure is already deployed on a planetary scale. We also believe that the world's entrenched combustion apparatus can play an extremely important role in enabling systemic decarbonization and achieving global contributing to a net zero. Using it will require focus to shift to burning in balance – to sustainably cycling zero carbon objective by burning less fossil fuel, by burning more renewable fuel, striking and by growing and monetizing more biomass to recycle emissions and maximize the production of renewable fuels.

The Earth's natural carbon cycle provides a highly-scalable pathway for global decarbonization. The key to using it is to strike and sustain sustaining a profitable new balance between its living systems the Earth's natural carbon cycle and humanity's global uses, wastes, and emissions of carbon. We Our plan to do so involves innovating, commercializing, and licensing new technologies that reduce reliance on doing so by focusing on fossil fuels while dramatically increasing the growth, availability, and working exclusively with the abundance use of short cycle carbon that's already on renewable feedstocks and above the surface of the Earth, and by leaving as much long cycle fossil carbon as possible in subsurface reserves. Humanity's combustion practices can become a part of the natural carbon cycle by providing sufficient quantities of carbon dioxide to grow more terrestrial biomass, which would increase and ultimately iterate to a healthy balance with the available emissions, fuels.

In a simple example of the associated impact, sustainably harvesting 3.4 billion metric tons per year of biomass would be enough to absorb 4.0 billion metric tons of carbon dioxide per year Our Fuels Segment enables that potential with proprietary technologies and produce 1.5 billion metric tons per year of renewable fuels with our Cellulosic Fuels technologies. That fuel would shift 10% of the global burn to short cycle carbon, thereby reducing the net addition of previously sequestered long cycle carbon into the atmosphere and oceans by 4.0 billion metric tons to 36 billion metric tons per year. Total fuel consumption worldwide would remain at 15 billion metric tons per year, and total emissions would remain at 40 billion metric tons per year, but 10% of the global burn would then be circular.

The World Resources Institute ("WRI") estimates related solutions that the world's forests absorb about 16 billion metric tons of carbon dioxide per year, or about 8 billion net of emissions due to deforestation and other disturbances. Reducing and replacing half of those losses would offset 10% of humanity's annual emissions, however, prior methods for effecting such solutions had limited economic value. Our Cellulosic Fuels solutions dramatically alter that dynamic by unlocking unlock and efficiently converting convert wasted, unused, and rapidly-replenishable rapidly replenishable woody biomass and other short cycle renewable resources into the intermediates and precursors for the production of carbon neutral crude oil, needed to produce advanced short cycle fuels, including renewable diesel, sustainable aviation fuel, cellulosic ethanol, gasoline, renewable diesel, jet fuel, marine fuel, and other renewable replacements for long cycle fossil derivatives.

co-products. Our strategic plan Metals Segment is based on innovating commercializing technologies that facilitate more efficient recycling and licensing our technologies reuse of photovoltaics and the renewable energy that they enable to reduce other electrification residuals, thereby reducing reliance on long cycle fossil fuels to shift to and maximize throughput preventing environmental contamination. Our Mining Segment is focused on advanced applications of short cycle fuels, and to lead and support the adoption and growth of a balanced global short cycle carbon ecosystem, with embedded economic incentives to offset, recycle, and contribute to neutralizing emissions by growing and selling more feedstock and fuel.

We also make strategic physics-based AI solutions, hyperspectral orbital imaging, and other new tools for precision mining that enable more efficient, effective, and expedient discovery of critical metals and other resources. Finally, our Strategic Investments Segment makes and manages investments that contribute are strategic to our mission of enabling plan to increase shareholder wealth and enable systemic decarbonization by producing and help to realize maximizing throughput in our vision of a net zero carbon world. Our current investments include advanced new technologies involving quantum computing based materials engineering to create quantum-enabled generative artificial intelligence Fuels, Metals and sensing technologies to develop breakthrough new materials for energy storage, electronics, and data enhanced mineral exploration and mining, Mining Segments.

## COMPETITION

We compete with other renewable fuel technologies, electrification metals, metal recycling solutions, clean technology engineering solutions, technology licensing, and mineral exploration companies in connection with the acquisition of properties and assets, feedstock and offtake agreements, and clients, financial capital resources, and the attraction and retention of human capital. Those competitors typically have substantially greater financial resources than we do.

Our lignocellulosic fuels technology competes against the well-established dominant petroleum-based fuel industry and, largely, with the much smaller (yet rapidly growing) biomass-based alternative fuels industry. In the United States and Canadian biomass-based fuels markets, our technology will also compete with independent biomass-based producers. Our cellulosic ethanol technology and customers will compete with ethanol produced by the highly fragmented U.S. corn ethanol industry, including from plants owned by farmers, cooperatives, oil refiners and retail fuel operators that may continue to operate even when market conditions are not favorable due to the benefits realized from their other operations. The size of In all products and markets, the biomass-based diesel industry is small compared to the size of the petroleum-based diesel fuel industry. In the United States

competition can represent single and Canadian biomass-based diesel markets, our technology will compete with independent biomass-based diesel producers, as well as large, multi-product companies that have greater resources than we do.

According to the U.S. Energy Information Administration EIA data, renewable diesel imports from Singapore to the U.S. totaled 252 million gallons in 2019, 280 million gallons in 2020, and 391 million gallons in 2021, and 258 million gallons in 2021, 2022. Significant additional import activity from other countries is likely to occur. We also face the prospect that petroleum refiners will be increasingly competitive with our technology, either by converting oil refineries to produce renewable diesel or by co-processing renewable feedstock with crude oil. Since 2021, several petroleum refiners in the U.S. have affected conversions of their facilities from crude oil to renewables including but not limited to Sinclair, Phillips 66, Holly Frontier, Marathon, and Exxon. Some of the largest refiners have started co-processing renewable feedstocks or have announced plans to do so. If refinery conversions accelerate or if co-processing expands significantly, the competition we face could increase significantly. We also face competition in the biomass-based diesel RIN RINs compliance market from producers of renewable diesel and in the advanced biofuel RIN compliance market from producers of other advanced biofuels, such as Brazilian sugarcane ethanol producers and producers of biogas used in transportation.

We also operate in the lithium-ion battery ("LIB") solar panel recycling industry, where we face competition primarily from companies that focus on one type of recycling, some of which have more expertise in the recycling of that material than we do. We also compete against companies that have a substantial competitive advantage because of longer operating histories and greater financial and other resources. National or global competitors could enter the market with more substantial financial and workforce resources, stronger existing customer relationships, and greater name recognition, or could choose to target medium to small companies in our markets. Competitors could also focus their substantial resources on developing more efficient recovery solutions than our highly efficient processes planned for lithium, graphite silver, cadmium, and other basic metal and material extraction. Competition also places downward pressure on contract prices and royalties, which presents significant challenges to maintaining growth rates and acceptable margins.

## CUSTOMERS

The Company is not dependent on a limited number of customers for its sales.

## ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

We are an emerging leader in the global shift to a circular economy. Our systemic management methodology, corporate social responsibility ("CSR") and environmental, social, and governance ("ESG") policies and framework defines, seeks, and accounts for benefits in ways that align all of our stakeholder interests with sustainability objectives that are designed to rise to the realities of our time; where benefits are defined in terms of three different interdependent forms of capital deployment – financial, natural, and social, that we all generate while returns by each making a positive impact on the economy, the environment, and our local and global communities.

## REGULATORY MATTERS

Once operational, our renewable energy segment will be Our Fuels Segment is sensitive to government programs and policies that affect the supply and demand for ethanol, gasoline, renewable diesel, jet fuel, marine fuel, other renewable fuels, and their intermediates, precursors, and derivatives, which in turn may impact our throughput.

The demand for cellulosic and carbon neutral fuels is rapidly increasing, and supply is virtually non-existent for the want of recently developed process technologies. Global demand is approaching 10% of the total fuel supply, with stable market prices linked to carbon reduction standards. America's renewable fuels standard ("RFS II") II is driving innovation by both requiring and incentivizing use of advanced cellulosic fuels, including for upwards of 16 billion gallons of cellulosic ethanol annually by 2022.

fuels. Under the RFS II, renewable fuel producers are essentially guaranteed market access inasmuch as to the extent that fossil fuel producers are required to purchase renewable fuels to meet RFS II quotas. The EPA assigns individual refiners, blenders and importers the volume of renewable fuels they are obligated to blend into the fuel supply each year based on their percentage of total fuel sales. The EPA has the authority to waive the mandates in whole or in part if there is inadequate domestic renewable fuel supply, if the requirement severely harms the environment, or harms the economy of the nation or a state. The RFS II volume requirements apply to petroleum refiners and petroleum fuel importers in the 48 contiguous states and Hawaii, who are defined as obligated parties in the RFS II regulations. Obligated parties are required to incorporate a certain percentage of renewable fuel into their petroleum-based fuel or purchase credits in the form of renewable identification numbers from those who do. An

obligated party's RVO is based on the volume of petroleum-based fuel they produce or import. The largest U.S. petroleum refining companies, such as British Petroleum, Chevron, Citgo, ExxonMobil, Marathon, PBE, PBS, Phillips 66, and Valero, represent the majority of the total RVO, with the remainder made up of smaller refiners and importers.

The RFS II requirements are based on two primary categories and two subcategories. The two primary categories are conventional renewable fuel, which is primarily satisfied by corn ethanol, and advanced biofuel, which is defined as a biofuel that reduces lifecycle greenhouse gas emissions GHG by at least 50% compared to the petroleum-based fuel the biofuel is replacing. The advanced biofuel category has two subcategories: cellulosic biofuel and biomass-based diesel, which can be satisfied with ethanol made from woody biomass and renewable diesel, respectively. The total advanced biofuel requirement is larger than the combined cellulosic biofuel and biomass-based diesel requirement, thus requiring the use of additional volumes of advanced biofuels. The RFS II requirement for advanced biofuels can be satisfied by any advanced biofuel, including fuels produced with our Cellulosic Lignocellulosic Fuels technologies, so long as it meets the 50% greenhouse gas GHG reduction requirement which our solutions meet.

The advanced biofuel RVO is expressed in terms of ethanol equivalent volumes, or EEV, which is based on the fuel's renewable energy content compared to ethanol. Renewable diesel typically has an EEV of 1.7, compared to 1.0 for ethanol. Accordingly, it requires less biomass-based diesel than ethanol to meet the required volumes as each gallon of biomass-based diesel counts as more gallons for purposes of fulfilling the advanced biofuel RVO, providing an incentive for refiners and importers to purchase biomass-based diesel to meet their advanced biofuel RVO.

Advanced cellulosic lignocellulosic and other fuels are able to be sold salable at higher prices than traditional corn ethanol due to their increased GHG reductions. The EPA ensures compliance with the RFS II by assigning a Renewable Identification Numbers ("RINs") to each gallon of renewable fuel produced or imported into the U.S. RINs are generated by renewable fuel producers, passed onto fossil fuel producers that purchase renewable fuels, and then submitted to the EPA. Producers assign RINs to their renewable fuels and the RINs are detached when the renewable fuel is blended with transportation fuel domestically. Market participants can trade the detached RINs in the open market. Fossil fuel producers that do not want to buy and distribute renewable fuel can buy RINs and submit them to the EPA to show compliance with RFS II. Obligated parties must obtain and retire the required number of RINs to satisfy their RVO during a particular compliance period. An obligated party can obtain RINs by buying renewable fuels with RINs attached, buying



RINs that have been separated, or producing renewable fuels themselves. All RIN activity under RFS II must be entered into the EPA's moderated transaction system, which tracks RIN generation, transfer and retirement. RINs are retired when used for compliance with the RFS II requirements.

The market price of detached RINs affects the price of renewable fuels in certain markets and can influence purchasing decisions by obligated parties. The value of RINs can significantly impact the price of renewable fuel.

The federal biodiesel mixture excise tax credit ("BTC"), BTC provides an additional \$1.00 refundable tax credit per gallon to the first blender of biomass-based diesel with petroleum-based diesel fuel. The BTC can then be credited against federal excise tax liabilities, or the blender can obtain a cash refund from the U.S. Treasury for the value of the credit. The BTC was first implemented on January 1, 2005 and has been allowed to lapse multiple times before being retroactively reinstated. The BTC is an incentive shared across the advanced biofuel production and distribution chain through routine, daily trading and negotiation. In December 2019, the BTC was retroactively reinstated for 2018 and 2019, and made effective from January 2020 through December 2022.

Individual state states and other governments are also pushing the demand beyond the federal requirements. California, Oregon, Washington and British Columbia all have Low Carbon Fuel Standards ("LCFS") LCFS that encourage consumption of advanced biofuels by setting annual carbon intensity ("CI") CI emission standards which reduce over time. According to the U.S. Department of Energy, more than 40 states have implemented various programs that encourage the use of biomass-based diesel through blending requirements as well as various tax incentives.

The goal of California's LCFS, for example, is to reduce GHG emissions from the transportation sector by 20% by 2032. The regulation quantifies lifecycle greenhouse gas emissions by assigning a CI score to each transportation fuel based on that fuel's lifecycle assessment. Each petroleum fuel provider (generally the fuel's producer or importer, or "regulated party") is required to ensure that the overall CI score for its fuel pool meets the annual CI target for a given year. A regulated party's fuel pool can include gasoline, diesel, Our Fuels and their blendstocks and substitutes. Any alternative fuel is characterized by its CI, generating credits based on its carbon emissions (or lack thereof). Fuels with the lowest CI score, generate the most credits, and reap the highest market price. Although any fuel can generate credits, California also has an E10 mandate which requires all gasoline be mixed with 10% ethanol, this has led to a consistent demand for over 1 billion gallons of ethanol per year. As the LCFS and CI requirements get increasingly stringent, fuel providers will be unable to meet their required CI reductions with corn ethanol alone. Comstock's advanced cellulosic ethanol is less carbon intensive than conventional corn ethanol, thereby providing opportunities for increased sales. For comparison, the market value of cellulosic ethanol in the California market is equal to the price for conventional ethanol, plus the RIN value, plus the LCFS value based on the CI score. We will obtain carbon credits when we sell qualified fuels into California.

Likewise, the Oregon Clean Fuel Program requires a 10% reduction of the average carbon intensity of Oregon's transportation fuels from 2021 levels by 2025. The baseline year for the program is 2021 and represents 10% ethanol blended with gasoline and 5% biodiesel blended with diesel. The Oregon Renewable Fuels Standard requires all gasoline sold in the state to be blended with 10% ethanol ("E10"). In addition, all diesel fuel sold in the state must be blended with at least 5% bio-based diesel. In March of 2020, the Oregon Governor issued an executive order to expand the Clean Fuel Program to achieve at least a 20% reduction from 2021 levels by 2030 and a 25% reduction by 2035. The executive order is currently in a rule making process, with a targeted effective date of January 1, 2023. We will obtain carbon credits when we sell qualified fuels in Oregon.

In the European Union, or EU, the Renewable Energy Directive established a 10% target by 2021 for the use of renewable energy in the transport sector in EU member states. Given the existing limited market presence of alternative fuels or electromobility, the majority of the target has been realized through biofuels. In 2018, a revised Renewable Energy Directive, RED II, was established. RED II set a target of 14% renewables in transport and a 32% reduction of greenhouse gases, to be progressively achieved from 2022 until 2030. Biofuels produced from certain types of waste feedstocks, such as used cooking oil, benefit from extra incentives and so-called advanced feedstocks even get a specific sub-mandate. Additionally, RED II opens up new outlets such as marine fuels or renewable aviation fuels. In 2022, each of the EU Member States is in the process of ratifying RED II into national legislation. Since the adoption of RED II, the EU has introduced the European Green Deal, a package of new measures that are intended to align the EU's environmental goals with the Paris Accord objectives and, according, the European Commission is exploring whether to update RED II.

A small refinery is defined as one that processes fewer than 75,000 barrels of petroleum per day. Small refineries can petition the EPA for a SRE which, if approved, waives their portion of the annual RVO requirements. The EPA, through consultation with the DOE and the USDA can grant a full or partial waiver, or deny it outright within 90 days of submittal. The EPA granted significantly more of these waivers for the 2017, 2018, and 2021 reporting years than they had in prior years. This totaled 790 mmg of waived requirements for the 2021 compliance year, 1.82 billion gallons for 2017 and 1.43 billion gallons for 2018. In doing so, the EPA effectively reduced the RFS II mandated volumes for those compliance years, and as a result, RIN values declined significantly.

Biofuels groups have filed a lawsuit in the Court of Appeals for the D.C. Circuit, challenging the 2019 RVO rule over the EPA's failure to address small refinery exemptions in the rule making. This was the first RFS II rule making since the expanded use of the exemptions came to light; however, the EPA had declined to cap the number of waivers it grants, and until late 2020, had declined to alter how it accounts for the retroactive waivers in its annual volume calculations. The EPA has a statutory mandate to ensure the volume requirements are met, which are achieved by setting the percentage standards for obligated parties. We believe the EPA's recent approach accomplished the opposite in that even if all the obligated parties complied with their respective percentage obligations for 2019, the nation's overall supply of renewable fuel would not meet the total volume requirements set by the EPA. This undermines Congressional intent to increase the consumption of renewable fuels in the domestic transportation fuel supply. Biofuels groups have argued the EPA must therefore adjust its percentage standard calculations to make up for past retroactive waivers and adjust the standards to account for any waivers it reasonably expects to grant in the future. In 2019, in a supplemental rule-making to the 2020 RVO rule, the EPA changed their approach, and for the first time accounted for the gallons that they anticipate will be waived from the blending requirements due to small refinery exemptions. To accomplish this, they added in the trailing three year average of gallons the DOE recommended be waived, in effect raising the blending volumes across the board in anticipation of waiving the obligations in whole or in part for certain refineries that qualify for the exemptions. Though the EPA has often disregarded the recommendations of the DOE in years past, they stated in the rule their intent to adhere to these recommendations going forward, including granting partial waivers.

In January 2020, the U.S. Court of Appeals for the 10th Circuit ruled on RFA et. al. vs. EPA in favor of biofuels interests, overturning EPA's granting of refinery exemptions to three refineries on two separate grounds. The Court agreed that, under the Clean Air Act, refineries are eligible for SREs for a given RVO year only if such exemptions are extensions of exemptions granted in previous RVO years. In this case, the three refineries at issue did not qualify for SREs in the year prior to the year that EPA granted them. They were thus ineligible for additional SRE relief because there were no immediately prior SREs to extend. In addition, the Court agreed that the disproportionate economic hardship prong of SRE eligibility should be determined solely by reference to whether compliance with the RFS II creates such hardship, not whether compliance plus other issues create disproportionate economic hardship. The Court thus vacated EPA's grant of SREs for certain years and remanded the grants back to EPA. The refiners appealed for a rehearing which was denied. Two of the refiners appealed the decision to the U.S. Supreme Court and in January 2021, the Supreme Court announced they would hear the case. If the decision against the

EPA is upheld by the Supreme Court, it is uncertain how the EPA will propose to remedy the situation. In light of the 10th Circuit ruling, a number of refineries have applied for "gap year" SREs in an effort to establish a continuous string of relief and to ensure they are able to qualify for SREs going forward. A total of 64 gap year requests were filed with the EPA and reviewed by the DOE. In September 2020 the EPA announced that they were denying 54 of the gap year requests that had been scored and returned by DOE, regardless of how they had been scored. Without a string of continuous SRE approvals, almost no small refinery would be eligible to apply for hardship relief in this manner, unless the Supreme Court overturns the 10th Circuit ruling, which we believe is unlikely.

Our renewable energy segment Metals Segment activities are subject to various and extensive environmental and other regulations. We will be required to obtain and maintain various environmental permits to operate our plants and other facilities. Renewable fuel and metal production involves will involve the emission of various airborne pollutants, including particulate, carbon dioxide, oxides of nitrogen, hazardous air pollutants and volatile organic compounds. In 2007, the U.S. Supreme Court classified carbon dioxide as an air pollutant under the Clean Air Act in a case seeking to require the EPA to regulate carbon dioxide in vehicle emissions, which the EPA later addressed in RFS II.

There has been an increase in battery regulation globally in recent years. For example, California is evaluating a policy to drive Recycling Efficiency Rates as close to 100% as possible, potentially beginning as early as 2022. In Canada, Ontario is requiring Recycling Efficiency Rates for lithium ion batteries ("LIBs") of over 70% by 2023. China has required functional material recovery rates greater than 80% since 2018, with specific targets by key materials (nickel, cobalt, Our Fuels and lithium). The European Union proposes to update its EU Battery Directive during 2021 to implement more aggressive recycling targets, including minimum material recovery rates of 90% for both cobalt and nickel by 2025, a minimum recovery rate of 35% for lithium by 2025, and a Recycling Efficiency Rate of least 65% by 2025. Our renewable energy segment holds Metals Segments hold all licenses currently required in connection with the development of its technologies and operations. technologies. We have engaged a third-party consultant consultants to work across all projects, supporting us with permitting and regulatory compliance, and keeping us apprised of all relevant regulations and related changes. changes for current and future operations.

Our design, engineering, licensing, installation, commissioning, and maintenance services are subject to various federal, state and local environmental, health and safety laws and regulations, which require a standard of care to control potential pollution and limit actual or potential impacts to the environment and personnel involved. A violation of these laws and regulations, or of permit conditions, can result in substantial fines, natural resource damage, criminal sanctions, permit revocations and/or facility shutdowns. We do not anticipate a material adverse effect on our business or financial condition as a result because of our efforts to comply with these requirements. Operating expenses to meet regulatory requirements, including all environmental permits, will be an integral part of service costs. Costs for compliance with environmental laws include safety and health protection measures, controls limiting air emissions and effluent discharges, emergency response capabilities, storm water management, recordkeeping and training. We often assist our customers in environment, health and safety compliance issues, including new requirements concerning greenhouse gas emissions. It may not be possible to completely segregate our environment, health and safety responsibilities from those of our customers.

Mining operations and exploration activities are subject to various federal, state, and local laws and regulations in the United States, which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances, and other matters. We have obtained substantially all licenses, permits, and other authorizations currently required for our mining, exploration and other development programs. We believe that we are in compliance complying in all material respects with applicable laws and regulations. Capital expenditures relating to compliance with laws and regulations that regulate the discharge of materials into the environment, or otherwise relating to the protection of the environment, comprise a substantial part of our historical capital expenditures and some of our anticipated future capital expenditures. For example, we incur certain expenses and liabilities associated with our reclamation obligations.

We are generally required to mitigate long-term environmental impacts by stabilizing, contouring, re-sloping, and re-vegetating various portions of a site after mining and mineral processing operations are completed. These reclamation efforts are conducted in accordance with plans reviewed and approved by the appropriate regulatory agencies. The Nevada Revised Statutes ("NRS") 519A to 519A.280 and Nevada Administrative Code ("NAC") 519A.010 to 519A.415 promulgated by the Nevada State Environmental Commission and the Nevada Division of Environmental Protection ("NDEP"), Bureau of Mining and Reclamation ("BMRR") require a surety bond to be posted for mining projects so that, after completion of the work on such mining projects, the sites are left safe, stable and capable of providing for a productive post-mining use. Over the past four years, the Company has provided a reclamation surety bond, through the Lexon Surety Group, ("Lexon"), with the BMRR. The BMRR, with concurrence from Storey County, has approved our most recent reclamation plan, as revised, and our estimated total costs related thereto of approximately \$7,251,950, including \$6,751,950 for BMRR and \$500,000 of additional reclamation surety bonding directly, with Storey County. As part of the surety agreement, the Company agreed to pay a 2.0%

annual bonding fee and signed a corporate guarantee. The bonded amount is \$7,251,950, and the collateral held on deposit at December 31, 2022 December 31, 2023 is \$2,727,815, \$2,850,518.

## CONTINGENCIES

Under Comstock's insurance programs, coverage is obtained for catastrophic exposures, as well as those risks required to be insured by law or contract. The deductible per occurrence for environmental impairments is \$500,000. Environmental liability insurance is carried with policy limits of \$10,000,000 per occurrence with a \$5,000,000 umbrella. We also carry professional liability, pollution, auto and worker's compensation insurances.

From time to time, we are involved in claims, investigations and proceedings that arise in the ordinary course of business. There are no matters pending that we expect to have a material adverse impact on our business, results of operations, financial condition or cash flows.

## INTELLECTUAL PROPERTY

We protect our intellectual properties through a combination of patents, patent applications, license agreements, common law copyrights, and trade secrets. Comstock IP Holdings holds our portfolio of patented, patent-pending, and proprietary technologies, including our Cellulosic Fuels and Electrification Metals technologies, as well as an array of additional processes, including atmospheric water harvesting and carbon capture and utilization. technologies. The earliest of our patents are scheduled to expire in 2033, however, we have additional issued and pending patents that are expected to expire at later dates. We have also developed and use trade secrets to protect our know-how in the systemic extraction, valorization, and processing of wasted or used resources.

## HUMAN CAPITAL RESOURCES

The foundation of our Company is our employees, and our success begins with the attraction, retention and development of our employees. We accomplish this, in part, by through our systemic management practices, competitive compensation practices, systemic-based management and leadership training initiatives, and growth opportunities within the company. We currently have 3336 full-time employees. We employ sales, engineering, research, geological, regulatory, environmental, operating, financial, and administrative personnel. There is no union representation for any of our employees.

## EXECUTIVE OFFICERS

### *Corrado De Gasperis, Executive Chairman and Chief Executive Officer*

Mr. De Gasperis brings more than 3536 years of industrial manufacturing, financial, governance, operational systemic management and project management experience in the material-science based, renewable energy, minerals, recyclable metals, mining, and recycling mining industries. Mr. De Gasperis has served as Comstock's chief executive officer since 2010 and executive chairman since 2015. He is also a director of each of the Company's wholly- and majority-owned subsidiaries, and of Quantum Generative Materials, LLC GenMat and Sierra Springs Opportunity Fund, Inc., SSO, strategic investees of Comstock since June 2021 and July 2019, respectively. From 2006 to 2009, Mr. De Gasperis served as the chief executive officer of Barzel Industries Inc. ("Barzel") and its predecessors. Barzel operated a network of 15 steel-based manufacturing, processing and distribution facilities in the United States and Canada that offered a wide range of metal solutions to various industries, from construction and industrial manufacturing to transportation and mining. From 1998 to 2006, Mr. De Gasperis held roles of increasing responsibility at GrafTech International Ltd. ("GrafTech"), a global manufacturer of graphite electrodes and carbon cathodes and electrodes, other innovative electrification and thermal management solutions. GrafTech reliable commercialized new product innovations, repeatedly winning annual "R&D100" Awards. From 2001 to 2006, he served as the Chief Financial Officer, in addition to his duties as vice president and chief information officer and a leader of its transformation restructuring, recapitalization and recapitalization, transformation. From 1998 mid-1998 to 2000, he served as the controller of GrafTech. From 1987 to 1998, Mr. De Gasperis was a Certified Public Accountant with KPMG LLP, an international provider of financial advisory and assurance services where he and served clients such as General Electric Company and Union Carbide Corporation. KPMG announced his admittance into the partnership, as a Partner, effective July 1, 1998.

Mr. De Gasperis is also, a director and the executive chairman Chairman of the Board Member Committee for GenMat and a director, stakeholder and officer of Directors SSO, both strategic investees of LiNiCo Corporation Comstock and chairman of the member committee and board for Quantum Generative Materials LLC. He is a director of GDR Global LLC, the owner of ROK-On Building Systems, systems, a manufacturer of low-carbon renewable building materials and a strategic investee of Sierra Springs Opportunity Fund Inc. and materials. Mr. De Gasperis is also a founding member and the chairman of the Board of Directors of the Comstock Foundation for History and Culture, a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). amended. Mr. DeGasperis previously served as a director and as chairman of the Virginia City Tourism Commission. He also has served as a director of GBS Gold International Inc., where he was chairman of the Audit and

Governance Committee and the Compensation Committee and a member of the Nominations and Advisory Committees. Mr. De Gasperis holds a BBA from the Ansell School of Business at Western Connecticut State University, with honors, honors, and has embraced the Theory of Constraints and Theory of Profound Knowledge as the leading management theories for designing, deploying, managing, and governing complex systems.

### *Kevin E. Kreisler, Chief Technology Officer*

Mr. Kreisler joined Comstock in September 2021. Mr. Kreisler is currently our Comstock's chief technology officer. He is also officer and a director and member of Comstock's board of directors. He also serves as a director of Quantum Generative Materials, LLC, GenMat, Comstock's strategic investee and developer of advanced physics based artificial intelligence technologies. Mr. Kreisler has a diverse background in agriproducts, renewable fuels, hazardous waste, and intellectual property development, with deep expertise in building and scaling commercial production processes and companies in regulated markets. Mr. Kreisler served from 2003 to 2021 as is also the managing director for Viridis Asset Management LLC ("VAM"), a family-owned investment company focused on the development of early-stage companies scalable technologies that facilitate the more efficient use of natural resources across entire industries and technologies, with a specialization in commercializing technology-driven profitability incentives that leverage existing infrastructure and consumption behaviors populations to produce globally-meaningful sustainability achieve globally meaningful environmental gains. In that capacity, Mr. Kreisler founded GreenShift Corporation (n/k/a CleanTech Alpha Corporation) in

2005 and served as its chairman and chief executive officer through 2021. GreenShift developed and commercialized patented technologies that integrated into the backend of corn ethanol plants to extract and recover a historically-overlooked natural resource – inedible crude corn oil, for use in the production of advanced carbon-neutral liquid fuels and other biomass-derived alternatives to fossil fuel derivatives, fuels. Today, upwards of 95% of the U.S. corn ethanol industry uses that technology to displace more than 20 million 20 million barrels of fossil fuel, trillions of cubic feet of natural gas, and tens of millions of metric tons of greenhouse gases every year. In total, those gains are globally-meaningful VAM's investments also include Triple Point Asset Management LLC, prior owner of Plain Sight Innovations Corporation, and have accumulated to industry-wide savings exceeding 250 million barrels of fossil fuel. FLUX Photon Corporation, as well as advanced new technologies for producing energy, using energy more efficiently, utilizing carbon dioxide, utilizing low energy thermal emissions, producing water, and terraforming, among others. From 1998 to 2004, Mr. Kreisler served as a director and officer of Veridium Corporation, which developed and commercialized an array of selective metals separation technologies, where he led the design, engineering, and construction of an advanced facility for the recycling and reuse of inorganic hazardous and industrial wastes from thousands of different waste streams from dozens of industrial processes. Mr. Kreisler is a graduate of Rutgers University College of Engineering (B.S., Civil and Environmental Engineering, 1994), Rutgers University Graduate School of Management (M.B.A., 1995), and Rutgers University School of Law (J.D., 1997). Mr. Kreisler is admitted to practice law in New Jersey and the United States District Court for the District of New Jersey.

### *William J. McCarthy, Chief Operating Officer*

Mr. McCarthy joined was appointed as the Chief Operating Officer of Comstock as its chief operating officer in July 2021. He in this role, he is also responsible for the chief operating officer over each operations of the Company's Comstock and its wholly- and majority-owned subsidiaries. He Mr. McCarthy brings over 20 years of strategic management experience to Comstock, focused on the development and implementation of systemic, scalable value creating business strategies to drive profitability and revenue growth for sustainable value creation across a diverse range of industries. Previously, Before joining Comstock, Mr. McCarthy was a co-founder and chief executive officer of co-founded Mana Corporation, a developer of biomass-based business strategies, serving as its Chief Executive Officer until its sale to Comstock. From 2017 to 2020, Mr. McCarthy he was the founder and principal of Normandy Road Partners, a boutique an advisory firm focused on empowering scalable dedicated to enabling sustainable growth in emerging industries. His early career includes

over a decade of private equity experience. From 2005 to 2016 Mr. McCarthy held roles of increasing responsibility, ultimately serving as Director of Risk Management at SVP Global, a Strategic Value Partners, the global investment firm focused on manager of distressed debt, special situations, and private equity opportunities, most recently as Director of Risk Management. From equity. Prior to this, from 2003 to 2005, Mr. McCarthy was an Associate with at Resurgence Asset Management, a distressed private equity manager. He began started his career as an Analyst at the Principal Financial Group. Mr. McCarthy earned a B.A. Bachelor of Arts in Economics from Tufts University.

*David J. Winsness, President, Comstock Fuels Corporation*

Mr. Winsness joined Comstock in September 2021. Mr. Winsness is currently the president of the Comstock Fuels subsidiary. Mr. Winsness has spent his professional career targeting the extraction and recovery of materials from byproduct streams and repurposing those recovered materials into high value markets. Mr. Winsness previously served as GreenShift's chief technology officer from 2006 to 2018 where he invented, developed, and commercialized the largest innovation patented technologies that integrated into corn ethanol plants to occur extract and recover inedible crude corn oil, for use in the corn ethanol industry: back end corn oil extraction. The technology efficiently extracts corn oil from byproduct streams so that it can be sold separately without consuming any additional power or corn. The technology has been adopted by more than production of advanced carbon-neutral liquid fuels. Today, upwards of 95% of the 209 U.S. corn ethanol plants, where it generates industry uses that technology to displace more than an estimated \$3.2 billion annually in additional profit for the industry. 20 million barrels of fossil fuel, trillions of cubic feet of natural gas, and tens of millions of metric tons of greenhouse gases every year. Mr. Winsness subsequently served as chief executive officer of Plain Sight Innovations LLC and its predecessor, FLUX Carbon LLC, Corporation, where he led the development of a technology portfolio for cellulosic lignocellulosic fuels and other clean technologies, focusing on advanced carbon-neutral fuels and alternatives to fossil fuels. Mr. Winsness is also the beneficial owner of Global Catalytic Disruptor Fund LLC, a prior owner of Plain Sight Innovations Corporation. Mr. Winsness graduated from Clemson University with a Bachelor of Science degree in Mechanical Engineering.

*Rahul Bobbili, Chief Engineering Officer*

Mr. Bobbili joined Comstock as its chief engineering officer in June 2021. He has nearly 20 22 years of experience in process design, patent licensing, equipment manufacturing, commissioning, project management, and start-up. From 2006 to 2021, Mr. Bobbili served as the chief executive officer of Comstock Engineering (formerly Renewable Process Solutions, Inc.), a now wholly-owned wholly owned subsidiary of Comstock. Mr. Bobbili invented multiple chemical processes in the renewable industry and built twenty-six twenty-one biofuel refineries in the last fourteen seventeen years. Mr. Bobbili has managed multiple industrial-scale projects from construction phases, commissioning, and operations. Mr. Bobbili received a B.S. in Production Engineering from Osmania University, India, a M.S. in Mechanical Engineering from Old Dominion University, Virginia, and an Executive Finance certification from Stanford University, California.

#### AVAILABLE INFORMATION

Comstock maintains a website at [www.comstock.inc](http://www.comstock.inc). Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any filed or furnished amendments to those reports pursuant to Section 13(a) of the Exchange Act are made available through our website as soon as practical after we electronically file or furnish the reports to the SEC. Also

available on our website are the Company's Governance Guidelines and Code of Conduct, as well as the charters of the audit, compensation Audit and nominating committees Finance, Compensation, Environmental, Executive and Nominating Committees of the Board of Directors. Information on our website is not incorporated into this report. Stockholders may request free charter copies of these documents from Comstock Inc., P.O. Box 1118, Virginia City, Nevada 89440.

#### FINANCING EVENTS

##### *Equity Issuance Agreements*

For the year ended December 31, 2022 December 31, 2023, we the Company sold 20,666,674 15,356,808 registered and unregistered shares of common stock at an average share price of \$0.51, \$0.43, and net proceeds of \$10,488,180 \$6,650,380 after fees and expenses. In connection with these sales, we issued 772,454 963,445 shares in payment of commitment and due diligence fees. We issued 264,040 restricted shares fees with a fair value of \$340,000 in connection with our equity sales for commitment fees. We issued 565,557 unrestricted shares with a fair value of \$500,000 in connection with our equity sales for commitment and due diligence fees. We also issued 2,907,915 unregistered shares of common stock as consideration for acquisitions, investments and other endeavors. \$350,000.

##### *Debt Financing Agreements*

The Company entered into a long-term promissory note ("GHF (the "GHF 2021 Note") with GHF, Inc. ("GHF") on December 15, 2021, with a principal amount of \$5,000,000, of which \$4,550,000 was funded and \$450,000 was an original issue discount ("OID"). The full principal is due on December 15, 2024. Interest is payable monthly at a rate of 6% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all non-mining related assets of the Company owned Silver Springs land and water rights, and the Daney Ranch, excluding the Lucerne and Dayton properties, rights. The Company is required to prepay the promissory note with any net cash proceeds received in the sale of any collateral. If the promissory note has not been paid in full on or prior to December 15, 2022, the Company will issue warrants to GHF allowing them to purchase 1,000,000 shares of the Company's common stock, half of which are exercisable at a price per share of 150% of the 20-day volume weighted average closing price ("VWAP") of the Company's common stock on its primary trading market for the 20 consecutive trading days preceding December 15, 2021, and the remainder at a price per share of 135% of the 20-day VWAP as determined on December 15, 2022.

On December 16, 2022, in compliance with the GHF 2021 Note, agreement, the Company issued warrants to GHF allowing them to purchase 1,000,000 shares of the Company's common stock, 500,000 of which are exercisable at a price per share of \$2.5217 and the remaining 500,000 at a price per share of \$0.4555. The warrants are exercisable for a period of two years commencing on December 15, 2022, and ending on December 15, 2022 December 15, 2024. At December 31 2021, the warrants were valued at \$708,789. At the time the Company issued the GHF 2021 Note, the Company estimated a 10% probability that the warrants would be issued and recognized an initial discount on the debt of \$70,879. In December 2022, the contingency was resolved upon issuing the warrants, the Company recorded an additional \$637,910 and the discount on the note was adjusted to reflect the increase. During the years ended December 31, 2022 and 2021, we recognized interest expense of \$715,089, which includes OID amortization of \$429,912, and \$19,720, respectively, in connection with the GHF 2021 Note.



On August 22, 2022, the Company amended the GHF promissory note's prepayment provision of the GHF 2021 Note to reduce the amount required to be paid from the Daney Ranch sale to \$710,000. As consideration for the amendment, the Company issued GHF warrants to purchase 200,000 common shares at a price of \$1.00 per share. The warrants had are exercisable for a fair value period of \$18,975 two years commencing on the date of issuance August 22, 2022, and was recorded as an additional debt discount with a corresponding increase in additional paid-in capital. During the years ended December 31, 2022 and 2021, we recognized interest expense of \$715,089 which includes OID amortization of \$429,912 and \$19,720, respectively, in connection with the GHF 2021 Note..

On March 4, 2021, we retired our unsecured promissory notes ("Promissory Notes") by paying the remaining principal balance of \$3.1 million plus earned OID of \$0.1 million. For the year ended December 31, 2021, interest expense ending on the promissory notes was \$139,213, which includes OID amortization of \$71,289. August 22, 2024.

On October 25, 2022, the Company entered into a short-term promissory note (the "Alvin Fund 2022 Note") with Alvin Fund LLC ("Alvin Fund Note" Fund") with a principal amount of \$2,000,000. In consideration \$2,000,000 with proceeds used toward purchase of the lender providing the financing, the Company issued \$250,000 in shares to the lender. The full principal is due on October 25, 2023, a battery metal recycling facility. Interest is was payable monthly at a rate of 9% per annually. Prepayment is allowed annually and the Company also issued \$250,000 in full or in part at any time without premium or penalty shares of its common stock as additional consideration to the lender, which was recognized as a discount on the loan. The loan is secured by all of the property commonly referred to as the Dayton properties. During The full principal was due on October 25, 2023. On September 30, 2023, the year ended December 31, 2022, we recognized interest expense Company amended and extended the maturity of \$33,041 and amortization of discount of \$45,890 in connection with the Alvin Fund Note. The Company used the proceeds for a \$2.0 million payment toward the purchase 2022 Note to January 31, 2026, at an interest rate of a battery metal recycling facility from LINICO. 16%.

On December 16, 2022, the Company entered into a securities purchase agreement for an unsecured convertible promissory note ("Ionic Ventures 2022 Convertible (the "Ionic Note") with Ionic Ventures, LLC ("Ionic") with a principal amount of \$3,150,000, of which \$2,975,000 was funded and \$175,000 was an original issue discount, and interest payable monthly at a rate of 8% annually.

During the year ended December 31, 2023, the Company delivered 9,636,924 shares of common stock with a fair value of \$4,622,502 at an average conversion price per share of \$0.48 upon the conversion. The conversion terms required a measurement period of five days within which the number of shares initially converted are adjusted for changes in trading volume during the period. Under this provision, on April 6, 2023 and October 27, 2023, Ionic returned excess shares of 327,549 and 603,569, respectively, of the Company's common stock issued upon earlier conversions with a fair value of \$364,330.

On November 12, 2023, the Company entered into a short-term promissory note (the "Alvin Fund 2023 Note") with Alvin Fund with a principal amount of \$2,100,000 which includes \$100,000 original issue discount. The loan is secured by the Company's non-mining assets. The Company also issued warrants as additional consideration that would allow the lender to purchase 1,000,000 shares at \$0.70 per share which was recognized as a discount on the loan. The full principal is due on March 16, 2024 February 12, 2025. Interest is payable monthly at a rate of 8% annually. The Company can redeem up to \$2,000,000 of the Convertible Note for cash 30-days following closing Prepayment is allowed in full or in part at 110% of the Face Value, plus accrued interest. The Ionic 2022 Convertible Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. The terms require the conversion option to be bifurcated as a derivative. As of December 31, 2022 any time without premium or penalty.

On December 27, 2023, the Company bifurcated entered into a securities purchase agreement for an unsecured convertible promissory note (the "Kips Bay Note") with Kips Bay Select LP ("Kips Bay") with a principal amount of \$5,263,157, of which \$263,157

was an original discount. The full principal is due on March 27, 2025. Interest is payable monthly at a rate of 8% annually. On December 27, 2023, the conversion feature Company received \$3.0 million and received the remaining \$2.0 million by January 27, 2024.

The note requires the Company to pay a loan commitment fee of \$150,000 in the form of shares of its common stock. As of December 31, 2023, the Company recorded a derivative stock payable of \$150,000 as a non-current liability of \$420,000 reflected in our on the consolidated balance sheet. The derivative amount was valued using a Monte Carlo valuation model with a conversion price recognized as additional discount on the note. On January 11, 2024, the Company issued 308,931 restricted shares of its common stock equal to 90% 3% of the average price capped principal amount of the Kips Bay Note, or \$157,895 at \$0.50, discount rate \$0.511 per share. On January 16, 2024, the Company issued an additional 180,210 registered shares of 35%, risk free rate its common stock equal in value to 1.75% of 4.40%, and volatility the principal amount of 60.0%. During the year ended December 31, 2022, we recognized interest expense of \$10,356 and amortization of discount of \$17,161 in connection with the Ionic 2022 Convertible Note. The Company used the net proceeds from this offering for strategic development programs, working capital and general corporate purposes. Kips Bay Note, or \$92,105, also at \$0.511 per share.

## RISK FACTOR SUMMARY

An investment in our securities involves risk. You should carefully consider the risk factors detailed below in Item 1A, *Risk Factors*, in addition to those discussed elsewhere in this report, in evaluating our Company, its business, its industry and prospects. These risks include, but are not limited to, those described in the following summary:

### Business and Operating Risks

- You may lose all or part of your investment.
- We need additional capital, which may not be available on acceptable terms or at all, to continue as a going concern and for investing in our business and to finance acquisitions and other strategic transactions.
- We have a limited operating history.
- We may never earn significant revenues from our operations.
- We may be unable to manage our future growth.
- We may not be able to successfully implement our growth strategy on a timely basis or at all.
- We are exposed to global health, economic, supply chain, and market risks that are beyond our control, which have adversely affected, and could continue to adversely affect, our financial results and capital requirements.
- The Renewable Fuel Standard, a federal law requiring the consumption of qualifying renewable fuels, could be repealed, curtailed or otherwise changed, which would have a material adverse effect on our revenues, operating margins and financial condition.
- Loss of or reductions in federal and state government tax incentives for renewable fuel production or consumption may have a material adverse effect on our revenues and operating margins.
- We intend to derive a significant portion of our revenues from sales of our renewable fuel in states with Low Carbon Fuel Standards, LCFS, however, adverse changes in the associated laws or reductions in the value of the applicable credits would harm our revenues and profits.
- A decline in the adoption rate of renewable energy or electrification, or a decline in the support by governments for renewable energy and electrification technologies, could materially harm our financial results and ability to grow. grow our business.
- Our success will depend on acquiring, maintaining, and increasing feedstock supply commitments, as well as securing new customers and offtake agreements.
- Our margins are dependent on the spread between the market prices for our renewable energy and the costs for our feedstocks, which may be volatile and can cause our results of operations to fluctuate substantially.
- Our operations depend on the availability of sufficient water supplies.
- Owning property and water rights and options on property and water rights carries inherent risks.
- We do not have proven or probable reserves, and there is no assurance that the quantities of minerals and metals we produce will be sufficient to recover our investment and operating costs.
- The cost of our exploration, development and acquisition activities is substantial, and there is no assurance that the quantities of minerals and metals we discover, acquire or recover will justify commercial operations. operations or replace future reserves.
- Estimated costs and timing are uncertain, which may adversely affect our expected production and profitability.

- Resource and other material statements are estimates subject to uncertainty due to factors including market prices, and the inherent variability and recoverability of targeted natural resources in extraction and beneficiation processes.
- **Market prices fluctuate and a downturn in price could negatively impact our operations and cash flow.**
- Risk management transactions could significantly increase our operating costs and may not be effective.
- In addition to changes in prevailing commodity prices, our results of operations could be significantly affected by the volume, mix, and composition of the various wasted and unused natural resource feedstocks that we are targeting, all of which are subject to variance.
- If one or more of our facilities become inoperative, capacity constrained, or if operations are disrupted, our business, results of operations or financial condition could be materially adversely affected.
- **We may experience increased costs or losses resulting from the hazards and uncertainties associated with mining.**
- Our facilities and our customers' facilities will be subject to risks associated with fire, explosions, leaks, and natural disasters, which may disrupt our business and increase costs and liabilities.
- The dangers inherent in storage and transportation of our renewable energy could cause disruptions in our operations and could expose us to potentially significant losses, costs or liabilities.
- Increases in transportation costs or disruptions could have a material adverse effect on our business.
- **Weather interruptions may affect, and delay proposed operations and impact our business plans.**
- **Disruptions in the supply of certain key inputs and components and other goods from our suppliers, including limited or single source suppliers, could have an adverse effect on the results of our business operations, and could damage our relationships with customers.**
- **We rely on contractors to conduct a significant portion of our operations and construction projects.**
- We operate in highly competitive industries and expect that competition will increase.
- **Technological advances could render some or all our plans obsolete and adversely affect our ability to compete.**
- Our **activities** business could be adversely affected if we are **inherently hazardous** unable to protect our intellectual property, or others assert that our operations violate their intellectual property.
- **The success of our business depends on our ability to continuously innovate and **any exposure** to manage transitions to new product innovations.**
- **The success of our business depends on evolving, highly technical and uncommonly qualified technical resources that are becoming increasingly important to us. We will face significant competition in seeking and acquiring qualified, competent technical and systemically oriented employees.**
- **We may **exceed our insurance limits** or not be **insurable**, successful in developing our new products and services.**
- **If we fail to introduce new products in a timely manner, we may lose market share and be unable to achieve revenue growth targets.**
- **If we are unable to commercially release products that are accepted in the market or that generate significant revenues, our financial results will continue to suffer.**
- **Product defects or problems with integrating our products with other vendors' products may seriously harm our business and reputation.**
- **We may encounter manufacturing or assembly problems for products, which would adversely affect our results of operations and financial condition.**
- **Unfavorable economic conditions may have a material adverse effect on our business, results of operations and financial condition.**
- **Natural disasters, unusually adverse weather, epidemic or pandemic outbreaks, boycotts and geopolitical events could materially adversely affect our business, results of operations or financial condition.**
- **Illiquidity of investments could impede our ability to respond to changes in economic and other conditions.**
- **Our business requires substantial capital investment, and we may be unable to raise additional funding.**

- Nevada law and our articles of incorporation and bylaws contain anti-takeover provisions that could delay or discourage takeover attempts that stockholders may consider favorable.
- Our government grants are subject to uncertainty, which could harm our business and results of operations.
- Governmental programs designed to incentivize the production and consumption of low-carbon fuels and carbon capture and utilization, may be implemented in a way that does not include products produced using our novel technology platform and process technologies or could be repealed, curtailed or otherwise changed, which would have a material adverse effect on our business, results of operations and financial condition.
- Our industrial waste management services subject us to potential environmental liability.
- If we cannot maintain our government permits or cannot obtain any required permits, we may not be able to continue or expand our operations.
- Changes in environmental regulations and enforcement policies could subject us to additional liability which could impair our ability to continue certain operations due to the regulated nature of our operations.
- As our operations expand, we may be subject to increased litigation which could have a negative impact on our future financial results.
- Our business and operations would suffer in the event of IT system failures or a cyber-attack.
- We may use artificial intelligence in our business, and challenges with properly managing its use could result in reputational harm, competitive harm, and legal liability, and adversely affect our results of operations.

**Legal, Regulatory and Compliance Risks**

- Our operations are subject to strict environmental laws and regulations, including regulations and pending legislation governing issues involving climate change, which could result in added costs of operations and operational delays, and could have a material adverse effect on our business.
- Failure to comply with governmental regulations, including EPA requirements relating to RFS II or new laws designed to deal with climate change, could result in the imposition of higher costs, penalties, fines, or restrictions on our operations and remedial liabilities.
- Our ability to execute our strategic plans depends upon our success in obtaining a variety of required governmental approvals that may be opposed by third parties.
- Closure, reclamation, and rehabilitation costs could be higher than expected, and our insurance and surety bonds for environmental-related issues are limited.
- We are subject to federal and state laws that require environmental assessments and the posting of bonds, which add significant costs to our operations and delays in our projects.
- Technological advances could render some or all of our plans obsolete. Because our land holdings are within the Carson River Mercury Superfund Site, our operations are subject to certain soil sampling and potential remediation requirements, which may result in added costs and delays; and we are also potentially subject to further costs as the result of on-going government investigation and future remediation decisions.
- Our business could be adversely affected if we are unable to protect our intellectual property, or others assert that our operations violate their intellectual property. litigation.
- Unfavorable economic conditions have a material adverse effect on our business, results of operations. Title claims against our properties could require us to compensate parties making such claims, if successful, and divert management's time from operations.
- Natural disasters, unusually adverse weather, epidemic or pandemic outbreaks, boycotts. Mine operators are increasingly required to consider and geopolitical events could materially adversely affect our business, results of operations or financial condition. provide benefits to their local communities.

Illiquidity of investments could impede our ability to respond to changes in economic and other conditions.

- Our business requires substantial capital investment and we may be unable to raise additional funding.

**Common Stock**

- The price of the Company's common stock has and may continue to fluctuate significantly, which could negatively affect the Company and holders of its common stock.

- Our stock has historically been a penny stock with trading restricted by the SEC's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock.
- If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.
- We may be delisted if we are unable to maintain the listing standards of the NYSE American stock exchange.
- We do not expect to pay any cash dividends for the foreseeable future.
- We may issue additional common stock or other equity securities in the future that could dilute the ownership interest of existing stockholders.

Nevada law and our certificate of incorporation and bylaws contain anti-takeover provisions that could delay or discourage takeover attempts that stockholders may consider favorable.

#### Risks Related to Strategic Transactions

- We have and may continue to pursue investments in other companies, acquisitions, divestitures, business combinations or other transactions with other companies, involving our properties or new properties, which could harm our operating results, may disrupt our business and could result in unanticipated accounting charges.
- We may undertake joint ventures, investments, projects and other strategic alliances and such undertakings, as well as our existing joint ventures, may be unsuccessful and may have an adverse effect on our business.
- If we are unable to maintain existing or future strategic partnerships, or if these strategic partnerships are not successful, our business could be adversely affected.
- We have invested capital in high-risk mineral and metals projects where we have not conducted sufficient exploration, development and engineering studies.
- If we are unable to commercialize and release new products candidates based on our quantum computing investment that are accepted in the market or that generate significant revenues, our financial results will continue to suffer.
- Our success in development in the quantum computing industry depends on our ability to operate without infringing the patents and other proprietary rights of third parties.
- Our strategic partnerships rely on the availability of third-party intellectual property, which may not be accessible to us on reasonable terms or at all.
- We rely on third parties for certain cloud-based software platforms, which impact our financial, operational and research activities. If any of these third parties fail to provide timely, accurate and ongoing service or if the technology systems and infrastructure suffer outages that we are unable to mitigate, our business may be adversely affected.

#### General Risk Factors

- Our business depends on a limited number of key personnel, the loss of whom could negatively affect us.
- Our business may be adversely affected by information technology disruptions.
- The Company may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on its financial condition, results of operations and share price, which could cause you to lose some or all of your investment.
- Diversity in application of accounting literature in the mining industry may impact our reported financial results.
- Our ability to execute our strategic plan depends on many factors, some of which are beyond our control.
- Our indebtedness and payment obligations could adversely affect our operations, financial condition, cash flow, and operating flexibility.
- The estimation of mineral reserves and mineral resources is imprecise and depends on subjective factors.
- Mineral resources do not have demonstrated economic value.

## ITEM 1A RISK FACTORS

There are many important factors that have affected, and in the future could affect, our business, including, but not limited to the factors discussed below, which should be reviewed carefully together with other information contained in this report. Some of the factors are beyond our control and future trends are difficult to predict.

An investment in our securities involves risk. You should carefully consider the following risk factors, in addition to those discussed elsewhere in this report, in evaluating our Company, its business, its industry and prospects. The risks described below are not the only ones facing us. Additional risks not presently known to us, or that we currently deem immaterial, may also have a material adverse effect on us. The following risks could cause our business, financial condition, results of operations or cash flows to be materially and adversely affected. In that case, the market price of our securities could decline, and you could lose part or all of your investment.

## BUSINESS AND OPERATING RISKS

### ***You may lose all or part of your investment.***

The shares of our common stock are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the risk factors contained herein relating to our business and prospects. If any of the risks presented herein actually occur, our business, financial condition or operating results could be materially adversely affected. In such case, the trading price of our common stock could decline, and you may lose all or part of your investment.

### ***We need additional capital, which may not be available on acceptable terms or at all, to continue as a going concern and for investing in our business and to finance acquisitions and other strategic transactions.***

If we are unable to generate cash flows from our planned operating activities in our **renewable energy segment**, **Fuels and Metals Segments**, then it is unlikely that the cash generated from our **strategic and other investments segment** **Strategic Investments Segment** will suffice as a source of the liquidity necessary for anticipated working capital requirements. There is no assurance that the Company's initiatives to improve its liquidity and financial position will be successful. Accordingly, there is substantial risk that the Company will be unable to continue as a going concern. In the event of insolvency, liquidation, reorganization, dissolution or other winding up of the Company, the Company's creditors would be entitled to payment in full out of the Company's assets before holders of common stock would be entitled to any payment, and the claims on such assets may exceed the value of such assets.

### ***We have a limited operating history.***

We have a limited operating history. The success of our Company is significantly dependent on the completion of uncertain future events, including the financing, development, permitting, construction, commissioning, start-up, and initiation of sustainable throughput of our planned **cellulosic lignocellulosic** fuels and **renewable** electrification metals production facilities, the discovery and exploitation of mineralized materials on our properties, selling the rights to exploit those materials, and/or commercializing our other diversified production and processing activities. If our business plan is not successful and we are not able to operate profitably, then our securities may become worthless, and investors may lose all of their investment in our Company.

### ***We may never earn significant revenues from our operations.***

If we are unable to generate significant revenues from our planned production and processing activities in the future, then we will not be able to earn profits or continue operations. We have yet to generate positive operating income and there can be no assurance that we will ever operate profitably. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we can provide no assurance that we will generate significant revenues or ever achieve profitability. If we are unsuccessful, our business will fail, and investors may lose all of their investment in our Company.

### ***We may be unable to manage our future growth.***

Even if we can successfully implement our growth strategy, any failure to manage our growth effectively could materially and adversely affect our business, results of operations and financial condition. We intend to expand operations significantly by 2030, which will require us to hire and train new employees; accurately forecast supply and demand, production and revenue; control expenses and investments in anticipation of expanded operations; establish new production facilities; and implement and enhance administrative infrastructure, systems and processes. Future growth may also be tied to acquisitions, and we cannot guarantee that we will be able to effectively acquire other businesses or integrate businesses that we acquire. Failure to efficiently manage any of the above could have a material adverse effect on our business, results of operations or financial condition.

### ***We may not be able to successfully implement our growth strategy on a timely basis or at all.***

Our future global growth, results of operations and financial condition depend upon our ability to successfully implement our growth strategy, which, in turn, is dependent upon a number of factors, some of which are beyond our control, including our ability to: economically extract and refine wasted and unused natural resources and meet customers' business needs; complete the construction of future facilities at a reasonable cost and on a timely basis; invest and keep pace in technology, research and development efforts, and the expansion and defense of our intellectual property portfolio; secure and maintain required strategic supply arrangements; effectively compete in the markets in which we operate; and, attract and retain management or other employees with specialized knowledge and technical skills. There can be no assurance that we can successfully achieve any or all of the above initiatives in the manner or time period that we expect. Further, achieving these objectives will require investments that may result in both short-term and long-term costs without generating any current revenue and therefore may be dilutive to earnings. We cannot provide any assurance that we will realize, in full or in part, the anticipated benefits we expect to generate from our growth strategy. Failure to realize those benefits could have a material adverse effect on our business, results of operations or financial condition.

### ***We are exposed to global health, economic, supply chain, and market risks that are beyond our control, which could adversely affect our financial results and capital requirements.***

Uncertainties regarding the global economic and financial environment could lead to an extended national or global economic recession. A slowdown in economic activity caused by a recession would likely reduce demand for assets that we hold for sale and result in lower commodity prices for long periods of time. Costs of exploration, development and production have not yet adjusted to current economic conditions, or in proportion to the significant reduction in product prices. Competition and unforeseen limited sources of supplies needed for our planned developments could result in occasional shortages of supplies of certain products, equipment or materials. There is no guarantee we will be able to obtain certain products, equipment and/or materials as and when needed, without interruption, or on favorable terms, if at all. Such delays could affect our anticipated business operations and increase our expenses.

***The Renewable Fuel Standard, a federal law requiring the consumption of qualifying renewable fuels, could be repealed, curtailed or otherwise changed, which would have a material adverse effect on our revenues, operating margins and financial condition.***

We and other participants in the biomass-based diesel industry rely on governmental programs requiring or incentivizing the consumption of biofuels. Biomass-based diesel has historically been more expensive to produce than petroleum-based diesel fuel and these governmental programs support a market for biomass-based diesel that might not otherwise exist. One of the most important of these programs is the RFS II, a federal law that requires that transportation fuels in the United States contain a minimum amount of renewable fuel. This program is administered by the U.S. Environmental Protection Agency ("EPA"). EPA. The EPA's authority includes setting annual minimum aggregate levels of consumption in four renewable fuel categories, including the two primary categories in which we plan to compete, biomass-based diesel and advanced biofuel. The parties obligated to comply with this RVO, are petroleum refiners and petroleum fuel importers. The petroleum industry is strongly opposed to the RFS II and can be expected to continue to press for changes both in the RFS II itself and in the way that it is administered by the EPA. For 2022, 2024, the advanced biofuel RVO has been set at 5.04 billion 6.54 billion gallons. For The U.S. Congress could repeal, curtail or otherwise change the RFS II program in a manner adverse to us. Similarly, the EPA could curtail or otherwise change its administration of the RFS II program in a manner adverse to us, including by not increasing or even decreasing the RVO, by waiving compliance with the RVO or otherwise. In addition, while Congress specified RFS II volume requirements through 2022 (subject to adjustment in the rule-making process), beginning in 2023 required volumes of renewable fuel will be largely at the discretion of the EPA (in coordination with the Secretary of Energy and Secretary of Agriculture). We cannot predict what changes, if any, will be instituted or the impact of any changes on our business, although adverse changes could seriously harm our revenues, earnings and financial condition.

***Loss of or reductions in federal and state government tax incentives for renewable fuel production or consumption may have a material adverse effect on our revenues and operating margins.***

Federal and state tax incentives have assisted the biomass-based diesel industry by making the price of biomass-based diesel more cost competitive with the price of petroleum-based diesel fuel to the end user. The most significant tax incentive program has been the federal biodiesel mixture excise tax credit, referred to as the Biodiesel Tax Credit ("BTC"). BTC. Under the BTC, the first person to blend pure biomass-based diesel with petroleum-based diesel fuel receives a \$1.00-per-gallon \$1.00 per-gallon refundable tax credit. Unlike the RFS II program, the BTC has a direct effect on federal government spending and changes in federal budget policy could result in its elimination or in changes to its terms that are less beneficial to us. We cannot predict what action, if any, Congress may take with respect to the BTC in the future. There is no assurance that the BTC will be reinstated, that it will be reinstated on the same terms or, if reinstated, that its application will be retroactive, prospective or both. Any adverse changes in the BTC can be expected to harm our results of operations and financial condition. Several states have enacted tax incentives for the use of biodiesel. Modification, curtailment or elimination of such incentives could materially and adversely affect our revenues and profitability.

***We intend to derive a significant portion of our revenues from sales of our renewable fuel in states with Low Carbon Fuel Standards, LCFS, however, adverse changes in the associated laws or reductions in the value of the applicable credits would harm our revenues and profits.***

The LCFS is designed to reduce greenhouse gas ("GHG") GHG emissions associated with transportation fuels used in California by ensuring that the total amount of fuel consumed meets declining targets for such emissions. The regulation quantifies lifecycle GHG emissions by assigning a carbon intensity ("CI") CI score to each transportation fuel based on that fuel's lifecycle assessment. Each petroleum fuel provider, generally the fuel's producer or importer is required to ensure that the overall CI score for its fuel pool meets the annual carbon intensity CI target for a given year. This obligation is tracked through credits and deficits and credits can be traded. We expect to receive LCFS credits when we eventually sell qualified fuels in California and other applicable states and jurisdictions. If the value of our planned renewable fuels were to materially decrease as a result of over-supply or reduced demand for our fuels, or if our fuel is deemed not to qualify for LCFS credits, or if the LCFS or the manner in which it is administered or applied were otherwise changed in a manner adverse to us, then our revenues and profits could be seriously harmed.

***A decline in the adoption rate of renewable energy or electrification, or a decline in the support by governments for renewable energy and electrification technologies, could materially harm our financial results and ability to grow our business.***

The demand for our renewable energy, process solutions, related services, and technology licensing is driven in part by projected increases in the demand for renewable energy and electrification. A decline in the adoption of renewable energy and electrification could reduce the demand for our renewable energy, process solutions, related services, and technology licensing, which could have a negative impact on our operating results.

***Our success will depend on acquiring, maintaining, and increasing feedstock supply commitments, as well as securing new customers and offtake agreements.***

We must acquire and maintain feedstock supply commitments as well as new customers, including offtake agreements. Feedstock suppliers may change or delay supply contracts for any number of reasons, such as force majeure or government approval factors that are unrelated to our operations. Customers may fail to perform under their contracts for similar reasons. As a result, in order to maintain and expand our business, we must continue to develop and obtain new feedstock supply and customer contracts. However, it is difficult to predict whether and when we will secure such commitments and/or contracts due to competition for suppliers and customers and the lengthy process of negotiating supplier and customer agreements, which may be affected by factors that we do not control, such as market and economic conditions, financing arrangements, commodity prices, environmental issues and government approvals.

***Our margins will be dependent on the spread between the market prices for our renewable energy and the costs for our feedstocks, which may be volatile and can cause our results of operations to fluctuate substantially.***



Our business will be highly impacted by commodity price volatility, primarily in the markets for our intended renewable energy, including carbon neutral cellulosic ethanol, and lignocellulosic oil, ethanol, gasoline, renewable diesel, jet fuel, and marine fuel, as well as lithium, graphite, nickel, cobalt, manganese, copper, aluminum, gold, silver, cadmium and other commodity-driven renewable energy, energy materials. While our technologies target and benefit from low cost wasted and unused feedstocks, decreases in the prevailing prices for our renewable energy will have a negative impact on the amount of cash we are able to produce from our operating activities. Any such decreases may adversely affect our results of operations and financial position.

***Our operations depend on the availability of sufficient water supplies.***

Some of our planned operations will require significant quantities of water for extraction, processing and related support facilities, and some of our planned operations are in areas where water is scarce and competition among users for continuing access to water is significant. Continuous operation at such locations will be dependent on our ability to secure and maintain our water rights and claims, and the continuing physical availability of the water.

***Owning property and water rights and options on property and water rights carries inherent risks.***

As a result of our ownership of real property and water rights, our business may be negatively affected by related risks beyond our control, including without limitation: adverse changes in national, regional and local economic conditions and outlook; economic downturns in the areas where the properties are located; adverse changes in local real estate market conditions such as an oversupply of properties, reduction in demand, intense competition for buyers and/or demographic changes; changes in business or consumer preferences that reduce the attractiveness of our properties; changes in zoning, regulatory restrictions or tax laws; and, changes in interest rates or availability of financing. These conditions could adversely affect our financial position, results of operations and cash flows, or the market price of our stock.

***We do not have proven or probable reserves, and there is no assurance that the quantities of minerals and metals we produce will be sufficient to recover our investment and operating costs.***

We do not have proven or probable reserves. Substantial expenditures are required to acquire existing gold properties with established reserves or to establish proven or probable reserves through drilling, analysis and engineering. Any sums expended for additional drilling, analysis and engineering may not establish proven or probable reserves on our properties. We drill in connection with our mineral exploration and mining activities and not with the purpose of establishing proven and probable reserves. While we estimate the amount of mineralized material we believe exists on our properties, our calculations are subject to uncertainty due to several factors, including the quantity and grade of the mineralized material, metal prices and recoverability of minerals in the mineral recovery process. There is a great degree of uncertainty attributable to the calculation of any mineralized material, particularly where there has not been significant drilling, mining and processing. Until the mineralized material located on our properties is actually mined and processed, the quantity and quality of the mineralized material must be considered as an estimate only. In addition, the estimated value of such mineralized material (regardless of the quantity) will vary depending on metal prices. Any material change in the estimated value of mineralized material may negatively affect the economic viability of our properties. In addition, there can be no assurance that we will achieve the same recoveries of metals contained in the mineralized material as in small-scale laboratory tests, or that we will be able to duplicate such results in larger scale tests under on-site conditions or during production. There can be no assurance that our exploration activities will result in the discovery of sufficient quantities of mineralized material to recover our investment and operating costs.

***The cost of our exploration, development and acquisition activities is substantial, and there is no assurance that the quantities of minerals and metals we discover, acquire or recover will justify commercial operations or replace future reserves.***

Mineral exploration, development and beneficiation, particularly for gold, silver and other strategic metals, is highly speculative in nature and frequently is nonproductive. There can be no assurance that our exploration, development and/or acquisition activities will be commercially successful. If gold mineralization is discovered, it may take a number of years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to acquire existing gold properties, to establish mineral reserves through drilling and analysis, to develop metallurgical processes to extract metal from the mineralized material and, in the case of new properties, to develop the processing facilities and infrastructure at any site chosen for mineral exploration. There can be no assurance that any gold reserves or mineralized material that may be discovered or acquired in the future, if any, will be in sufficient quantities or of adequate grade to justify commercial operations, or that the funds required for mineral production operation can be obtained on a timely or reasonable basis, if at all. Mining companies must continually replace mineralized material or reserves depleted by production. There can be no assurance that we will be successful in replacing any reserves or mineralized material acquired or established in the future.

***Estimates Estimated costs and timing are uncertain, which may adversely affect our expected production and profitability.***

The capital expenditures and time required to acquire, develop and explore our projects are considerable and changes in costs, construction schedules or both, can adversely affect project economics and expected production and profitability. There are a number of factors that can affect costs and construction schedules, including, among others:

- availability of labor, energy, transportation, equipment, and infrastructure;
- changes in input commodity prices and labor costs;
- fluctuations in currency exchange rates;
- availability and terms of financing;
- changes in anticipated tonnage, grade and characteristics of the mineralized material to be mined and processed;
- recovery rates of gold and other metals from mineralized or recyclable materials;
- difficulty of estimating construction costs over a period of a year;
- delays in completing any environmental review or in obtaining environmental or other government permits;
- weather and severe climate impacts; and
- potential delays related to health, social, political and community issues.



**Resource and other material statements are estimates subject to uncertainty due to factors including market prices, and the inherent variability and recoverability of targeted natural resources in extraction and beneficiation processes.**

Our reports of mineral resources, other mineralized material and grading are estimates and depend upon geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis, which may prove to be unpredictable. There is a degree of uncertainty attributable to the calculation of mineral resources and corresponding grades. Until mineral resources and other mineralized materials are actually mined and processed, the quantity of mineralized material and grades must be considered as an estimate only. In addition, the quantity of mineral resources and other mineralized materials may vary depending on metal prices. Any material change in the quantity of mineral resources, other mineralized materials, mineralization, grade or stripping ratio may affect the economic viability of our properties. In addition, we can provide no assurance that gold recoveries or other metal recoveries experienced in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

**Market prices fluctuate and a downturn in price could negatively impact our operations and cash flow.**

Our operations will be significantly affected by changes in the market price of metals and minerals that we are able to produce or extract. Commodity prices can fluctuate widely and may be affected by numerous factors, such as expectations for inflation, levels of interest rates, currency exchange rates, purchases and sales by governments and central banks, monetary policies employed by the world's major central banks, fiscal policies employed by the world's major industrialized economies, forward selling or other hedging activities, demand, global or regional political and economic crises, and production costs in other regions. The aggregate effect of these factors, all of which are beyond our control, is impossible for us to predict. If prices decline substantially, it could adversely affect the realizable value of our assets and, potentially, future results of operations and cash flow.

**Risk management transactions could significantly increase our operating costs and may not be effective.**

In an attempt to partially offset the effects of market price volatility, we may enter into contracts that establish market positions in feedstocks and offtakes, along with related commodities, such as heating oil and ultra-low sulfur diesel. The financial impact of such market positions depends on commodity prices at the time that we are required to perform our obligations under these contracts as well as the cumulative sum of the obligations we assume under these contracts. Risk management activities can themselves result in losses when a position is purchased in a declining market or a position is sold in a rising market. Risk management arrangements expose us to the risk of financial loss where the counterparty defaults on its contract or, in the case of exchange-traded or over-the-counter futures or options contracts, where there is a change in the expected differential between the underlying price in the contract and the actual prices paid or received by us. Changes in the value of these futures (derivative financial instruments) would result in risk management gains and losses that would be recognized in current income and may result in margin calls. If adverse changes in derivative instrument fair value were to occur, a significant amount of liquidity would be needed to fund margin calls. In addition, we may also vary the amount of risk management strategies we undertake, or we may choose not to engage in risk management transactions at all. Our results of operation may be negatively impacted if we are not able to manage our risk management strategy effectively.

**In addition to changes in prevailing commodity prices, our results of operations could be significantly affected by the volume, mix, and composition of the various wasted and unused natural resource feedstocks that we are targeting, all of which are subject to variance.**

Our revenues will depend on processing wasted and unused natural resources, and our revenues will be directly impacted by the chemistry of the feedstocks we acquire and process, particularly as market chemistries shift. Certain feedstock chemistries produce raw materials such as cobalt for which we receive higher prices than others. A decline in overall volume of feedstock processed, or a decline in volume of chemistries with higher priced content relative to other chemistries, could result in a significant decline in our revenues, which in turn would have a material impact on its results of operations.

**If one or more of our facilities become inoperative, capacity constrained, or if operations are disrupted, our business, results of operations or financial condition could be materially adversely affected.**

Our revenue will be dependent on the continued operations of our planned future **cellulosic lignocellulosic** fuels and electrification metals facilities, as well as other future facilities that we develop in the future. To the extent that we experience any operational risk including, among other things, fire and explosions, severe weather and natural disasters (such as floods and hurricanes), failures in water supply, major power failures, equipment failures (including any failure of information technology, air conditioning, and cooling and compressor systems), failures to comply with applicable regulations and standards, labor force and work stoppages, including those resulting from local or global pandemics or otherwise, or if current or future facilities become capacity constrained, we may be required to make capital expenditures even though we may not have sufficient available resources at such time. Additionally, there is no guarantee that the proceeds available from our insurance policies will be sufficient to cover such capital expenditures. Our insurance coverage and available resources may prove to be inadequate for events that may cause significant disruption to our operations. Any disruption in our production facilities could result in delivery delays, scheduling problems, increased costs or production interruption, which, in turn, may result in its customers deciding to send their feedstock to our competitors. We will be dependent on our current and future facilities, which will in the future require a high degree of capital expenditures. If one or more of our facilities becomes inoperative, capacity constrained,

or if operations are disrupted, then our business, results of operations or financial condition could be materially adversely affected.

**We may experience increased costs or losses resulting from the hazards and uncertainties associated with mining.**

The exploration for natural resources and the development and production of mining operations are activities that involve a high level of uncertainty. These can be difficult to predict and are often affected by risks and hazards outside of our control. These factors include, but are not limited to:

- environmental hazards, including discharge of metals, concentrates, pollutants or hazardous chemicals;
- industrial accidents, including in connection with the operation of mining transportation equipment, milling equipment and/or conveyor systems, and accidents associated with the preparation and ignition of large-scale blasting operations, milling, processing and transportation of chemicals, explosives or other materials;
- surface or underground fires or floods;
- unexpected geological formations or conditions (whether in mineral or gaseous form);
- ground and water conditions;
- fall-of-ground accidents in underground operations;
- failure of mining pit slopes and tailings dam walls walls;
- seismic activity; and
- other natural phenomena, such as lightning, rain, snowstorms, floods, or other inclement weather conditions conditions.

***Our facilities and our customers' facilities will be subject to risks associated with fire, explosions, leaks, and natural disasters, which may disrupt our business and increase costs and liabilities.***

Our current and planned operating activities are inherently hazardous. Operations in which we have direct or indirect interests will be subject to all the hazards and risks normally incidental to extraction and refining of wasted and unused natural resources into renewable energy, any of which could result in work stoppages, damage to property and possible environmental damage. The nature of these risks is such that liabilities might exceed any applicable liability insurance policy limits. It is also possible that the liabilities and hazards might not be insurable, or we could elect not to insure ourselves against such liabilities because of the high premium costs, in which event, we could incur significant costs that could have a material adverse effect on our financial condition. Because some of our inputs and outputs will be combustible and/or flammable, a leak, fire or explosion may occur at a plant or customer's facility which could result in damage to the plant and nearby properties, injury or death to employees and others, and interruption of operations. The operations at our facilities are also subject to the risk of natural disasters. An earthquake or other natural disaster could disrupt our ability to transport, store and deliver products to California. Changing weather patterns and climatic conditions, such as global warming, have added to the unpredictability and frequency of natural disasters and have created additional uncertainty. The Company's operations could be exposed to a number of physical risks from climate change, such as changes in rainfall rates, rising sea levels, reduced water availability, higher temperatures, fire and other extreme weather events. We are not able to accurately predict the materiality of any potential losses or costs associated with the physical effects of climate change. If we experience a fire or other serious incident at our facilities or if any of our facilities is affected by a natural disaster, we may incur significant additional costs, including, loss of profits due to unplanned temporary or permanent shutdowns of our facilities, loss of the ability to transport products or increased costs to do so, cleanup costs, liability for damages or injuries, legal and reconstruction expenses. The occurrence of significant additional costs would harm our results of operations and financial condition.

***The dangers inherent in storage and transportation of our renewable energy could cause disruptions in our operations and could expose us to potentially significant losses, costs or liabilities.***

We intend to store our renewable energy, including renewable fuels, in above ground storage tanks and transport fuel with third-party truck and rail carriers. Our operations are subject to significant hazards and risks inherent in transporting and storing fuel. These hazards and risks include, but are not limited to, accidents, fires, explosions, spills, discharges, and other releases, any of which could result in distribution difficulties and disruptions, environmental pollution, governmentally imposed fines or clean-up obligations, personal injury or wrongful death claims, and other damage to property. Any such event not covered by our insurance could have a material adverse effect on our business, financial condition and results of operations.

***Increases in transportation costs or disruptions could have a material adverse effect on our business.***

Our business will depend on transportation services. The costs of these transportation services are affected by the volatility in fuel prices or other factors, such as tank car availability and prices. If oil production from this area increases, the demand for rail cars will rise and will significantly increase rail car prices. We may not be able to pass along part or all of any of these price increases to customers. If we are unable to increase our prices as a result of increased fuel costs charged to us by transportation providers, our gross margins may be materially adversely affected. If any transportation providers fail to deliver raw materials to us in a timely manner, we may be unable to manufacture products on a timely basis. Shipments of products and raw materials may be delayed and any such delay or failure could harm our reputation, negatively affect our customer relationships and have a material adverse effect on our business, financial condition and results of operations.

***Weather interruptions may affect, and delay proposed operations and impact our business plans.***

Extreme weather events (such as increased frequency or intensity of storms or prolonged drought, flooded or frozen terrain) have the potential to disrupt operations at our projects. Extended disruptions to supply lines due to extreme weather could result in interruption of activities at the project sites, delay or increase the cost of construction of the projects, or otherwise adversely affect our business.

***Disruptions in the supply of certain key inputs and components and other goods from our suppliers, including limited or single source suppliers, could have an adverse effect on the results of our business operations, and could damage our relationships with customers.***

The production of our products in the future may require a wide variety of raw materials, key inputs and components and other. Such critical raw materials, key inputs and components and other goods may only be available from limited or single sources of supply. If the receipt of certain limited source or single source materials is delayed, our relationship with customers may be harmed if such delays cause us to miss our scheduled shipment deadlines. Our current or alternative sources may not be able to continue to meet all of our demands on a timely basis. If suppliers or subcontractors experience difficulties or fail to meet our manufacturing requirements, our business would be harmed until we are able to secure alternative sources, if any, on commercially reasonable terms. A prolonged inability to obtain certain raw materials, key components or other goods is possible and could have a significant adverse effect on our business operations, damage our relationships with customers, or even lead to permanent loss of customer orders.

***We rely on contractors to conduct a significant portion of our operations and construction projects.***

A significant portion of our operations and construction projects are currently conducted in whole or in part by contractors. As a result, our operations are subject to a number of risks, some of which are outside our control, including:

- negotiating agreements with contractors on acceptable terms;
- the inability to replace a contractor and its operating equipment in the event that either party terminates the agreement;
- reduced control over those aspects of operations which are the responsibility of the contractor;
- failure of a contractor to perform under its agreement;
- interruption of operations or increased costs in the event that a contractor ceases its business due to insolvency or other unforeseen events;
- failure of a contractor to comply with applicable legal and regulatory requirements, to the extent it is responsible for such compliance; and
- problems of a contractor with managing its workforce, labor unrest or other employment **issues, issues.**

In addition, we may incur liability to third parties as a result of the actions of our contractors. The occurrence of one or more of these risks could adversely affect our results of operations and financial position.

***We operate in highly competitive industries and expect that competition will increase.***

We compete with other renewable fuels, electrification metals, clean technology engineering and licensing, and mineral exploration and mining companies in connection with the acquisition of properties and other assets, feedstock and offtake agreements, and clients, and the attraction and retention of human capital. Those competitors may have substantially greater financial resources than we do.

Our **renewable energy segment Fuels Segment** will face competition from producers and suppliers of fossil fuels, and producers, marketers, traders, and distributors of renewable fuels. Our cellulosic ethanol products will compete with ethanol produced by the highly fragmented U.S. corn ethanol industry, including from plants owned by farmers, cooperatives, oil refiners and retail fuel operators that may continue to operate even when market conditions are not favorable due to the benefits realized from their other operations. In the United States and Canadian biomass-based diesel markets, we will compete with independent biomass-based diesel producers, as well as large, multi-product companies that have greater resources than we do. There are also major international agribusiness corporations and biodiesel producers with the financial, feedstock sourcing and marketing resources that make renewable fuel as part of their integrated agribusinesses. We will also compete with several large and well capitalized producers of renewable diesel. We also face the prospect that petroleum refiners will be increasingly competitive with us, either by converting oil refineries to produce renewable diesel or by co-processing renewable feedstock with crude oil. Several petroleum refiners in the U.S. have **effected affected** conversions of their facilities from crude oil to renewables in the past year. Some of the largest refiners have started co-processing renewable feedstocks or have announced plans to do so. If refinery conversions accelerate or if co-processing expands significantly, the competition we face could increase significantly. We also face competition in the biomass-based diesel RIN compliance market from producers of renewable diesel and in the advanced biofuel RIN compliance market from producers of other advanced biofuels, such as Brazilian sugarcane ethanol producers and producers of biogas used in transportation.

Our **renewable energy segment Metals Segment** operates in the **LIB** recycling industry, where it faces competition primarily from companies that focus on one type of recycling, some of which have more expertise in the recycling of that material than we do. We also compete against companies that have a substantial competitive advantage because of longer operating histories and larger budgets, as well as greater financial and other resources. National or global competitors could enter the market with more substantial financial and workforce resources, stronger existing customer relationships, and greater name recognition, or could choose to target medium to small companies in our markets. Competitors could focus their substantial resources on developing more efficient recovery solutions than us. Competition also places downward pressure on contract prices and profit margins, which presents significant challenges to maintaining growth rates and acceptable margins. Such factors would materially harm our operations, cash flows and profitability.

***Technological advances could render some or all our plans obsolete and adversely affect our ability to compete.***

Advances in the process of converting wasted and unused natural resources could allow our competitors to produce renewable energy faster and more efficiently and at a substantially lower cost. In addition, we will produce our renewable fuels to conform to or exceed standards established by the American Society for Testing and Materials, whose standards may be modified in response to new technologies from the industries involved with diesel fuel. New standards or production technologies may require us to make additional capital investments in, or modify, plant operations to meet these standards. We will be required to continually enhance and update our technology to maintain its efficacy and to avoid obsolescence. The costs of doing so may be substantial and may be higher than the costs that we anticipate for technology maintenance and development. If we are unable to adapt or incorporate technological advances into our operations, our production facilities could become less competitive or obsolete, or our ability to manage our business and to compete may be impaired. Further, it may be necessary for us to make significant expenditures to acquire any new technology, acquire licenses or other rights to technology and retrofit our plants in order to remain competitive. There is no assurance that we will be able to obtain such technologies, licenses or rights on favorable terms. Even if we **are able to can** maintain technical effectiveness, our technology may not be the most efficient means of reaching our objectives, in which case we may incur higher operating costs than we would if our technology were more effective. The impact of technical shortcomings could have a material adverse effect on our prospects, business, financial condition, and results of operations. If we are unable to obtain, implement or finance new technologies, our production facilities could be less efficient, and our ability to produce biomass-based diesel on a competitive level may be harmed, negatively impacting our revenues and profitability.

***Our business could be adversely affected if we are unable to protect our intellectual property, or others assert that our operations violate their intellectual property.***

We rely on a combination of intellectual property rights, including patents, copyrights, trademarks and trade secrets in the U.S. and in select foreign countries to protect our intellectual property. Effective patent, copyright, trademark and trade secret protection may be unavailable, limited or not obtained in some countries. Our success may depend on our ability to successfully prosecute and/or maintain and enforce patent and other intellectual property protection for our technologies. We have obtained or developed rights to

patents and patent applications in the U.S. and on a case-by-case basis internationally, and may, in the future, seek rights from third parties to other patent applications or patented technology. There can be no assurance, however,

that patents will **issue** **be issued** from the patent applications filed or to be filed or that the scope of any claims granted in any patent will provide us with proprietary protection. If the scope of the claim granted in a patent is not sufficient to afford us with protection against competitors with similar technology, our investment in the patented technology may provide us limited or no competitive advantage. Any failure to maintain patent or other intellectual property protection on our technologies could have a material adverse effect on our operations, cash flows and financial position. We also rely in part on trade secret protection to protect our knowhow, confidential and proprietary information, and processes. However, trade secrets are difficult to protect.

We have taken measures to protect our trade secrets and proprietary information, but these measures may not be effective. For example, we require new employees and consultants to execute confidentiality agreements upon the commencement of their employment or consulting arrangement with us. These agreements generally require that all confidential information developed by the individual or made known to the individual by us during **the course of** the individual's relationship with us be kept confidential and not disclosed to third parties. These agreements also generally provide that knowhow and inventions conceived by the individual in the course of rendering services to us are our exclusive property. Nevertheless, these agreements may be breached, expire, or may not be enforceable, and our proprietary information may be disclosed. Despite the existence of these agreements, third parties may independently develop equivalent proprietary information and techniques. It may be difficult to protect and enforce our intellectual property. Adverse judicial decision(s) in any legal action could limit our ability to assert our intellectual property rights, limit our ability to develop new products, limit the value of our technology or otherwise negatively impact our business, financial condition, and results of operations. A competitor could seek to enforce intellectual property claims against us. Defending intellectual property claims asserted against us, regardless of merit, could be time-consuming, expensive to litigate or settle, divert management resources and attention, and force us to acquire intellectual property rights and licenses, which may involve substantial royalty payments. Further, a third-party claim, if successful, could secure a judgment that requires us to pay substantial damages **limits limiting** our operations.

***The success of our business depends on our ability to continuously innovate and to manage transitions to new product innovations.***

Technology requirements in our markets are constantly advancing. We must continually introduce new products that meet evolving customer needs. Our ability to grow depends on the successful development, introduction, and market acceptance of new or enhanced products that address our customers' requirements. Developing new technology is a complex and uncertain process requiring us to accurately anticipate technological and market trends and meet those trends with the right products. Additionally, this requires that we manage the transition from older products to minimize disruption in customer ordering patterns, avoid excess inventory and ensure adequate supplies of new products. Failure to develop new products, failed market acceptance of new products or problems associated with new product transitions could harm our business.

***The success of our business depends on evolving, highly technical and uncommonly qualified technical resources that are becoming increasingly important to us. We will face significant competition in seeking and acquiring qualified, competent technical and systemically oriented employees.***

We have limited capabilities for new innovation, technical and product developments and do not have significant capabilities for research, development, business development, sales, marketing or distribution that think and operate systemically. For some of our program and product development candidates, we may not be able to attract or retain qualified, systemically-minded computational material engineers, software engineers, photocatalysis experts, quantum chemists, quantum information scientists, quantum physicists, including but not limited to condensed matter physicists, mathematical physicists and computational physicists and/or third-party quantum computing companies and technically sophisticated project managers for the development and potential commercialization of our products and solutions. The competition for highly technical and quantum professionals is intense. If we are unable to identify, hire and retain technical resources on a timely basis, on acceptable terms, or at all, we may have to curtail the development of a product candidate, reduce or delay one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to fund and undertake development or commercialization activities on our own, that is, without strategic partners, we may need to obtain additional expertise and additional capital, which may not be available to us on acceptable terms or at all.

***We may not be successful in developing our new products and services.***

Our success will depend partially on our ability to introduce new products, services and technologies continually and on a timely basis and to continue to improve the performance, features and reliability of our products and services in response to both evolving demands of prospective customers and competitive products. There can be no assurance that any of our new or proposed products or services will maintain the market acceptance already established. Our failure to design, develop, test, market and introduce new and enhanced products, technologies and services successfully so as to achieve market acceptance could have a material adverse effect upon our business, operating results and financial condition. There can be no assurance that we will not experience difficulties that could delay or prevent the successful development, introduction or marketing of new or enhanced products and services, or that our new products and services will adequately satisfy the requirements of prospective customers and achieve significant acceptance by those customers. Because of certain market characteristics, including technological change, changing customer needs, frequent new product and service introductions and evolving industry standards, the continued introduction of new products and services is critical. Delays in the introduction of new products and services may result in customer dissatisfaction and may delay or cause a loss of revenue. There can be no assurance that we will be successful in developing new products or services or improving existing products and services that respond to technological changes or evolving industry standards. In addition, new or enhanced products and services introduced by us may contain undetected errors that require significant design modifications. This could result in a loss of customer confidence which could adversely affect the use of our products, which in turn, could have a material adverse effect upon our business, results of operations or financial condition.

***If we fail to introduce new products in a timely manner, we may lose market share and be unable to achieve revenue growth targets.***

Our research and development efforts may not lead to the successful introduction of products within the time frame that our customers demand. Our competitors may introduce new or improved products, processes or technologies that make our current or proposed products obsolete or less competitive. We may encounter delays or problems in connection with our research and development efforts. Product development delays may result from numerous factors, including:

- changing product specifications and customer requirements;

- inability to manufacture new products cost effectively;
- difficulties in reallocating engineering resources and overcoming resource limitations;
- changing market or competitive product requirements; and
- unanticipated engineering complexities.

New products often take longer to develop, may have fewer features than originally considered desirable, and have higher costs than initially estimated. There may be difficulty in sourcing components for new products and delays in starting volume production. New products may also not be commercially successful. Any of these adverse developments could harm our business and our results of operations.

***If we are unable to commercially release products that are accepted in the market or that generate significant revenues, our financial results will continue to suffer.***

There can be no assurances that demand for our future products will meet, or even approach, our expectations. In addition, our pricing and marketing strategies may not be successful. Lack of customer demand, a change in marketing strategy and changes to our pricing models could dramatically alter our financial results. Unless we **are able to can** release products and sell services that meet a significant market demand, we will not be able to improve our financial condition or the results of our future operations.

***Product defects or problems with integrating our products with other vendors' products may seriously harm our business and reputation.***

We plan to produce complex products that may contain latent defects or performance problems. This could happen to both existing and new products. Such defects or performance problems could be detrimental to our business and reputation. In addition, customers frequently integrate products that we plan to produce with products of other vendors' products. When problems occur in a combined environment, it may be difficult to identify the source of the problem. These problems may cause us to incur significant warranty and repair costs, divert the attention of our engineering personnel from our product development efforts, and cause significant customer relationship issues.

***We may encounter manufacturing or assembly problems for products, which would adversely affect our results of operations and financial condition.***

To date, our strategic joint venture partners have only manufactured prototypes and a limited number of products. In addition, they are continually redesigning and enhancing products with technology on which are basing the design of new products we hope to market in the near future. The manufacture and assembly of such products involves complex and precise processes, some of which are totally dependent on other companies and consultants. There is no assurance that the strategic joint venture partners will not encounter any serious problems in the production of existing or new products. Any significant problems in manufacturing, assembling or testing products could delay the sales of products and have an adverse impact on our business and prospects. The willingness of manufacturers to make the product, or lack of availability of manufacturing capacity, may have an adverse impact on the availability of products and on the ability to sell products. Manufacturing difficulties will harm the ability to compete and adversely affect our results of operations and financial condition and may hinder our ability to grow our business as we expect.

***Unfavorable economic conditions may have a material adverse effect on our business, results of operations and financial condition.***

Our operations and timelines may be affected by global economic markets and levels of consumer comfort and spending, including recessions, slow economic growth, economic and pricing instability, increase of interest rates and credit market volatility, all of which could impact demand in the worldwide transportation industries or otherwise have a material adverse effect on our business, operating results and financial condition. Because the impact of current conditions on an ongoing basis is yet largely unknown, rapidly evolving, and varied across geographic regions, an ongoing assessment will be particularly critical to allow us to accurately project supply and demand and infrastructure requirements globally and allocate resources accordingly. If current global market conditions continue or worsen, our business, results of operations and financial condition could be materially adversely affected.

***Natural disasters, unusually adverse weather, epidemic or pandemic outbreaks, boycotts and geopolitical events could materially adversely affect our business, results of operations or financial condition.***

The occurrence of one or more natural disasters, such as hurricanes and earthquakes, unusually adverse weather, epidemic or pandemic outbreaks, boycotts and geopolitical events, such as civil unrest and acts of terrorism, or similar disruptions could materially adversely affect our business, power supply, results of operations or financial condition. These events could result in physical damage to property, an increase in energy prices, temporary or permanent closure of one or more of our planned facilities, temporary lack of an adequate workforce in a market, temporary or long-term disruption in the supply of raw materials, construction delays at our planned facilities, temporary disruption in transport from overseas, or disruption to our information systems. We may incur expenses or delays relating to such events outside of our control, which could have a material adverse impact on our business, operating results and financial condition.

***Illiquidity of investments and assets could impede our ability to respond to changes in economic and other conditions.***

Our short-term plans include the sale of non-strategic and other investments and assets. The success of these plans depends on the market prices and demand for the purchase of such investments and assets. We may not be able to generate sufficient funds from the sale of these investments and assets to pay off our indebtedness or offset our other liquidity needs. Our ability to sell one or more of our investments or assets in response to changing economic, financial and investment conditions may be limited. We cannot predict whether we will be able to sell any of our investments or assets for the price or terms set by us, or whether any price or other terms offered by a prospective buyer would be acceptable to us.

We also cannot predict the length of time needed to find a willing buyer and to **the** close the sale of investments or assets. The applicable markets are affected by many factors that are beyond our control. The nature of our properties, including our held-for-sale properties, may make it difficult for us to sell or develop those properties and could require considerable, additional capital to adapt the properties for sale or other productive uses, and could negatively affect our financial performance, including as a result of the following factors:

- Time required to complete a sale or development may be greater than originally anticipated, thereby adversely affecting our cash flows and liquidity.
- Our water rights or the availability of water through wells or municipal water providers may not be adequate to support potential development.
- Water rights sales values are highly volatile.
- We may encounter other delays **as a result because** of a variety of factors that are beyond our control including natural disasters, material shortages, and regulatory requirements.

***Our business requires substantial capital investment, and we may be unable to raise additional funding.***

The construction and operation of potential future projects and various exploration projects will require significant funding. Our operating cash flow and other sources of funding may become insufficient to meet all of these requirements, depending on the timing and costs of development of these and other projects. As a result, new sources of capital may be needed to meet the funding requirements of these investments and fund our ongoing business activities. Our ability to raise and service significant new sources of capital will be a function of macroeconomic conditions, future commodity and other market prices, our operational performance and our current cash flow and debt position, among other factors. In the event of lower commodity and other market prices, unanticipated operating or financial challenges, or a further dislocation in the financial markets as experienced in recent years, our ability to pursue new business opportunities, invest in existing and new projects, fund our ongoing operations, and retire or service all of our outstanding debt could be significantly constrained.

***Nevada law and our articles of incorporation and bylaws contain provisions that could delay or discourage takeover attempts that stockholders may consider favorable.***

Provisions in our articles of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. These provisions include the following:

- the right of the board to elect a director to fill a vacancy created by the expansion of the Board of Directors;
- the requirement for advance notice for nominations for election to the Board of Directors or for proposing matters that can be acted upon at a stockholders' meeting;
- the ability of the Board of Directors to alter our bylaws without obtaining stockholder approval;
- the ability of the Board of Directors to issue, without stockholder approval, up to 50,000,000 shares of preferred stock with rights set by the Board of Directors, which rights could be senior to those of common **stock; stock.**

Nevada's "acquisition of controlling interest" statutes (NRS 78.378 through 78.3793, inclusive) contain provisions governing the acquisition of a controlling interest in certain Nevada corporations. These "control share" laws provide generally that any person that acquires a "controlling interest" in certain Nevada corporations may be denied voting rights, unless a majority of the disinterested stockholders of the corporation elects to restore such voting rights. These laws would apply to us if we were to have 200 or more stockholders of record (at least 100 of whom have addresses in Nevada appearing on our stock ledger) and do business in the State of Nevada directly or through an affiliated corporation, unless our articles of incorporation or bylaws in effect on the tenth day after the acquisition of a controlling interest provide otherwise. These laws provide that a person acquires a "controlling interest" whenever a person acquires shares of a subject corporation that, but for the application of these provisions of the NRS, would enable that person to exercise (1) one fifth or more, but less than one third, (2) one third or more, but less than a majority or (3) a majority or more, of all of the voting power of the corporation in the election of directors. Once an acquirer crosses one of these thresholds, shares which it acquired in the transaction taking it over the threshold and within the 90 days immediately preceding the date when the acquiring person acquired or offered to acquire a controlling interest become "control shares" to which the voting restrictions described above apply. These laws may have a chilling effect on certain transactions if our articles of incorporation or bylaws are not amended to provide that these provisions do not apply to us or to an acquisition of a controlling interest, or if our disinterested stockholders do not confer voting rights in the control shares.

In addition, because we are incorporated in Nevada, we are governed by Nevada Revised Statutes 78.411 to 78.444, inclusive. These provisions may also have an effect of delaying or making it more difficult to effect a change in control of the company. A corporation affected by these provisions may not engage in a combination within two years after the interested stockholder acquires his, her or its shares unless the combination or purchase is approved by the Board of Directors before the interested stockholder acquired such shares. Generally, if approval is not obtained, then after the expiration of the two-year period, the business combination may be consummated with the approval of the Board of Directors before the person became an interested stockholder or a majority of the voting power held by disinterested stockholders, or if the consideration to be received per share by disinterested stockholders is at least equal to the highest of: (i) the highest price per share paid by the interested stockholder within the three years immediately preceding the date of the announcement of the combination or within three years immediately before, or in, the transaction in which he, she or it became an interested stockholder, whichever is higher; (ii) the market value per share on the date of announcement of the combination or the date the person became an interested stockholder, whichever is higher; or (iii) if higher for the holders of preferred stock, the highest liquidation value of the preferred stock, if any. Generally, these provisions define an "interested stockholder" as a person who is the beneficial owner, directly or indirectly of 10% or more of the voting power of the outstanding voting shares of a corporation, and define "combination" to include any merger or consolidation with an interested stockholder, or any sale, lease, exchange, mortgage, pledge, transfer or other disposition, in one transaction or a series of transactions with an interested stockholder of assets of the corporation: (i)

having an aggregate market value equal to 5% or more of the aggregate market value of the assets of the corporation; (ii) having an aggregate market value equal to 5% or more of the aggregate market value of all outstanding shares of the corporation; or (iii) representing 10% or more of the earning power or net income of the corporation. These provisions in our certificate of incorporation and bylaws and under Nevada law could discourage potential takeover attempts and could reduce the price that investors might be willing to pay for shares of our common stock in the future and result in our market price being lower than it would without these provisions.

***Our government grants are subject to uncertainty, which could harm our business and results of operations.***



We have sought and may continue to seek to obtain government grants in the future to offset a portion of the costs of our research and development, commercialization, and other activities. We cannot be certain that we will be able to secure any such government grants in a timely fashion, or at all. Moreover, any of our existing grants or new grants that we may obtain may be terminated, modified, or recovered by the granting governmental body. If such grant funding is discontinued, our revenue and cash received from grants will decrease. If we do not receive grants we are counting on, our liquidity will be impacted, which will impact our ability to grow or maintain our business.

We may also be subject to additional regulations and audits by government agencies as part of routine audits of our activities funded by our government grants. As part of an audit, these agencies may review our performance, cost structures and compliance with applicable laws, regulations and standards. Funds available under grants must be applied by us toward the research and development programs specified by the granting agencies, rather than for all our programs generally. If any of our costs are found to be allocated improperly, the costs may not be reimbursed, and any costs already reimbursed may have to be refunded. Accordingly, an audit could result in an adjustment to our revenues and results of operations.

***Governmental programs designed to incentivize the production and consumption of low-carbon fuels and carbon capture and utilization, may be implemented in a way that does not include products produced using our novel technology platform and process technologies or could be repealed, curtailed or otherwise changed, which would have a material adverse effect on our business, results of operations and financial condition.***

We and other participants in the biomass-based and low-carbon fuel industry rely on governmental programs requiring or incentivizing the production and consumption of fuels with lower carbon intensity than conventional fossil fuels and carbon capture and utilization. Biomass-based and low-carbon fuel has historically been more expensive to produce than petroleum-based fuel and these governmental programs support a market for biomass-based and low-carbon fuel that might not otherwise exist.

One of the most important of these programs is the RFS II, a federal law which requires that transportation fuels in the United States contain a minimum amount of renewable fuel. This program is administered by the EPA. The EPA's authority includes setting annual minimum aggregate levels of consumption in four "nested" renewable fuel categories, including categories in which our fuel competes (including advanced biofuel, biomass-based diesel and cellulosic biofuel). The parties obligated to comply with this are petroleum refiners and petroleum fuel importers. The petroleum industry is strongly opposed to the RFS II program and can be expected to continue to press for changes both in the RFS II program itself and in the way that it is administered by the EPA. The EPA has not approved our ethanol from industrial emissions as a Renewable Identification Number ("RIN") generating fuel (i.e., a fuel that generates credits) under the RFS II program.

The United States Congress could repeal, curtail or otherwise change the RFS II program in a manner adverse to us, such as by excluding products produced using our novel technology platform and process technologies. Similarly, the EPA could curtail or otherwise change its administration of the RFS II program in a manner adverse to us, including by not increasing or even decreasing the RVO, by waiving compliance with the RVO or otherwise. Furthermore, judicial review of the EPA's actions, including any judicial decisions that the EPA failed to adequately evaluate the environmental impacts of RFS II, could create uncertainty in the administration of the RFS II program. We cannot predict what changes, if any, will be instituted or the impact of any changes on our business, although adverse changes could seriously harm our business, results of operations and financial condition.

The California LCFS is another program that provides a strong incentive for production of renewable diesel and alternative jet fuel, and fuels produced through methods involving carbon capture and utilization. The LCFS could be repealed or amended in a manner that eliminates or reduces this incentive or could be implemented in a way that excludes or negatively affects products produced using our novel technology platform, such as by assigning a lower carbon intensity to a fuel pathway produced using a competitor's technology.

The Inflation Reduction Act of 2022 (the "Inflation Reduction Act") is a federal law makes available certain investment tax credits and production tax credits to promote clean energy development, including production of renewable diesel and alternative jet fuel, and fuels produced through methods involving carbon capture and utilization. Changes to the enabling legislation and/or changes in the regulations implementing the Inflation Reduction Act, and/or the issuance of new regulations or other governmental guidance, could impact, or eliminate the availability of these investment tax credits and production tax credits.

Lastly, while the efforts of other jurisdictions to mitigate climate change are expected to result in the adoption of similar programs as the RFS II program or CA LCFS, increasing stakeholder scrutiny of the GHG reduction benefits attributable to low-carbon fuels production and consumption could dampen interest in the adoption of similar programs. While the products produced using our process technologies generally compare favorably with conventional low-carbon fuels, public sentiment against reliance upon low-carbon fuels or carbon capture and utilization as pathways to deep decarbonization could adversely affect our market opportunities.

***Our industrial waste management services subject us to potential environmental liability.***

Our business of rendering services in connection with management of waste, including certain types of hazardous waste, subjects us to risks of liability for damages. Such liability could involve, without limitation, claims for clean-up costs, personal injury or damage to the environment in cases in which we are held responsible for the release of hazardous materials; and claims of employees, customers, or third parties for personal injury or property damage occurring in the course of our operations. We could also be deemed a responsible party for the cost of cleaning any property which may be contaminated by hazardous substances generated by us and disposed at such property or transported by us to a site selected by us, including properties we own or lease.

***If we cannot maintain our government permits or cannot obtain any required permits, we may not be able to continue or expand our operations.***

Our business is subject to extensive, evolving, and increasingly stringent federal, state, and local environmental laws and regulations. Such federal, state, and local environmental laws and regulations govern our activities regarding the treatment, storage, recycling, disposal, and transportation of hazardous and non-hazardous waste. We must obtain and maintain permits, licenses and/or approvals to conduct these activities in compliance with such laws and regulations. Failure to obtain and maintain the required permits, licenses and/or approvals would have a material adverse effect on our operations and financial condition. If we are unable to maintain our currently held permits, licenses, and/or approvals or obtain any additional permits, licenses and/or approvals which may be required as we expand our operations, we may not be able to continue certain of our operations.

***Changes in environmental regulations and enforcement policies could subject us to additional liability which could impair our ability to continue certain operations due to the regulated nature of our operations.***

Because the environmental industry continues to develop rapidly, we cannot predict the extent to which our operations may be affected by future enforcement policies as applied to existing laws, by changes to current environmental laws and regulations, or by the enactment of new environmental laws and regulations. Any predictions regarding possible liability under such laws are complicated further by current environmental laws which provide that we could be liable, jointly and severally, for certain activities of third parties over whom we have limited or no control.

***As our operations expand, we may be subject to increased litigation which could have a negative impact on our future financial results.***

Our operations are regulated by numerous laws regarding procedures for waste treatment, storage, recycling, transportation and disposal activities, all of which may provide the basis for litigation against us. In recent years, the waste treatment industry has experienced a significant increase in so-called "toxic-tort" litigation as those injured by contamination seek to recover for personal injuries or property damage. We believe that as our operations and activities expand, there will be a similar increase in the potential for litigation alleging that we are responsible for contamination or pollution caused by our normal operations, negligence or other misconduct, or for accidents which occur in the course of our business activities. Such litigation, if significant and not adequately insured against, could impair our ability to fund our operations. Protracted litigation would likely cause us to spend significant amounts of our time, effort and money. This could prevent our management from focusing on our operations and expansion.

***Our business and operations would suffer in the event of IT system failures or a cyber-attack.***

Our business is dependent on proprietary technologies, processes and information that we have developed, much of which is stored on our computer systems. Our operations depend, in part, on how well we and our vendors protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism, theft, malware, ransomware and phishing attacks. Any of these and other events could result in IT system failures, delays, a material disruption of our business or increases in capital expenses. Our operations also depend on the timely maintenance, upgrade and replacement of networks, equipment and IT systems and software, as well as preemptive expenses to mitigate the risks of failures.

Furthermore, the importance of such information technology systems and networks and systems has increased due to many of our employees working remotely. Additionally, if one of our service providers were to fail and we were unable to find a suitable replacement in a timely manner, we could be unable to properly administer our outsourced functions.

As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. While we have implemented security resources to protect our data security and information technology systems, such measures may not prevent such events. Significant disruption to our IT system or breaches of data security could have a material adverse effect on our business, financial condition and results of operations.

***We may use artificial intelligence in our business, and challenges with properly managing its use could result in reputational harm, competitive harm, and legal liability, and adversely affect our results of operations.***

We may incorporate AI solutions into our platform, offerings, services and features, and these applications may become important in our operations over time. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, or biased, our business, financial condition, and results of operations may be adversely affected.

The use of AI applications may in the future result in cybersecurity incidents that implicate the personal data of end users of such applications. Any such cybersecurity incidents related to our use of AI applications could adversely affect our reputation and results of operations. AI also presents emerging ethical issues and if our use of AI becomes controversial, we may experience brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI, including potential government regulation of AI, will require significant resources to develop, test and maintain our platform, offerings, services, and features to help us implement AI ethically in order to minimize unintended, harmful impact.

## LEGAL, REGULATORY AND COMPLIANCE RISKS

***Our operations are subject to strict environmental laws and regulations, including regulations and pending legislation governing issues involving climate change, which could result in added costs of operations and operational delays, and could have a material adverse effect on our business.***

Our operations are subject to strict environmental regulations, which could result in additional costs and operational delays. All phases of our operations are subject to environmental regulation. Environmental legislation is evolving in the United States generally, and Nevada specifically, in a manner that may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that any future changes in environmental regulation will not negatively affect our projects. At the state level, mining operations in Nevada are regulated by the Nevada Division of Environmental Protection ("NDEP"). NDEP, Nevada state law requires our Nevada projects to hold Nevada water pollution control permits, which dictate operating controls and closure and post-closure requirements directed at protecting surface and ground water. In addition, we are required to hold Nevada reclamation permits required under Nevada law. These permits mandate concurrent and post-mining reclamation of mines and require the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. Other Nevada regulations govern operating and design standards for the construction and operation of any source of air contamination and landfill operations. Any changes to these laws and regulations could have a negative impact on our financial performance and results of operations by, for example, requiring changes to operating constraints, technical criteria, fees or surety requirements.

***Failure to comply with governmental regulations, including EPA requirements relating to RFS II or new laws designed to deal with climate change, could result in the imposition of higher costs, penalties, fines, or restrictions on our operations and remedial liabilities.***

The industries in which we operate are subject to extensive federal, state and local laws and regulations, and we could be held strictly liable for the removal or remediation of previously released materials or property contamination regardless of whether we were responsible for the release or contamination, and regardless of whether current or prior operations were conducted consistent with the accepted standards of practice. In addition, we and/or our customers will be subject to similar laws and regulations in Europe and



Canada for the renewable energy we sell there. Compliance with these laws, regulations and obligations could require substantial capital expenditures. Changes in environmental laws and regulations occur frequently, and changes resulting in more stringent or costly waste handling, storage, transport, disposal or cleanup requirements could require us and/or our customers to make significant expenditures to attain and maintain compliance. Climate change continues to attract considerable attention globally. Numerous proposals have been made and could continue to be made at the international, national, regional, state and local levels of government to monitor and limit existing emissions of GHGs as well as to restrict or eliminate future emissions. As a result, our operations are subject to a series of regulatory, litigation and financial risks associated with the production and transportation of biofuel products and emission of GHGs. The potential effects of GHG emission limits on our business are subject to significant uncertainties based on, among other things, the timing of the implementation of any new requirements, the required levels of emission reductions, and the nature of any market-based or tax-based mechanisms adopted to facilitate reductions. Compliance with changes in laws and regulations relating to climate change could increase our costs of operating and could require us to make significant financial expenditures that cannot be predicted with certainty at this time. We are subject to various laws and regulations including RFS II, BTC, LCFS, and other jurisdictions. These regulations are highly complex and continuously evolving, requiring us to periodically update our systems to maintain compliance, which could require significant expenditures. In 2014, the EPA has issued a final rule regulations to establish a quality assurance program requirements and the EPA also implemented regulations related to the generation and sale of RINs. Any violation of these regulations by us, could result in significant fines and harm our customers' confidence in the RINs we issue, either of which could have a material adverse effect on our business.

***Our ability to execute our strategic plans depends upon our success in obtaining a variety of required governmental approvals that may be opposed by third parties.***

We do not possess all of the governmental approvals necessary to conduct the full extent of the operations contemplated by our strategic plan. Those operations will be delayed, hindered or prevented to the extent that we are unable to obtain the necessary permits and approvals in a timely fashion or at all. This inability may occur due to a variety of factors, including opposition by third parties, such as members of the public or environmental groups. We expect that future permit and approval applications and issuances will meet with similar opposition. We may encounter delays and added costs if permits and approvals are challenged.

***Closure, reclamation, and rehabilitation costs could be higher than expected, and our insurance and surety bonds for environmental-related issues are limited.***

Closure and reclamation work to return operating sites to the community can be extensive and costly. Estimated costs are provided for, and updated annually, over the life of each operation, but the provisions might prove to be inadequate due to changes in legislation, standards and the emergence of new, or increases in the cost of, reclamation techniques. In addition, the expected timing of expenditure could change significantly due to changes in the business environment that might vary the life of an operation. Our insurance and surety bonds against environmental risks are limited as to the maximum protection against potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production. Further, there is no assurance that insurance carriers or surety bond providers will be able to meet their obligations under our arrangements with them. In the event that our environmental liabilities and costs exceed the coverage provided by our insurance carriers and surety bond providers, or such parties are unable to meet their obligations, we would have limited funds available to us to remedy such liabilities or costs, or for future operations. If we are unable to fund the cost of remedying an environmental problem, we also might be required to enter into an interim compliance measure pending completion of the required remedy.

***We are subject to federal and state laws that require environmental assessments and the posting of bonds, which add significant costs to our operations and delays in our projects.***

Mining companies must post a bond or other surety to guarantee the cost of post-mining reclamation. These requirements could add significant additional cost costs and delays to any mining project undertaken by us. Our mineral exploration operations are required to be covered by reclamation bonds deemed adequate by regulators to cover these risks. BLM requires that mining operations on lands subject to its regulation obtain an approved plan of operations subject to environmental impact evaluation under the National Environmental Policy Act ("NEPA"). Act. Any submission or significant modification to a plan of operations may also require the completion of an environmental assessment or Environmental Impact Statement ("EIS") prior to approval.

***Because our land holdings are within the Carson River Mercury Superfund Site, our operations are subject to certain soil sampling and potential remediation requirements, which may result in added costs and delays; and we are also potentially subject to further costs as the result of on-going government investigation and future remediation decisions.***

Substantially all of our land holdings are within the Carson River Mercury Superfund Site ("CRMS") Study Area and portions are within the risk area boundaries identified by NDEP and the United States Environmental Protection Agency ("EPA"). EPA. These risk areas have been defined due to the known or suspected presence of certain contaminants of concern, including mercury, arsenic and lead. To comply with the agencies' requirements in these areas, the Company conducts soil sampling pursuant to a plan that has been approved by NDEP. This sampling is intended to demonstrate the absence of contamination before mining, processing or other operations in that area. If contamination above agency-established levels of concern is encountered, the Company intends to excavate and process such materials for metals recovery wherever feasible. If metals recovery is not feasible, the Company may avoid or defer excavating in that area, remove the materials for disposal, or cover the area with clean fill material. Through this sampling program and, if necessary, removal of contaminated materials, the Company intends to enable NDEP and EPA to better define the CRMS and the currently designated risk areas so as to eventually exclude our land holdings from such areas and from the Site itself to the maximum extent feasible. NDEP and EPA are continuing to study the ecological and human health risks that may be presented by contaminated sediments in certain portions of the Carson River watershed and downstream areas. The agencies' studies indicate that these contaminants are primarily associated with historic mining tailings that have been redistributed into these waterways. The agencies have not adopted a remedial plan for these sediments nor have they decided whether remediation will be undertaken. Thus, there is no assurance that the Company will not be asked to undertake additional investigatory or remediation activities or to pay for such activities by the agencies, or that future changes in CRMS-related requirements will not negatively affect our operations.

***We may be subject to litigation.***

We may be subject to legal proceedings. Due to the nature of our business, we may be subject to a variety of regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of our business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges, and juries and the possibility that decisions may be reversed on appeal. There can be no assurances that these matters will not have a material adverse effect on our business.

***Title claims against our properties could require us to compensate parties making such claims, if successful, and divert management's time from operations.***

There may be challenges to our title in the properties in which we hold material interests. If there are title defects with respect to any of our properties, we might be required to compensate other persons or perhaps reduce our interest in the affected property.

The validity of unpatented mineral claims, which constitute most of our holdings in the United States, is often uncertain and may be contested by the federal government and other parties. The validity of an unpatented mineral claim, in terms of both its location and its maintenance, depends on strict compliance with a complex body of federal and state, statutory and decisional law. Although we have attempted to acquire satisfactory title to our properties, we have not obtained title opinions or title insurance with respect to the acquisition of the unpatented mineral claims. The investigation and resolution of title issues would divert management's time from ongoing exploration programs.

***Mine operators are increasingly required to consider and provide benefits to their local communities.***

As a result of public concern about the real or perceived detrimental effects of economic globalization and global climate impacts, businesses generally, and corporations in natural resource industries, face increasing public scrutiny of their activities. These businesses are under pressure to demonstrate that, as they seek to generate satisfactory returns on investment to shareholders, other stakeholders, including employees, governments, and communities surrounding operations benefit and will continue to benefit from their commercial activities. Such pressures tend to be particularly focused on companies for which activities are perceived to have a high impact on their social and physical environment. The potential consequences of these pressures include reputational damage, legal suits, increasing social investment obligations and pressure to increase taxes and royalties payable to governments and communities.

**RISKS RELATED TO INVESTMENTS IN OUR COMMON STOCK**

***The price of our common stock has and may continue to fluctuate significantly, which could negatively affect the Company and holders of our common stock.***

The market price of our common shares is subject to volatility, has fluctuated, and may continue to fluctuate significantly due to, among other things, changes in market sentiment regarding our operations, financial results or business prospects, the mining, metals, recycling or environmental remediation industries generally, coordinated trading activities, large derivative positions or the macroeconomic outlook. The price of our common stock has been, and may continue to be, highly volatile in response to our recent transactions. Certain events or changes in the market or our industries generally are beyond our control. In addition to the other risk factors contained or incorporated by reference herein, factors that could impact our trading price include:

- our actual or anticipated operating and financial results, including how those results vary from the expectations of management, securities analysts and investors;
- changes in financial estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to us or other industry participants;
- failure to declare dividends on our common stock from time to time;
- reports in the press or investment community relating to our reputation or the financial services industry;
- developments in our business or operations or our industry sectors generally;
- any future offerings by us of our common stock;
- any coordinated trading activities or large derivative positions in our common stock, for example, a short squeeze, which occurs when a number of investors take a short position in a stock and have to buy the borrowed securities to close out the position at a time that other short sellers of the same security also want to close out their positions, resulting in surges in stock prices when demand is greater than supply;
- legislative or regulatory changes affecting our industry generally or our business and operations specifically;
- the operating and stock price performance of companies that investors consider to be comparable to us;
- announcements of strategic developments, acquisitions, restructurings, dispositions, financings and other material events by us or our competitors;
- expectations of (or actual) equity dilution, including the actual or expected dilution to various financial measures, including earnings per share, that may be caused by equity offerings;
- actions by our current shareholders, including future sales of common shares by existing shareholders, including our directors and executive officers;
- proposed or final regulatory changes or developments;
- anticipated or pending regulatory investigations, proceedings, or litigation that may involve or affect us; and

- other changes in U.S. or global financial markets, global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity prices, credit or asset valuations or volatility.

***Our stock has historically been a penny stock with trading restricted by the SEC's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock.***

Our stock has historically been a penny stock. Rule 3a51-1 generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. When our securities are covered by the penny stock rules, additional sales practice requirements are imposed on broker-dealers that sell to persons other than established customers and "accredited investors." The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 (excluding one's primary residence), or annual income exceeding \$200,000 individually or \$300,000 jointly with their spouse. The penny stock rules (including Rule 15c-9) require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that, prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock. The Financial Industry Regulatory Authority ("FINRA") sales practice requirements may also limit a stockbroker's ability to buy or sell our stock. In addition to the "penny stock" rules promulgated by the SEC, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives, and other information. Under interpretation of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy or sell our stock and have an adverse effect on the market for our shares.

***If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.***

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. We have relatively little research coverage by securities and industry analysts. If no additional industry analysts commence coverage of the Company, the trading price for our common stock could be negatively impacted. If one or more of the analysts who cover us downgrades our common stock, or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price and trading volume to decline.

***We may be delisted if we are unable to maintain the listing standards of the NYSE American stock exchange.***

Our common stock is traded on the NYSE American. To maintain our listing on the NYSE American, we must meet certain financial and liquidity criteria. The market price of our common stock has been and may continue to be subject to significant fluctuation as a result of periodic variations in our revenues and results of operations. If we fail to meet any of the NYSE American's listing standards, we may be delisted. In the event of delisting, trading of our common stock would most likely be conducted in the over-the-counter market on an electronic bulletin board established for unlisted securities, which could have a material adverse effect on the market liquidity and value of our common stock.

***We do not expect to pay any cash dividends for the foreseeable future.***

We currently expect to retain all available funds and future earnings, if any, for use in the operation and growth of our business and do not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of our board, subject to compliance with applicable law, our organizational documents and any contractual provisions, including under agreements for indebtedness we may incur, that restrict or limit our ability to pay dividends, and will depend upon, among other factors, our results of operations, financial condition, earnings, capital requirements and other factors that our board deems relevant. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

***We may issue additional common stock or other equity securities in the future that could dilute the ownership interest of existing stockholders.***

We are currently authorized to issue 245,000,000 shares of common stock, of which 91,442,018 117,862,081 shares were issued and outstanding at December 31, 2022 December 31, 2023, and 50,000,000 shares of preferred stock, of which no Preferred Shares are outstanding at the December 31, 2022 December 31, 2023. To maintain its capital at desired levels or to fund future growth, the board may decide from time to time to issue additional shares of common stock, or securities convertible into, exchangeable for or representing rights to acquire shares of common stock. In April 2022, the Company entered into an equity purchase agreement with Leviston Resources LLC relating to the offer and potential sale of up to \$10,000,000 of common stock. The term of the agreement is 24 months. The sale of these securities may significantly dilute stockholders' ownership interest and the market price of the common stock. New investors in other equity securities issued by the Company in the future may also have rights, preferences and privileges senior to, that may adversely impact, the Company's current stockholders. On June 21, 2022, the Company entered into an equity purchase agreement with Tysadco Partners LLC relating to the offer and potential sale of up to \$10,000,000 of common stock. On December 16, 2022, the Company entered into a securities purchase agreement with Ionic Ventures, LLC related to the offer and potential sale of up to 18,000,000 shares upon conversion of the Ionic 2022 Convertible Note.

## RISKS RELATED TO STRATEGIC TRANSACTIONS

***We have and may continue to pursue investments in other companies, acquisitions, divestitures, business combinations or other transactions with other companies, involving our properties or new properties, which could harm our operating results, may disrupt our business and could result in unanticipated accounting charges.***

We have made, and could make in the future, investments in other companies, including privately-held companies in a development stage, and most recently Quantum Generative Materials LLC, RenFuel and GenMat, a vertically integrated materials engineering company that plans with a vision to use quantum computer algorithms for automate and reduce the engineering costs of research and development of new materials. In the semiconductor and any other advanced materials industry. Many of these equity investments in private companies are inherently risky because the companies' businesses may never develop, and we may incur losses related to these investments.

The price of our common stock has been, and may continue to be, highly volatile in response to various investments. In addition, we may be required to write down the carrying value of these investments to reflect other-than-temporary declines in their value, which could have a material adverse effect on our financial position and results of operations. Acquisitions of other companies or new properties, divestitures, business combinations or transactions with other companies may create additional, material risks for our business that could cause our results to differ materially and adversely from our expected or projected results.

Such risk factors Negative consequences of such activities may include the effects of possible disruption to the exploration activities and mine planning, loss of value associated with our properties, mismanagement of project development, additional risk and liability, indemnification obligations, sales of assets at unfavorable prices, failure to sell non-core assets at all, poor execution of the plans for such transactions, permit requirements, debt incurred or capital stock issued to enter into such transactions, the impact of any such transactions on our financial results, negative stakeholder reaction to any such transaction and our ability to successfully integrate an acquired company's operations with our operations. If the purchase price of any acquired businesses exceeds the current fair values of the net tangible assets of such acquired businesses, we would be required to record material amounts of goodwill or other intangible assets, which could result in significant impairment and amortization expense in future periods. These charges, in addition to the results of operations of such acquired businesses and potential restructuring costs associated with an acquisition, could have a material adverse effect on our business, financial condition and results of operations.

We cannot forecast the number, timing or size of future transactions, or the effect that any such transactions might have on our operating or financial results. Furthermore, potential transactions, whether or not consummated, will divert our management's attention and may require considerable cash outlays at the expense of our existing operations. In addition, to complete future transactions, we may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could adversely affect our profitability.

***We may undertake joint ventures, investments, joint projects and other strategic alliances and such undertakings, as well as our existing joint ventures, may be unsuccessful and may have an adverse effect on our business.***

We have grown our business, in part, through strategic alliances and acquisitions, including through our shift to climate-smart mining and related development projects with partners that include Mercury Clean Up, LLC for the deployment of new metals extraction, LINICO Corporation for lithium-ion battery metal recycling and Renewable Process Solutions, Inc. for the extraction of lithium and the development and commercialization of next generation technologies to reduce the carbon footprint. We continually evaluate and explore strategic opportunities as they arise, including product, technology, business or asset transactions. Such undertakings may not be successful or may take a substantially longer period than initially expected to become successful, and we may never recover our investments or achieve desired synergies or economies from these undertakings. This notwithstanding, we may in the future continue to seek to grow our operations in part by entering into joint ventures, or undertaking investments, joint projects or other strategic alliances with third parties in diversified precious and strategic metals production, renewable processing of natural resources, recycling and quantum computing based materials engineering. These activities involve challenges and risks in negotiation, execution, valuation and integration, and closing of the transactions could be delayed or prevented by regulatory approval requirements, including permitting issues, or other conditions. Any current or future agreements that we may enter into also could expose us to new operational, regulatory, market, litigation and geographical risks as well as risks associated with significant capital requirements, the diversion of management and financial resources, unforeseen operating difficulties and expenditures, sharing of proprietary information, loss of control over day-to-day operations, non-performance by a counterparty, potential competition and conflicts of interest. In addition, we may not be successful in finding suitable targets on terms that are favorable to us, or at all. Even if successfully negotiated and closed, expected synergies from a joint venture, investment or other strategic alliance may not materialize, may not advance our business strategy, may fall short of expected return-on-investment targets or may not prove successful or effective for our business. We may also encounter difficulty integrating the operations, personnel and financial and operating systems of an acquired business into our current business. Given the specialized nature of our quantum computing and engineering based strategic partners, we may not succeed in attracting and

retaining specialized technical support including quantum computing programming and material science competencies or maintaining access to the specialized scientific resources and infrastructures we require to continue to integrate, develop and grow our business. Our growth may be limited by insufficient financial resources and competition in the developing industries in which we invest. We may need to raise additional debt funding or sell additional equity securities to enter into such joint ventures or make such acquisitions. However, we may not be able to obtain such debt funding or sell equity securities on terms that are favorable to us, or at all. The raising of additional debt funding by us, if required and available, would result in increased debt service obligations and could result in additional operating and financing covenants, or liens on our assets, that would restrict our operations. The sale of additional equity securities, if required and available, could result in dilution to our stockholders.

***Future strategic partnerships and technical resources may be important to us. We will face significant competition in seeking new strategic partners or acquiring qualified, competent employees.***

We have limited capabilities for new product development and do not significant capabilities for sales, marketing or distribution. For some of our program and product development candidates, we may not be able to attract or retain qualified computational material engineers, software engineers, photocatalysis experts, quantum chemists, quantum information scientists, quantum physicists, including but not limited to condensed matter physicists, mathematical physicists and computational physicists and/or third-party quantum computing companies for the development and potential commercialization of our products and solutions. The competition for strategic partners and quantum professionals is intense. Our ability to reach a definitive agreement for collaboration will depend, among other things, upon our assessment of the strategic partner's resources and expertise, the terms and conditions of the proposed collaboration and the proposed strategic partner's evaluation of a number of factors. These factors may include the likelihood of approval by regulatory authorities, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such engineered solutions to customers, the potential of competing products, the existence of uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership without regard to the merits of the challenge, and industry and market conditions generally. The strategic partner may also consider alternative technologies for similar indications that may be available for collaboration and whether such collaboration could be more attractive than the one with us for our product candidate. Strategic partnerships are complex and time-consuming to negotiate and document. Even if we are successful in entering into collaboration, the terms and conditions of that collaboration may restrict us from entering into future agreements with other potential collaborators. If we are unable to reach agreements with suitable strategic partners on a timely basis, on acceptable terms, or at all, we may have to curtail the development of a product candidate, reduce or delay one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to fund and undertake development or commercialization activities on our own, we may need to obtain additional expertise and additional capital, which may not be available to us on acceptable terms or at all. If we fail to enter into strategic partnerships and do not have sufficient funds or expertise to undertake the necessary development and commercialization activities, we may not be able to further develop our product candidates or bring them to market or continue to develop our technology platforms and our business may be materially and adversely affected. Any collaboration may be on terms that are not optimal for us, and we may not be able to maintain any new collaboration if, for example, development or approval of a product candidate is delayed, sales of an approved product candidate do not meet expectations or the partner terminates the collaboration. Any such collaboration, or other strategic transaction, may require us to incur non-recurring or other charges, and increase our near- and long-term expenditures and pose significant integration or implementation challenges or disrupt our management or business. Accordingly, although there can be no assurance that we will undertake or successfully complete any transactions of the nature described above, any transactions that we do complete may be subject to the foregoing or other risks and have a material and adverse effect on our business, financial condition, results of operations and prospects. Conversely, any failure to enter any collaboration or other strategic transaction that would be beneficial to us could delay the development and potential commercialization of our product candidates and have a negative impact on the competitiveness of any product candidate that reaches the market.

***If we are unable to maintain existing or future strategic partnerships, or if these strategic partnerships are not successful, our business could be adversely affected.***

Existing and future strategic partnerships that we may enter into pose a number of risks, including the following:

- we may not be able to enter into critical strategic partnerships or enter them on favorable terms;
- strategic partners have significant discretion in determining the effort and resources that they will apply to such a partnership, and they may not perform their obligations as agreed or expected;
- strategic partners may not pursue development and commercialization of any product candidates that achieve regulatory approval or may elect not to continue or renew development or commercialization programs based on changes in the partners' strategic focus or available funding, or external factors, such as an acquisition, that divert resources or create competing priorities;
- strategic partners could independently develop, or develop with third parties, products that compete directly or indirectly with our product candidates if the strategic partners believe that competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than our product candidates;
- product candidates discovered in collaboration with us may be viewed by our strategic partners as competitive with their own product candidates or products, which may cause strategic partners to cease to devote resources to the commercialization of our product candidates;
- a strategic partner with marketing and distribution rights to one or more of our product candidates that achieve regulatory approval may not commit sufficient resources to the marketing and distribution of such product candidates;
- key personnel of strategic partners may be unable or unwilling to continue in their respective positions with such strategic partners, and if such strategic partners are unable to find suitable replacements, our business and financial results could be materially negatively affected;
- disagreements with strategic partners, including disagreements over proprietary rights, ownership of intellectual property, contract interpretation or the preferred course of development, might cause delays or termination of the research, development or commercialization of product candidates, might lead to additional responsibilities for us with respect to product candidates, or might result in litigation or arbitration, any of which would be time-consuming and expensive;
- strategic partners may not properly maintain or defend our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation;
- strategic partners may infringe the intellectual property rights of third parties, which may expose us to litigation and potential liability;
- strategic partnerships may be terminated for the convenience of the partner and, if terminated, we could be required to raise additional capital to pursue further development or commercialization of the applicable product candidates; and

- strategic partners may not enable or maintain our access to quantum computing infrastructures at all, or on reasonably affordable terms.

***The expiration of the Lucerne Option and loss of payments from Tonogold could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.***

The Lucerne Option expired on December 30, 2022, as a result of Tonogold's failure to pay the Company when payment was due and payable pursuant to the Lucerne Option. At December 31, 2022, Tonogold owed the Company \$1,283,302 pursuant to various obligations and reimbursements in arrears, which was fully impaired. Tonogold's failure to exercise the Lucerne Option could have a material adverse effect on the financial position of the Company or its cash flows including, but not limited to, future option, lease, and/or royalty payments, Northern Comstock LLC obligations, and payment of other existing obligations.

***We have invested capital in high-risk mineral and metals projects where we have not conducted sufficient exploration, development and engineering studies.***

We have invested capital and have otherwise been involved in various mineral properties and renewable metals projects in the Storey and Lyon Counties, Nevada, where we have not conducted sufficient exploration, development and/or engineering studies to minimize the risk of project failure. Our mineral projects involve high risks because we have not invested sufficiently in the characterization of mineralized material, geologic analysis, metallurgical testing, mine planning and economic analysis. Standard industry practice calls for a mining company to prepare a formal mine plan and mining production schedule and have these documents reviewed and validated by a third-party specialist. We have not had a formal mine plan and mining production schedule economically validated by a third-party specialist.

***The nature of our strategic joint ventures is speculative and dependent on a number of variables beyond our control that cannot be reliably ascertained in advance.***

The revenues and profits of an enterprise involved in the creation of new industries and markets are generally dependent upon many variables. Our customer appeal depends upon factors which cannot be reliably ascertained in advance and over which we have no control, such as unpredictable customer needs and competitive products. As with any new business enterprise operating in a specialized and intensely competitive market, we are subject to many business risks which include, but are not limited to, unforeseen marketing difficulties, excessive research and development expenses, unsuccessful development projects, including those for new materials, an inability to successfully harness a general adversarial neural network ("GANN") and apply the GANN effectively in simulating existing materials, generating new materials and/or commercialize them profitably, unforeseen negative publicity, competition, product liability issues, manufacturing and logistical difficulties, and lack of operating experience. Many of the risks may be unforeseeable or beyond our control. There can be no assurance that we or our strategic joint venture partners will successfully implement our business plan in a timely or effective manner, that we will be able to generate sufficient interest in our product candidates, or that we will be able to market and sell enough products and services to generate sufficient revenues to continue as a going concern.

***If we are unable to commercialize and release new products candidates based on our quantum computing investment that are accepted in the market or that generate significant revenues, our financial results will continue to suffer.***

There can be no assurances that consumer or commercial demand for our future products will meet, or even approach, our expectations. In addition, our pricing and marketing strategies may not be successful. Lack of customer demand, a change in marketing strategy and changes to our pricing models could dramatically alter our financial results. Unless we are able to release new products candidates, license our technologies and/or sell services that meet a significant market demand, we will not be able to improve our financial condition or the results of our future operations.

The revenues and profits of our enterprise and certain of our strategic investments involve the creation of new industries and markets are generally dependent upon many variables. Our customer appeal depends upon factors which cannot be reliably ascertained in advance and over which we have no control, such as unpredictable customer needs and competitive products. As with any new business enterprise operating in a specialized and intensely competitive market, we are subject to many business risks which include, but are not limited to, unforeseen marketing difficulties, excessive research and development expenses, unsuccessful development projects, including, for example, those for new materials. This could include an inability to successfully harness a general adversarial neural network ("GANN") and apply the GANN effectively in simulating existing materials, generating new materials and/or commercialize them profitably, unforeseen negative publicity, competition, product liability issues, manufacturing and logistical difficulties, and lack of operating experience. Many of the risks may be unforeseeable or beyond our control. There can be no assurance that we or our strategic investments or our businesses can or will successfully implement the respective business plans in a timely or effective manner, that we will be able to generate sufficient interest in our product candidates, or that we will be able to market and sell enough products and services to generate sufficient revenues to continue as a going concern.

***Our success in development in the quantum computing industry depends on our ability to operate without infringing the patents and other proprietary rights of third parties.***

The success of our strategic partnerships in the quantum computing industry and the subsequent use of quantum intellectual property in the mining, batteries and carbon capture and utilization fields of use will depend in part on our ability to operate without infringing the proprietary rights of third parties. Other entities may have or obtain patents or proprietary



rights that could limit our ability to make, use, sell, or offer for sale our future approved products or impair our competitive position. Our

research, development and commercialization activities with regard to quantum intellectual property for mining, batteries, and carbon capture and utilization applications may be subject to claims that we infringe or otherwise violate patents or other intellectual property rights owned or controlled by third parties. Patents that we may ultimately be found to infringe could be issued to third parties. Third parties may have or obtain valid and enforceable patents or proprietary rights that could block us from developing quantum intellectual property for mining, batteries, and carbon capture applications. If our intellectual property usage was to be found to infringe any such patents, and we were unable to invalidate those patents, or if licenses for them are not available on commercially reasonable terms, or at all, our business, financial condition and results of operations could be materially harmed. Furthermore, even if a license is available, it may be non-exclusive, which could result in our competitors gaining access to the same intellectual property. Our failure to maintain a license **to for** any technology that we require may also materially harm our business, financial condition and results of operations, and we would be exposed to a threat of litigation. Our success may be harmed by potential uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership without regard to the merits of the challenge, and industry and market conditions generally. If we are unable to obtain, maintain and enforce patent and trade secret protection for quantum intellectual property for mining, batteries, and carbon capture applications and related technology, our business could be materially harmed. Additionally, our intellectual property rights or proprietary information may be jeopardized or invalidated if strategic partners do not properly maintain and defend such information. Conflicts with our strategic partners over proprietary rights, ownership of intellectual property, contract interpretation or the preferred course of development, might cause delays or termination of the research, development or commercialization of new developments, or might result in litigation or arbitration, any of which would be time-consuming and expensive.

***Our strategic partnerships rely on the availability of third-party intellectual property, which may not be accessible to us on reasonable terms or at all.***

Some of our strategic partnerships and future development of products include or will include third-party intellectual property, which may require licenses for our use. We believe that such licenses can be obtained on reasonable terms; however, there can be no assurance that we will be able to obtain or maintain the necessary licenses for new or current products on acceptable terms or at all. Our failure to obtain or maintain such licenses may limit our ability to develop materials, meet the goals of our strategic partnerships, or grow our business, which could have a material adverse effect on our business, financial condition and financial results. The quantum computing industry is quickly developing, and as such, is and will remain dynamic and competitive for the foreseeable future. As this industry continues to grow and mature, there may be an influx of new products, technological advances, and new concepts that can dramatically transform the industry and our business. There is a broad variety of entities that are known to be engaged in research and development relating to quantum computing, which range in size from diversified global companies with significant research and development resources to smaller privately funded startups whose narrower product focuses may let them be more effective in deploying resources towards a specific industry demand. We believe competition in this market segment will intensify. Our success in the market segment will depend on our ability to deploy our quantum intellectual property effectively and profitably into mining, battery or carbon capture fields of use. Our competitors could use their financial, technical, product development and marketing resources to market or develop products or services that are more effective or less costly than any or all of our products or services. Our ability to evolve and adapt rapidly over an extended period of time will be critical in remaining competitive.

***We rely on third parties for certain cloud-based software platforms, which impact our financial, operational and research activities. If any of these third parties fail to provide timely, accurate and ongoing service or if the technology systems and infrastructure suffer outages that we are unable to mitigate, our business may be adversely affected.***

We currently rely upon third parties to provide certain information technology, quantum computing systems and infrastructure, and other storage and connectivity on internal or “cloud-based” platforms. Any of these systems and infrastructure are vulnerable to damage or interruption from earthquakes, vandalism, sabotage, terrorist attacks, floods, fires, power outages, telecommunications failures, and computer viruses or other deliberate attempts to harm the systems. The occurrence of a natural or intentional disaster, any decision to close a facility we are using without adequate notice, or particularly an unanticipated problem at a cloud-based virtual server facility, could result in harmful interruptions in our service, resulting in adverse effects to our business. The failure of any of these third parties to provide accurate and timely service may adversely impact our business operations. In addition, if such third-party service providers were to cease operations, temporarily or permanently, face financial distress or other business disruption, increase their fees or if our relationships with these providers deteriorate, we could suffer increased costs until an equivalent provider could be found, if at all, or we could develop internal capabilities, if ever. In addition, if we are unsuccessful in choosing or finding high-quality partners, if we fail to negotiate cost-effective relationships with them, or if we ineffectively manage these relationships, it could have an adverse impact on our business and financial performance.

#### GENERAL RISK FACTORS

***Our business depends on a limited number of key personnel, the loss of whom could negatively affect us.***

Our officers and employees are important to our success. If any of them becomes unable or unwilling to continue in their respective positions, and we are unable to find suitable replacements, our business and financial results could be materially negatively affected. The loss of the services of one or more of our key personnel could have a material adverse effect on our operating results. Our future success depends upon our ability to attract and retain highly skilled personnel, including personnel with advanced manufacturing expertise, quantum physicists, chemists, and data and material engineers, necessary to develop our business and grow our strategic partnerships. Given the scarcity of professionals with the scientific knowledge that we require and the competition for qualified personnel, we may not succeed in attracting or retaining the personnel we require to meet the goals of our strategic partnerships or our operations. In addition, there could be a material adverse effect on us should the turnover rates for engineers and other key personnel increase significantly or if we are unable to continue to attract qualified personnel.

***Our business may be adversely affected by information technology disruptions.***

Cybersecurity incidents are increasing in frequency, evolving in nature and include, but are not limited to, installation of malicious software, unauthorized access to data, and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. We believe that we have implemented appropriate measures to mitigate potential risks. However, given the unpredictability of the timing, nature and scope of information technology disruptions, we could be subject to manipulation or improper use of our systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on our financial condition and results of operations.

***The Company may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on its financial condition, results of operations and share price, which could cause you to lose some or all of your investment.***

The Company may be forced to later write down or write off assets, restructure its operations, or incur impairment or other charges that could result in losses. Unexpected risks may arise, and previously known risks may materialize. Even though these charges may be non-cash items and not have an immediate impact on the Company's liquidity, the fact that the Company may report charges of this nature could contribute to negative market perceptions about the Company or its securities. In addition, charges of this nature may cause the Company to be unable to obtain future financing on favorable terms or at all.

***Diversity in application of accounting literature in the mining industry may impact our reported financial results.***

The mining industry has limited industry-specific accounting literature and, as a result, we understand diversity in practice exists in the interpretation and application of such literature to mining-specific issues. As diversity in mining industry accounting is addressed, we may need to restate our reported results if the resulting interpretations differ from our current accounting practices. See Note 1, *Summary of Significant Accounting Policies*, to the Consolidated Financial Statements.

***Our ability to execute our strategic plan depends on many factors, some of which are beyond our control.***

Our strategic plan is focused on high-value, cash-generating, precious metal-based activities, including, but not limited to, environmentally friendly and economically enhancing clean mining and processing technologies, precious-metal exploration, resource development, economic feasibility assessments and cash-generating mineral production. Many of the factors that impact our ability to execute our strategic plan, such as the advancement of certain technologies, legal and regulatory obstacles and general economic conditions, are beyond our control. Changes in value or a lack of demand for the sale of non-core assets would negatively affect the Company's financial condition and performance. Our inability to identify successful joint venture candidates and to complete joint ventures or strategic alliances as planned or to realize expected synergies and strategic benefits could impact our financial condition and performance. Our inability to deploy capital to maximize shareholder value could impact our financial performance. We cannot give assurance that we will be able to execute any or all of our strategic plan. Failure to execute any or all of our strategic plan could have a material adverse effect on our financial condition, results of operations, and cash flows.

***Our indebtedness and payment obligations could adversely affect our operations, financial condition, cash flow, and operating flexibility.***

Our outstanding indebtedness and lease payment obligations, and the covenants contained in our debt agreements and documents governing such obligations could have a material adverse effect on our operations and financial condition. The size and terms of certain of our agreements limits our ability to obtain additional debt financing to fund future working capital, acquisitions, capital expenditures, engineering and product development costs, and other general corporate requirements. Other consequences for our operations could include:

- making it more difficult for us to satisfy our obligations with respect to our other indebtedness, which could in turn result in an event of default on such other indebtedness;
- impairing our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;
- requiring us to dedicate a substantial portion of our cash flow from operations to debt service payments, thereby reducing the availability of cash for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- placing us at a competitive disadvantage compared to our competitors that have proportionately less debt.

Our ability to make required payments of principal and interest on our debt will depend on our future performance and the other cash requirements of our business. Our performance is subject to general economic, political, financial, competitive, and other factors that are beyond our control in addition to challenges that are unique to the Company. We cannot provide any assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available in an amount sufficient to enable us to service our indebtedness and lease obligations.

Our debt and lease agreements contain certain restrictive covenants and customary events of default. These restrictive covenants limit our ability to take certain actions, such as, among other things: make restricted payments; incur additional debt and issue certain preferred stock; create liens; engage in mergers or consolidations or transfer all or substantially all of our assets; make certain dispositions and transfers of assets; place limitations on the ability of our restricted subsidiaries to make distributions; enter into transactions with affiliates; and guarantee indebtedness. One or more of these restrictive covenants may limit our ability to execute our preferred business strategy, take advantage of business opportunities, or react to changing industry conditions.

Upon an event of default, if not waived by our financing parties, our financing parties may declare all amounts outstanding as due and payable, which may cause cross-defaults under our other obligations. If our current financing parties accelerate the maturity of our indebtedness or obligations, we may not have sufficient capital available at that time to pay the amounts due to our financing parties on a timely basis, and there is no guarantee that we would be able to repay, refinance, or restructure the payments on such debt and lease obligations. Further, the financing parties would have the right to foreclose on certain of our assets, which could have a material adverse effect on our Company.

***The estimation of mineral reserves and mineral resources is imprecise and depends on subjective factors.***

Estimated mineral reserves and mineral resources may not be realized in actual production. Our results of operations and financial position may be adversely affected by inaccurate estimates. The mineral reserve and mineral resource figures presented in our public filings are made by independent mining consultants with whom we contact. Mineral reserve and mineral resource estimates are a function of geological and engineering analyses that require us to make assumptions about production costs, recoveries and gold and silver market prices. Mineral reserve and mineral resource estimation is an imprecise and subjective process. The accuracy of such estimates is a function of the quality of available data and of engineering and geological interpretation, judgment and experience. Assumptions about gold and silver market process are subject to great uncertainty as those prices fluctuate widely. Declines in the market prices of gold or silver may render mineral reserves and mineral resources containing relatively lower grades of mineralization uneconomic to exploit, and we may be required to reduce mineral reserve and mineral resource estimates, discontinue development at one or more of our properties or write down assets as impaired.



New or updated geotechnical or geological information may also impact anticipated metal recovery rates. Any of these adjustments may adversely affect our financial condition, results of operations, and cash flows.

**Mineral resources do not have demonstrated economic value.**

Mineral resources are subject to further exploration and development, are subject to additional risks, and no assurance can be made that they will eventually convert into future reserves. Investors are cautioned not to assume that any part of any of the Inferred Resources exists or is economically or legally mineable.

**ITEM 1C CYBERSECURITY**

**Risk Management and Strategy**

As part of our operational risk management strategy, led by our chief operating officer, we have implemented processes to assess, identify, and manage material risks facing the Company, including from cybersecurity threats. Components of this strategy includes the use of industry standard traffic monitoring tools, training users to detect, report, and prevent unusual behavior, and working with reputable service providers capable of ensuring their ability to operate with strategies equal to or better than our own. The implementation and management of these processes are integrated with the Company's overall operational risk management processes that seeks to limit our exposure to unnecessary risks across our operations. For cybersecurity threat management and mitigation, the Company engages with expert consultants and third party services providers for the design and implementation of these industry standard strategies to identify any potential threats or vulnerabilities in our system. We have developed a cyber crisis response plan which provides a documented framework for handling high severity security incidents and facilitates coordination across multiple parts of the company. Our incident response team constantly monitors threat intelligence feeds, handles vulnerability management and responds to incidents.

To date, risks from cybersecurity threats have not previously materially affected us, and we currently do not expect that the risks from cybersecurity threats are reasonably likely to materially affect us, including our business, strategy, results of operations or financial condition. The sophistication of cyber threats continues to increase, and the preventative actions we take to reduce the risk of cyber incidents and protect our systems and information may be insufficient. Accordingly, no matter how well designed or implemented our controls are, we will not be able to anticipate all security breaches of these types, including security threats that may result from third parties improperly employing AI technologies, and we may not be able to implement effective preventive measures against such security breaches in a timely manner. See Item 1A: Risk Factors above for additional information on risk related to cyber attacks.

**Governance**

**Role of the Board**

The Audit and Finance Committee of the Board of Directors is responsible for the primary oversight of our information security programs, including relating to cybersecurity, and are integrated into the Company's Cybersecurity Incident response process. Our chief operating officer is responsible for reporting to the Audit and Finance Committee on our incident response plan, which includes an evaluation of cyber risks and threats, and notifies the Audit and Finance Committee of a cybersecurity threat. In the event of an incident, the Audit and Finance Committee reviews and approves the material incident disclosure plan and recommendation for determination of materiality using the guidelines approved by the Audit and Finance Committee. The Board of Directors and Audit and Finance Committee receive regular updates throughout the year on cybersecurity.

**Role of the Management**

Our chief operating officer, together with our principal accounting officer, is responsible for the day-to-day management of our cybersecurity risks. We have an incident response framework in place. We use this incident response framework as part of the process we employ to keep our management and Board of Directors informed about and monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. The framework is a set of coordinated procedures and tasks that our incident response team, under the direction of the chief operating officer, executes with the goal of ensuring timely and accurate resolution of cybersecurity incidents. The chief operating officer activates the incident response plan to assess and mitigate a cybersecurity incident. In the event of an incident, the chief operating officer and principal accounting officer consult with cybersecurity consultants and other involved parties to identify the undesirable effects of the cybersecurity incident and develop a material incident disclosure plan for review and approval by the Audit and Finance Committee.

**ITEM 2 PROPERTIES**

The following table summarizes our business segments that use our properties described below.

Business Segment	Property
Fuels	Demonstration Facility
Strategic Investments	Manufacturing Facility (sold in August 2023)
Mining	Haywood Property
Mining	Mining Properties
Strategic Investments	Silver Springs Properties

**DEMONSTRATION FACILITY**

Comstock Innovations, our wholly-owned technology research and development subsidiary, is subject to On April 16, 2021, the Company entered into an asset purchase agreement with American Science and Technology Corporation ("AST"), pursuant to which Comstock Innovations the Company agreed to purchase substantially all of the real and personal property located at 6445 Packer Drive, Wausau, Wisconsin 54401 ("Demonstration Facility"), including bench and pilot scale processing equipment used in connection with some of

our **cellulosic lignocellulosic** fuels and electrification metals extraction and refining **processes**. The purchase agreement calls **processes** (the "AST Asset Purchase Agreement"). Under the AST Asset Purchase Agreement, the Company agreed to acquire substantially all of AST's assets in exchange for a purchase price of \$3,920,000 \$3,500,000 due on April 30, 2024, in **installments of addition to \$35,000 per month from May 1, 2022 to April 30, 2023, \$1,750,000 on April 30, 2023, and \$1,750,000 on April 30, 2024.** The **costs** Beginning May 1, 2022, the AST Asset Purchase Agreement provides for full access and use of the AST assets until all payments are made and title transfers to the Company. Of the amounts paid under the AST Asset Purchase Agreement, a portion is associated with the **Demonstration Facility's** acquired machinery and equipment and recognized as research and development **support operations are allocated on a time and materials basis at cost to our renewable energy segment and strategic and all other segment, as applicable.** expense in the consolidated statements of operation. The Company also entered into three license agreements with AST in connection with the AST Asset Purchase Agreement.

## BATTERY METAL RECYCLING MANUFACTURING FACILITY

On February 15, 2021, LINICO Corporation ("LINICO") and Aqua Metals Reno Inc. (the "Landlord"), a subsidiary of Aqua Metals, Inc. ("AQMS"), entered into an industrial lease (the "AQMS **Lease Agreement**" **Lease**"), for the 136,750 square foot facility, land, and related improvements located at 2500 Peru Drive, McCarran, Nevada 89343 (the "**Battery Recycling**" "**Manufacturing Facility**"). The Company committed a plan to sell certain land, buildings and related improvements under the Battery Recycling Facility. As of December 31, 2022, the Company has **Manufacturing Facility and other assets associated with AQMS Lease had a net book carrying value of \$21,684,865 and liabilities of \$12,021,566**, that met the criteria to be classified as assets held for sale. Those criteria specify that the asset must be available for immediate sale in its present condition (subject only to terms that are usual and customary for sales of such assets) On August 11, 2023, the Company consummated the sale and transferred the title of the asset must be probable, and its transfer expected **Manufacturing Facility to qualify for recognition as a completed sale generally within one year.** American Battery Technology Company ("ABTC"). Proceeds from the sale of these assets are required to be **were used to satisfy obligations due under the terms of the Battery Recycling Facility in which LINICO has a finance lease, as lessee, with Aqua Metals Reno Inc., a subsidiary of AQMS. AQMS Lease.** See Note **8, 9, Leases,** to the Consolidated Financial Statements. In March 2023, the Company sold the related building, land and equipment for \$27,000,000. See Note 20, **Subsequent Events Sale of Manufacturing Facility,** to the Consolidated Financial Statements.

## HAYWOOD QUARRY PROPERTY

On April 7, 2022 and amended on November 7, 2022, the Company contracted to purchase Haywood quarry and industrial property ("**Haywood**" (the "**Haywood Property**") from Decommissioning Services LLC ("Decommissioning Services") for \$2.1 million, payable in \$50,000 of cash and 1,500,000 common shares of Comstock with a **total value of \$2,295,000.** The Haywood **property Property** represents approximately 190 industrial acres in Lyon County, Nevada, and **is** part of one of the larger industrial parks in Lyon County. The property has power, water and direct highway access. During the period between execution of the agreement and closing, the property is leased to us for no additional compensation, providing exclusive rights to access, use or sublease portions of the property, to obtain permits and prepare the property for its intended purpose, including improvements. If the conditions for closing are not satisfied within **12 months of signing, a period prescribed in the agreement,** the agreement will terminate, and Decommissioning Services will retain a total of **\$200,000 \$400,000** in rental fees for use of the property. We agreed to pay Decommissioning Services a 2% royalty of the sales price of any gravel, aggregate, or rock products produced and sold from **the Haywood Property,** excluding the removal of materials that have been pledged to a third-party for improvements made.

## MINING PROPERTIES

The following description of **the Company's our** mining properties is qualified in its entirety by reference to the Technical Report Summary (the "TRS") for each of the properties included as exhibits to this Report and incorporated by reference into this Item 2. The information **concerning about** our mining properties in **this** this Report has been prepared in accordance with the requirements of subpart 1300 of Regulation S-K ("S-K 1300"), which requires us to disclose our mineral resources, in addition to any mineral reserves, as of the end of our most recently completed fiscal year, individually and in the aggregate, for each of our material mining properties.

### Summary Disclosure

The Comstock Lode was discovered in 1859. From 1860 to 1960, the district yielded more than eight million ounces of gold and 192 million ounces of silver, from workings **up to greater than** 3,000 feet below the surface. We have consolidated the most significant portions of the historic Comstock Lode mining district, conducted surface and airborne geophysical studies, drilled extensively, and recently **invested began investing** in the development of quantum-probabilistic software solutions that are being designed to integrate specific, hyperspectral technology solutions that we expect will increase certainty in mineral discovery targets, eventually reduce costs of traditional drill programs with ground penetrating scans and analytics, and ultimately result in increased discernment for categorizing measured, indicated, and inferred mineral resources. The Company will continue amassing what has become the single largest known repository of historical and current geological data on the Comstock region.

We also secured permits, built an infrastructure and completed two phases of test production. Comstock and its subsidiaries own, control, or retain interest in all of these mineral properties. Our **mineral estate land position** consists of 9,472 acres (due to overlapping interests, the combined area is approximately 7,586 acres) located in Storey and Lyon Counties, Nevada (referred to collectively as our "Mineral Estate"), including fee ownership of real properties and claims, five mineral leases, one LLC membership interest (providing exclusive rights to exploration, development, mining and production), and royalty interests. The Mineral Estate includes 130 patented lode mining claims totaling 1,376 acres with surface parcels increasing the total to 2,533 acres, 381 unpatented lode mining claims administered by the BLM, **totaling** 38 unpatented placer claims, and one unpatented mill site claim, all totaling approximately 6,939 acres, and covering 6.5 miles of strike-length on the Comstock and Silver City lodes.

Because of the Comstock Lode District's historical significance, the geology is well known and has been extensively studied. We have expanded our understanding of the geology through vigorous surface mapping and drill hole logging. The volume of geologic data is significant, particularly in the Lucerne and Dayton resource areas. We have accumulated a large library of historical data and detailed surface mapping of Comstock Mineral Estate properties and continue to obtain historical information from public and private sources. We integrate this data with information obtained from our mining operations to target prospective geological exploration areas and plan exploratory drilling programs, including expanded surface and underground drilling.

We have completed extensive geological mapping, sampling and drilling on a limited portion of our Mineral Estate property, particularly the Lucerne and Dayton resource areas, in order to characterize the mineralized material. We have performed metallurgical testing, mine planning and economic analysis. We conducted extensive test mining operations from

2004 through 2006 and 2012 through 2016. We have not established reserves that meet the requirements of SEC Regulation S-K Subpart 1300 ("S-K 1300") and therefore, we are an exploration stage issuer, and our Comstock properties are all exploration stage properties.

We have identified many exploration targets in our Mineral Estates Estate and, to date, have focused on subsets of our Mineral Estate, including the Dayton-Spring Valley Dayton and Lucerne resource areas, and the Occidental, Gold Hill, Oest and Gold Hill Spring Valley exploration targets (collectively, our "Exploration Targets"). We own or control 100% of the properties in these target areas. We published a third-party S-K 1300 technical report for our Dayton – Spring Valley properties resources in November 2022. Properties in the Lucerne, Occidental, and Gold Hill resource areas represent exploration and exploration development targets were previously optioned or leased to Tonogold Resources Inc. ("Tonogold"), who completed and published a third-party, S-K 1300 technical report for the Lucerne, Occidental and Gold Hill these targets in March 2022. All Tonogold agreements either expired or were terminated on December 30, 2022, Tonogold and they no longer has have any interest, rights or claims in (or on) any of the Company's our properties.



A summary overview of each material property is as follows:

Property:	Dayton – Spring Valley Project
Stage:	Exploration
Location:	Lyon County, Nevada
Ownership:	100%
Titles and Mining Claims:	68 unpatented lode claims, 38 unpatented placer claims (1,908 acres), 41 patented lode claims (612 acres), and 16 surface parcels (461 acres)
Key Permit Conditions:	Private and BLM administered land. Required state permits in place for exploration on private land.
Mine Type:	Open Pit Heap Leach
Mineralization Styles:	Resembles the geometry of a volcanic autoclastic dome. Late-stage manganiferous calcite-quartz-adularia veining and silicified breccia zones with druzy quartz filling fractures and stockwork veinlets.
Other:	a. Certain properties have royalty interests ranging from 1.0% to 2.5% b. A security interest in certain parcels has been granted to Alvin Fund LLC

Property:	Lucerne Project
Stage:	Exploration
Location:	Storey County, Nevada
Ownership:	Majority 100%; certain claims 50% through membership in Northern Comstock LLC
Titles and Mining Claims:	70 unpatented lode claims (789 acres), 14 patented lode claims (104 acres), and 24 surface parcels (59 acres) owned by Comstock; 12 unpatented lode claims (44 acres), 20 patented lode claims (167 acres), and 15 surface parcels (42 acres) owned by Northern Comstock LLC.
Key Permit Conditions:	Private and BLM administered land. Required state and county permits in place for exploration, mining, and mining processing on private land. BLM granted right-of-way for haul road over federal land.
Mine Type:	Open Pit Heap Leach
Mineralization Styles:	Zones of structurally prepared volcanic rock with multiple episodes of epithermal veins, hydrothermal breccias, and stockwork veinlets. Additional mineralization is associated with porphyry dikes, mafic dikes, and sills that have intruded the volcanic host rocks.
Other:	a. Certain properties have royalty interests ranging from 1.0% to 4.0% b. Fully permitted, dedicated processing facility in American Flat

The following tables summarize our estimated mineral resources as of December 31, 2022 December 31, 2023 and 2022 for each of our exploration projects:

Gold Mineral Resources as of December 31, 2022 December 31, 2023 and 2022(1,2,5)

	Measured Mineral Resources			Indicated Mineral Resources			Measured + Indicated Mineral Resources			Inferred Mineral Resources		
	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)
Dayton(3)	2,650	0.030	80	7,620	0.028	213	10,270	0.029	293	3,740	0.024	90
Lucerne(4)				14,118	0.022	312	14,118	0.022	312	9,489	0.022	207
Total	2,650	0.030	80	21,738	0.024	525	24,388	0.025	605	13,229	0.023	297

Silver Mineral Resources as of December 31, 2022 December 31, 2023 and 2022(1,2,5)

	Measured Mineral Resources			Indicated Mineral Resources			Measured + Indicated Mineral Resources			Inferred Mineral Resources		
	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)	Tons (000s)	Grade (oz/ton)	Ounces (000s)

Dayton <sup>(3)</sup>	2,650	0.252	670	7,620	0.190	1,450	10,270	0.206	2,120	3,740	0.129	480
Measured Mineral Resources				Indicated Mineral Resources			Measured + Indicated Mineral Resources			Inferred Mineral Resources		

Tons (000s)				Tons				Grade				Ounces			
				(000s)	(oz/ton)	(000s)	(000s)	(oz/ton)	(000s)	(000s)	(oz/ton)	(000s)	(000s)	(000s)	(000s)
Dayton <sup>(3)</sup>				Dayton <sup>(3)</sup>	2,650	0.252	670	7,620	0.190	1,450	10,270	0.206	2,120	3,740	0.129
Lucerne <sup>(4)</sup>	Lucerne <sup>(4)</sup>	14,118	0.27	3,760	14,118	0.27	3,760	9,489	0.22	2,092	Lucerne <sup>(4)</sup>	14,118	0.27	3,760	14,118
Total	Total	2,650	0.252	670	21,738	0.242	5,210	24,388	0.243	5,880	13,229	0.194	2,572	Total	2,650

- The term "mineral resources" means a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality, and quantity that there are reasonable prospects for economic extraction. Inferred, Indicated, and Measured resources are in order of increasing confidence based on level of underlying geological evidence. The term "inferred resource" is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The term "limited geological evidence" means evidence that is only sufficient to establish that geological and grade or quality continuity is more likely than not. The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability and must have a reasonable expectation that the majority of inferred resources could be upgraded to indicated or measured resources with continued exploration.
- Mineral Resources are reported exclusive of mineral reserves and are reported using the definitions in S-K 1300. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
- Dayton mineral resources are current as of **December 31, 2022** **December 31, 2023** and were prepared by Behre Dolbear & Company (USA), Inc. on November 30, 2022. Resources were constrained within a pit shell based on metal prices of \$1,800 per ounce of gold and \$20.22 per ounce of silver, and reported using a gold cutoff of 0.007 ounce per ton.
- Lucerne mineral resources were reported by Mine Development Associated, a division of RESPEC on March 16, 2022. Resources were constrained within a pit shell based on metal prices of \$1,750 per ounce of gold and \$21.00 per ounce of silver, and reported using a gold cutoff of 0.005 ounce per ton. A qualified person has not done sufficient work to classify the estimate as a current estimate of mineral resources, mineral reserves, or exploration results and the Company is not treating the estimate as a current estimate of mineral resources, mineral reserves, or exploration results.
- Rounding of short tons, grades, and troy ounces, as required by reporting guidelines, may result in apparent discrepancies between tons, grades, and contained metal contents.

#### Individual Property Disclosure

#### Dayton – Spring Valley

##### Overview and Location

The Dayton Consolidated Project is an exploration stage project 100% owned or controlled by Comstock Exploration and Development LLC, a wholly owned subsidiary of Comstock. The property is located at 39°15'15.63" north latitude and 119°38'16.45" west longitude, in Lyon County, Nevada, approximately two miles south of Virginia City, Nevada, 30 miles southeast of Reno, Nevada, and 11 miles northeast of Carson City, Nevada. The property is undeveloped, with no permanent infrastructure. Access is via State Routes 341 and 342. Electric utilities are available.

The mineral property includes 68 unpatented lode claims, 38 unpatented placer claims (1,908 acres), 41 patented lode claims (612 acres), and 16 surface parcels (461 acres). The Company fully owns these properties, except for the Haywood **Quarry property, Property**, which the Company has full access to and is controlled by a purchase agreement, with the final payment due in 2024, and pays annual claim fees to the BLM for each of the unpatented claims.



Figure 2: Dayton - Spring Valley Project Area

##### Previous Operators

The Dayton property includes the historic Dayton, Alhambra, Kossuth, and Metropolitan underground mines, which produced gold and silver from 1871 through 1942. Since that time, the property has been held and explored by various operators. The drilling database includes 259 drill holes by Houston Oil & Minerals, MECO, Nevex, and Rea Gold between 1975 and 1995.

##### Work Completed by Comstock

Comstock began geologic mapping and surface sampling on the Dayton property in 2008. Between 2009 and 2012, Comstock drilled 82 RC drill holes and 4 core drill holes, totaling 43,235 feet of total depth in the Dayton and Spring Valley areas. In 2015, Comstock drilled 408 shallow, air-track holes to test near-surface mineralization.

The Company also performed detailed sampling in the Dayton adit in 2018. Additional work includes a ground-magnetic geophysical survey in 2011, and an airborne, 3-D magnetic/electromagnetic geophysical survey over all the Company's Comstock District properties in 2020.

Geology

The Dayton deposit is located on the southern extension of the Silver City fault and hosted in Miocene age locally defined volcanic sub-sets of a bimodal volcanic dome event. The mineralized body resembles the volcanic geometry of an autoclastic dome and has characteristics of a cryptodome. Economic gold and silver mineralization typically occurs within late-stage manganiferous calcite-quartz-adularia veining and silicified breccia zones with drusy quartz filling fractures and stockwork veinlets. Mineralization within the project is gold enriched, with silver to gold ratios of approximately 10:1. This compares to ratios of silver to gold of 100:1, that were recorded for the historic Comstock bonanza ore bodies.

Technical Report Summary

The Company commissioned a TRS, authored by Behre Dolbear & Company (USA), Inc. The TRS was effective November 1, 2022 and published November 30, 2022. The report remains current as of **December 31, 2022**, **December 31, 2023 and 2022**.

Mineral Reserves were not estimated for this project. It remains an exploration stage project.

A mineral resource must have reasonable prospects for economic extraction. Comstock estimated mining and processing costs, as well as metallurgical recoveries to determine the economic potential for each block. The parameters were estimated based on the Company's experience in mining and processing the nearby Lucerne deposit from 2012 through 2016. The TRS author found these parameters to be reasonable.

Economic Parameters	
Metal Prices	
Au price	<b>\$1,750 1,800 per oz</b>
Ag price	<b>\$21 20.22 per oz</b>
Processing and Refining	
Au Recovery	80.0%
Ag Recovery	50.0%
Refinery Fee	1.5%
Costs per Ton	
Mining	\$2.50
Process	\$5.50
G&A	\$1.00
Reclamation	\$0.50
Total (\$/ton)	<b>\$9.50</b>

Summary of Estimated Mineral Resources as of **December 31, 2022**, **December 31, 2023 and 2022**<sup>(1,2,3,4,5)</sup>

	Tons	Au (opt)	Ag (opt)	Au (oz)	Ag (oz)
Measured	2,650,000	0.030	0.252	80,000	670,000
Indicated	7,620,000	0.028	0.190	213,000	1,450,000
Measured and Indicated	10,270,000	0.029	0.206	293,000	2,120,000
Inferred	3,740,000	0.024	0.129	90,000	480,000

- 1
- The Qualified Person firm responsible for the mineral resources estimate is Behre Dolbear & Company (USA), Inc.
- 2
- Mineral resources comprised all model blocks at a 0.007 oz/ton gold cut-off that lie within an economic pit shell.
- 3
- Mineral resources that are not mineral reserves do not have demonstrated economic viability.
- 4
- The effective date of the resource estimate is November 1, 2022. The assumptions were current at **December 31, 2022**, **December 31, 2023 and 2022**.
- 5
- Rounding may result in apparent discrepancies between tons, grade, and contained metal content.

## Internal Controls

Comstock's internal controls for the Dayton project are designed to provide reasonable assurance that information and processes utilized in assessing its exploration results, as well as mineral resource and reserve estimation, are reasonable and in line with industry best practices. These internal controls include quality assurance and quality control ("QA/QC") QC programs in the collection of drill hole assay information based on:

- Third-party certified labs used for assays reported in public disclosure or resource models;
- Secure chain of custody for all assay samples;
- Drill programs with insertion of blank, duplicate, and certified reference materials; and
- Sufficient QA/QC results for the analytical programs.

All core and reverse circulation samples were cataloged and stored in secure, designated areas on Comstock's property. Data has been subject to validation, which includes checks on collar coordinates, downhole surveys, geological data, and assay data. Internal controls and estimation procedures are discussed where required in the relevant chapters of the technical report summary.

## Lucerne

### Overview and Location

The Lucerne Project is an exploration stage project 100% owned or controlled by Comstock Mining LLC, a wholly owned subsidiary of Comstock. The property is located at 39°17' north latitude and 119°39'30" west longitude, in Storey County, Nevada, midway between the towns of Virginia City and Silver City, Nevada, 30 miles southeast of Reno, Nevada.

The mineral property includes 81 unpatented lode claims, 1 unpatented mill site claim (833 acres), 34 patented lode claims (271 acres), and 39 surface parcels (101 acres), all owned by Comstock, or controlled through Comstock's 50% membership interest in Northern Comstock LLC ("Northern Comstock"). The Company pays annual claim fees to the BLM for each of the unpatented claims.

Comstock acquired its original interest in the Lucerne area through its acquisition of Plum Mining in 2003. The Company continued leasing, optioning, and purchasing properties in the Lucerne Project area through 2012. The properties are now owned outright by the Company, except for the Northern Comstock LLC properties, which will be transferred to the Company after the final payment, due in August 2026.

The property is accessible via State Route 342 and the American Flat processing facility, which is approximately a mile and a half to the west, is accessible via a haulage road with a BLM-Leased right of way.

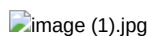
image (1).jpg

Figure 3: Lucerne Project Area

### Previous Operators

The Lucerne property, on the Silver City branch of the Comstock lode, includes the historic Keystone, Justice, Lucerne, Succor, and Woodville underground mines. The Woodville was considered the southern-most of the 33 Comstock district "bonanzas".

From the 1970s through 2002, previous operators included Houston Oil & Minerals, Jacqueline Gold, DWC, Double King Mining, BMRR, Oliver Hills Mining, Rea Gold, and Plum Mining. The database includes 470 drill holes by previous operators.

### Work Completed by Comstock

Comstock began geologic mapping and surface sampling on the property in 2003. Between 2004 and 2016, Comstock drilled 1,001 RC drill holes and 95 core drill holes, totaling 697,127 feet of total depth in the Lucerne area. In 2015, Comstock drilled 326 shallow, air-track holes to test near-surface mineralization.

In 2015, the Company drove a 780-foot drift to the north from the floor of the Lucerne pit, in the footwall of the Silver City vein. 49 core holes were drilled into the vein from drill bays spaced every 100 feet along the drift. Additional exploration work included an airborne, 3-D magnetic/electromagnetic geophysical survey over all of the Company' Mineral Estate properties in 2020.

The Company performed extensive test mining in the Lucerne mine from 2004 through 2006, producing 12,000 ounces of gold and 53,000 ounces of silver, and again from 2012 through 2015, producing 59,515 ounces of gold and 735,252 ounces of silver.

Tonogold acquired certain rights to the Lucerne properties through a series of agreements beginning in 2017 and culminating with an option to purchase the property in March of 2022. Tonogold did not perform any additional exploration work on the Lucerne property, did not exercise the option, and all agreements with Tonogold were terminated effective December 30, 2022.

## Geology



The Lucerne deposit is located along the hanging wall of the Silver City fault. The mineralized bodies with economic grades of gold and silver are zones of structurally prepared rock with multiple episodes of epithermal veins, hydrothermal breccias and stockwork veinlets. Mineralization is hosted in the Miocene age Virginia City magmatic suite including rhyolitic and tuffaceous members of the Hartford Hill rhyolite and the underlying lava flows and lahars of the Alta andesite. An additional mineralizing event is associated with quartz porphyry dikes, mafic dikes and sills that have intruded the volcanic host rocks.

Technical Report Summary

Tonogold commissioned a TRS, authored by Mine Development Associates, a division of RESPEC. The TRS had an effective date of September 6, 2021, and published March 16, 2022. A qualified person has not done sufficient work to classify the estimate as a current estimate or mineral resources, mineral reserves, or exploration results and Comstock is not treating the estimate as a current estimate of mineral resources, mineral reserves, or exploration results.

Mineral Reserves were not estimated for the Lucerne project. It remains an exploration stage project.

A mineral resource must have reasonable prospects for economic extraction. The TRS author estimated mining and processing costs, as well as metallurgical recoveries to determine the economic potential for each block.

Economic Parameters	
Metal Prices	
Au price	\$1,750 per oz
Ag price	\$21 per oz
Processing and Refining	
Au Recovery	80.0%
Ag Recovery	60.0%
Costs per Ton	
Mining	\$2.00
Process	\$5.30
G&A	\$0.88
Total (\$/ton)	\$8.18

Summary of Estimated Mineral Resources as of December 31, 2022 December 31, 2023 and 2022<sup>(1,2,3,4,5)</sup>

	Tons	Au (opt)	Ag (opt)	Au (oz)	Ag (oz)
Indicated	14,117,800	0.022	0.27	312,000	3,759,600
Inferred	9,488,900	0.022	0.22	206,900	2,092,300

- 1
- The Qualified Person firm responsible for the mineral resources estimate is Mine Development Associates, a Division of RESPEC.
- 2
- Mineral resources comprised all model blocks at a 0.005 oz/ton gold cut-off that lie within an economic pit shell.
- 3
- Mineral resources that are not mineral reserves do not have demonstrated economic viability.
- 4
- The effective date of the resource estimate is September 6, 2021. A qualified person has not done sufficient work to classify the estimate as a current estimate of mineral resources, mineral reserves, or exploration results and Comstock is not treating the estimate as a current estimate of mineral resources, mineral reserves, or exploration results.
- 5
- Rounding may result in apparent discrepancies between tons, grade, and contained metal content.

Internal Controls

Comstock's internal controls for the Lucerne project are designed to provide reasonable assurance that information and processes utilized in assessing its exploration results, as well as mineral resource and reserve estimation, are reasonable and in line with industry best practices. These internal controls include quality assurance and quality control ("QA/QC") programs in the collection of drill hole assay information based on:

- Third-party certified labs used for assays reported in public disclosure or resource models;
- Secure chain of custody for all assay samples;
- Drill programs with insertion of blank, duplicate, and certified reference materials; and
- Sufficient QA/QC results for the analytical programs.

All core and reverse circulation samples were cataloged and stored in secure, designated areas on Comstock's property. Data has been subject to validation, which includes checks on collar coordinates, downhole surveys, geological data, and assay data. Internal controls and estimation procedures are discussed where required in the relevant chapters of the technical report summary.

## OTHER PROPERTY

We hold an investment **The Company owns industrial and commercially zoned properties** in Sierra Springs Opportunity Fund, Inc. ("SSOF"), a qualified opportunity zone fund, which wholly-owns a qualified opportunity zone business, Sierra Springs Enterprises, Inc. ("SSE"). We expect to own less than 8% of SSOF upon issuance by SSOF of more than 88,000,000 authorized shares to investors. At December 31, 2022, we own 11.64% of the voting shares of SSOF and SSOF has received more than \$13,800,000 in equity from investors, including \$335,000 from the Company and \$525,000 (15.93% of voting shares) from our officers and directors. Our chief executive officer is president and a director of SSOF and an executive and a director of SSE. On September 26, 2019, and as later amended, we entered into agreements with SSE to sell our two Silver Springs, properties ("Silver Nevada (the "Silver Springs Properties" Properties)"). The agreements include the sale of former **represents** 98 acres of industrial land and senior water rights for \$6,500,000 and **the latter represents** 160 acres of commercial land along with its rights in the membership interests of Downtown Silver Springs **LLC LLC**. **The Company had previously entered into agreements** for \$3,600,000. At December 31, 2022, we have received deposits in cash and escrow from SSE totaling \$410,100 towards the purchase **sale** of the Silver Springs **Spring Properties**, recorded in deposits under current liabilities on **however, those agreements expired at the consolidated balance sheets**. The transactions are expected to close during the first half **end** of 2023. For the year ended December 31, 2022, we also advanced SSOF \$55,000, increasing total advances to \$4,990,000, for use by SSOF for payments on land and other related qualifying investments and activities in the opportunity zone. The advances are non-interest-bearing and are expected to be repaid on or before the expected sale of our properties to SSE during the first half of 2023. **December 2022**.

## ITEM 3 LEGAL PROCEEDINGS

The Company's **metals**, mining and **exploration related** activities are subject to various laws and regulations governing environmental protection. These laws and regulations are frequently changing and generally becoming more restrictive. The Company believes its operations **are in compliance comply** with applicable laws and regulations, in all material respects. The Company continuously makes expenditures to comply with such laws and regulations but cannot predict the full amount of such future expenditures.

On November 21, 2022, The Comstock Residents Association (the "CRA") filed a Petition for En Banc Reconsideration in the Nevada Supreme Court in response to the latest of several previous orders by the Nevada Supreme Court and the Third Judicial District Court in Lyon County, Nevada, all of which have been issued in favor of the Company and/or the Lyon County Board of Commissioners since the CRA initially filed civil actions in 2014 related to the Company's mining rights in Lyon County. No response to the Petition for En Banc Reconsideration is to be filed unless requested by the court. On January 19, 2023, the Nevada Supreme Court issued an order denying the En Banc Reconsideration.

On August 20, 2021, former employees of the Company filed a wrongful termination lawsuit against the Company, its Board of Directors, its Audit and Finance Committee, its Chief Executive Officer and certain of its managers for the termination of their employment. On March 4, 2022, the Company and the former employees agreed to a \$350,000 settlement. We paid the settlement in full during the fiscal year ended December 31, 2022, and the litigation has been dismissed.

From time to time, we are involved in claims and proceedings that arise in the ordinary course of business. There are no matters pending that we expect to have a material adverse impact on our business, results of operations, financial condition or cash flows.

## ITEM 4 MINE SAFETY DISCLOSURES

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 104 of Regulation S-K, we are required to disclose items believed to be violations of the Federal Mine Safety and Health Act of 1977, any health and safety standard, or any regulation, as administered by the Federal Mine Safety and Health Administration. We did not have any violations or variations from the aforementioned standards. The required information is also included in Exhibit 95 to this report.

## PART II

## ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASE OF EQUITY SECURITIES

### COMMON STOCK

Our common stock is traded on the NYSE American exchange under the symbol LODE. The last reported sale price of our common stock on the NYSE American on **March 16, 2023** **February 26, 2024**, was **\$0.35** **\$0.46** per share. At **March 16, 2023** **February 26, 2024**, the number of holders of record was **497**. **490**.

### SALE OF UNREGISTERED SECURITIES

On June 21, 2023, September 1, 2023, December 4, 2023 and December 5, 2023, the Company issued an aggregate of 475,930 shares of unregistered restricted common shares with a fair value of \$211,562 to Alvin Fund in lieu of cash payments for interest under the Alvin Fund 2022 Note.

On August 25, 2023, the Company issued 963,074 shares of unregistered common stock with a fair value of \$482,500 to Northern Comstock as payment for obligations due under the Northern Comstock operating agreement.

On February 14, 2023, the Company issued 410,959 shares of unregistered restricted common stock with a fair value of \$150,000 to Leviston Resources LLC ("Leviston") as payment for due diligence fees under the 2023 Leviston Sales Agreement (as defined below).

On October 25, 2022, the Company issued 605,620 shares of common stock to Alvin Fund LLC for an aggregate sales price of \$250,000 at an average price per share of \$0.41 in connection with the placement of a \$2,000,000 short-term promissory note.

On October 5, 2022, the Company sold 1,000,000 shares of unregistered securities to a single investor at a price of \$0.375 per common shares share for net proceeds of \$375,000.

On August 26, 2022, we the Company issued 802,295 shares of unregistered restricted common stock with a fair value of \$482,500 to Northern Comstock LLC as payment for obligations due under the Northern Comstock operating agreement.

On June 21, 2022, the Company entered into an equity purchase agreement (the "Purchase Agreement") with Tysadco Partners, LLC ("Tysadco") for the private placement of 3,076,923 common shares at a purchase price of \$0.65 per share. The Company paid \$140,000 in cash and delivered 57,143 common shares with a fair value of \$40,000 to the placement agent in connection with such sale. The Company issued 428,571 unregistered common shares with a fair value of \$300,000 in commitment fees.

On May 20, 2022, the Company cancelled 720,000 common shares returned by a previous employee and former owner of MANA.

On April 12, 2022, the Company issued 136,986 unregistered common shares with a fair value of \$200,000 in due diligence fees, fees as part of the 2022 Leviston Sales Agreement (as defined below).

On April 7, 2022, the Company issued 1,500,000 unregistered common shares with a fair value of \$2,050,000 as part of the acquisition of the Haywood Quarry Property from Decommissioning Services Inc. Services.

On February 28, 2022, the Company and the other parties to the LP Biosciences LLC ("LP Biosciences") transactions mutually agreed to terminate the Transaction Documents, transaction entered into in 2021. In connection with the termination, 3,500,000 restricted shares of the Company's common stock were transferred back to the Company for cancellation upon receipt.

On December 30, 2021, the Company issued 3,500,000 shares of unregistered securities at a price of \$2.07 per share for the purchase of LINICO Corporation from its founder for \$7,258,162 equating to 90% ownership.

On December 3, 2021, the Company sold 1,000,000 shares of unregistered securities at a price of \$1.40 per common shares for net proceeds of \$1,400,000.

On September 27, 2021, the Company issued 8,500,000 unregistered common shares with a fair value of \$14,952,806 to the former owners of Plain Sight Innovations Inc. for the acquisition of 100% that company.

On August 27, 2021, we issued 163,156 shares of unregistered common shares with a fair value of \$482,500 to Northern Comstock LLC as payment for obligations due under the Northern Comstock operating agreement.

On July 23, 2021, the Company issued 3,500,000 unregistered common shares to LP Biosciences with a fair value of \$10,815,000 as part of a transaction and proposed joint venture. On February 28, 2022, the Company and the other parties to the LP Biosciences transactions mutually agreed to terminate the LP Biosciences related transaction documents and the 3,500,000 unregistered common shares were transferred back to the Company and cancelled upon receipt.

On July 23, 2021, the Company issued 4,200,000 unregistered common shares with a fair value of \$6,528,453 to sole former owners of MANA Corporation for the acquisition of 100% that company.

On June 18, 2021, the Company issued 1,000,000 unregistered common shares with a fair value of \$2,304,806 to the sole former owner of Renewable Process Solutions Inc. for the acquisition of 100% that company.

On June 24, 2021, the Company issued 3,000,000 unregistered common shares to Quantum Generative Materials LLC ("GenMat"), with a fair value of \$10,530,000 in connection with a strategic investment in GenMat.

On February 16, 2021, the Company issued 3,000,000 unregistered common shares to LINICO Corporation, with a fair value of \$6,750,000 in connection with a strategic investment in LINICO.

#### EQUITY COMPENSATION PLAN INFORMATION

See Item 11, *Executive Compensation*, for information on plans approved by our stockholders.

#### DIVIDEND POLICY

We have never declared or paid any dividends on our common stock. We do not anticipate paying any dividends on our common stock in the foreseeable future. We currently intend to retain future earnings, if any, to finance operations and expand our business. Any future decision to pay cash dividends will be at the discretion of the Board of Directors and will

depend upon our financial condition, operating results, capital requirements and other relevant factors.

## ITEM 6 SELECTED FINANCIAL DATA

Not applicable. [RESERVED]

## ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of our consolidated financial condition and results of operations. This discussion should be read in conjunction with the Consolidated Financial Statements included herewith and the footnotes thereto and the risk factors contained herein.

### OVERVIEW

Comstock innovates enables systemic decarbonization by innovating and commercializing technologies and materials that efficiently use wasted integrate into existing global supply chains to extract and convert under-utilized natural resources to produce into renewable energy and other products that reduce reliance on fossil fuels and contribute to balancing global uses and emissions of carbon and enhance mineral and material discoveries. We plan on achieving exponential growth and extraordinary financial, natural and social returns by using our and other technologies to develop production projects, to license qualified clients, and to sell an array of complimentary process solutions and related products and services. net zero mobility.

Our goal is to Cellulosic Fuels Accelerate the Commercialization of Decarbonizing Hard Technologies. technologies include proprietary processes We are pushing the boundaries of what is possible in technology and sustainability by leveraging our teams' unique skills, our diverse technology portfolio, and our frontier research networks toward achieving breakthrough innovations that have deliver meaningful positive impact across industries, economies, and communities. The primary focus for 2024 is the potential to convert vast quantities continued development and commercialization of historically wasted and unused but widely available and rapidly replenishable woody biomass supplies our businesses.

Our approach integrates frontier scientific discovery with our systemic management practices into advanced renewable fuels possibly capable of sustainably offsetting billions of metric tons of fossil fuel emissions worldwide. Our Electrification Metals One System aligned and capable to meet the demand for commercial-ready energy transition solutions. Our operations primarily involve the innovation, development, and commercialization of our intellectual properties and related assets, with integrated teams focused on each core function in dedicated lines of business organized to address high impact decarbonization targets. We innovate and develop technologies also include a two-stage lithium-ion battery ("LIB") recycling process to achieve significant growth on industry-wide scales by creating financial and other incentives for rapid integration into and across entire industries. Our commercialization plans for each technology are designed to crush, separate, facilitate that result, such as by selling process solutions, engineering services and condition LIBs, for direct production technology licenses that enable clients to use their capital, infrastructure, and other resources to maximize the rate and scale of high purity black mass containing minerals available for extracting battery grade metals. adoption, thereby simultaneously maximizing the rate we build shareholder wealth.

We are currently commercializing pioneering intellectual properties for refining lignocellulosic (woody) biomass into renewable replacements for fossil crude at remarkably high yields, recycling increasingly scarce electrification metals from end-of-life photovoltaics and other electronic devices, and advanced physics based artificial intelligence for precision mining and materials discovery. We make, own and operate manage investments in related assets to support our businesses, including multiple, existing minority equity positions in strategic technology developers, a renewable fuels demonstration facilities for our Cellulosic Fuels facility in Wisconsin, a metals recycling demonstration facility in Nevada, and Electrification Metals technologies that we use direct investments in our ongoing technology development northern Nevada real estate comprised of strategic water rights and commercialization efforts. We also hold a worldwide license to advanced new mineral discovery and mining technologies that will use machine learning and artificial intelligence algorithms, hyperspectral orbital imaging, and ultimately, quantum-enabled sensors to provide prospecting data for mineral discovery and mining applications.

Our mining segment has consolidated the most significant portions of the historic Comstock mining district, amassed the single largest known repository of historical and current geological data on the Comstock region, secured permits, built an infrastructure and completed two phases of test production. Comstock and its mining subsidiaries own, control, or retain interest in about twelve square miles of mining claims and surface parcels with measured and indicated mineral resources containing 605,000 ounces of gold and 5,880,000 ounces of silver, and inferred mineral resources containing an additional 297,000 ounces of gold and 2,572,000 ounces of silver. We also recently announced the execution of agreements with RenFuel to acquire a development stage biorefinery project to refine byproducts of paper production into biointermediates for refining into renewable fuels, and to make an up to \$3,000,000 strategic investment over the next three years in RenFuel for the continued development and commercialization of advanced applications of RenFuel's and Comstock's complimentary renewable fuels technologies.

### Lines of Business

#### Fuels Segment

Our Fuels Segment develops and commercializes technologies that extract and convert wasted and unused lignocellulosic biomass into intermediates for refining into advanced renewable fuels. Most renewable fuels draw from the same pool of conventional FOG feedstocks, but the total existing FOG supply can only meet a small fraction of the global mobility demand. Our technologies unblock that constraint by converting abundant, lignocellulosic biomass into biointermediates for refining into renewable fuels.

While innovation and development is ongoing and we expect additional advancements, our existing commercially available technologies have proven the potential to produce more than 100 gallons per dry tonne of woody biomass as measured on a GGE basis, with CI scores of 15 or less for Cellulosic Ethanol and our proprietary HBO. HBO is used directly by biofuel refineries to blend with, diversify, and extend conventional hydroprocessed FOG feedstocks to enhance production of renewable fuels.

We are currently evaluating several joint development solutions and systems based on our technologies, as well as feedstock and offtake agreements, licenses, engineering services, and direct investments.

Execution of additional commercial agreements, including but not limited to, joint development agreements, offtake agreements, feedstock agreements, licensing agreements and direct investments supporting the deployment and enablement of our solutions, primarily with operationally experienced, technologically sophisticated, and well capitalized customers represents an ongoing objective and the primary focus for 2024. The joint development agreements represent up to five phases of development and represent material upfront engineering and professional service fees, ultimately enabling licenses and royalties could create more than 20 years of recurring revenues from the production and sale of lignocellulosic biointermediaries and related co-products.

#### *Metals Segment*

Our Metals Segment recently secured sufficient supplier commitments and all of the necessary permits to begin commissioning our first photovoltaic recycling facility, and is expected to receive revenue in the form of tipping fees and to a lesser extent recycled metal sales for the processing of end-of-life photovoltaic materials.

During 2023 and early 2024, we expanded our leadership team in metals recycling, selected our first production site, secured all permitting for our first demonstration scale commercial facility, and secured long term supply agreements from our first customers. In early 2024, we commenced production commissioning activities and continued expanding our existing revenue generating supply commitments while commencing the design and site selection for our first "industry-scale" production facility and the permitting thereto in our metals recycling business are the key objectives for 2024.

#### *Mining Segment*

Our Mining Segment generated over \$1 million in revenue during 2023 and is expected to generate income in the form of leases, licenses, and related fees throughout 2024. Our Mining Segment is administered by our wholly owned subsidiary, Comstock Mining LLC, and various other subsidiaries that collectively own or control twelve square miles of properties of patented mining claims, unpatented mining claims and surface parcels in northern Nevada, including six and a half miles of continuous mineralized strike length (the "Comstock Mineral Estate").

#### *Strategic Investments Segment*

We own and manage several investments and projects that are strategic to our plans and ability to produce and maximize throughput in our Fuels, Metals and Mining Segments, that are held for the purpose of complimenting or enhancing our mission of enabling systemic decarbonization and creating value but that are not a component of such other segments or otherwise have distinct operating activities. Our Strategic Investments Segment includes minority equity investments in Quantum Generative Materials LLC (physics-based artificial intelligence), Green Li-ion Pte Limited (lithium ion battery recycling and cathode production), Sierra Springs Opportunity Fund (strategic direct investment in northern Nevada real estate), and other equity or equity-linked investments.

We also recently announced the execution of agreements with RenFuel to acquire a development stage biorefinery project to refine byproducts of paper production into biointermediates for refining into renewable fuels, and to make an up to \$3,000,000 strategic investment over the next three years in RenFuel for the continued development and commercialization of advanced applications of RenFuel's and Comstock's complimentary renewable fuels technologies.

*Investment in GenMat* – We invested our minority interest of GenMat as an enhancement and an integral component of our innovation strategy. GenMat has developed and launched a new generative AI that we believe is capable of simulating critical properties of known materials with high accuracy. GenMat also plans on using its AI to simulate new material characteristics for new and existing applications. We believe these generative AI models can be employed today, on GenMat's existing high-performance computing platform, well before quantum computers become mainstream.

During 2023, GenMat began elevating material simulation capabilities to commercial readiness by synthesizing and directly testing new AI simulated materials in high value applications and potentially engage early adopter enterprise clients for this use. GenMat also kicked off a new, historic era of breakthrough mineral exploration capabilities with the successful launch of GENMAT-1, GenMat's own Hyperspectral Remote Sensing Imaging ("HRSI") system for the purpose of optimizing future mineral exploration for the Comstock Mining using their proprietary physics-based artificial intelligence (AI) and newly developing hyperspectral sensing technology. Hyperspectral imaging collects and processes information from across the electromagnetic spectrum using contiguous bands. GenMat and Comstock Mining are pioneering the development and testing

of GenMat's technologies by combining the physics-based AI with Comstock's existing geologic data and the new GENMAT-1 HRSI system.

*Investment in Green Li-ion* – Our wholly owned LINICO subsidiary invested in 37,162 preferred shares of Green Li-ion in 2021, as we were assembling our technology partners for the recycling of electrification products. We coincidentally secured the rights for the use of their renewable precursor cathode active materials production system.

On September 12, 2023, LINICO received gross proceeds of \$795,510 from the sale of 1,500 Green Li-ion preferred shares (representing approximately 4% of the 37,162 of the shares then owned by LINICO). At September 30, 2023, the Company adjusted our investment's carrying value to fair value by increasing that value by \$14,577,627 for the remaining 35,662 Green Li-ion preferred shares representing 13.34% of Green Li-ion. The Company intends to sell its remaining shares during 2024.

*Investment in SSOF* – During 2019, the Company invested \$335,000 for 6,700,000 shares. These shares represented approximately 11.64% of SSOF as of December 31, 2022. From 2020 through November of 2023, the Company also advanced \$6,985,000 to SSOF and its subsidiary, for the purpose of purchasing land, payments for deposits on land and payments for an option on land and water rights purchases. On December 29, 2023, the Company and SSOF agreed to convert the full amount of the outstanding advances for an additional 3,880,556 common shares of SSOF stock (at a dollar value of \$1.80 per share) that also resulted in an unrealized gain recognized of \$11,725,000 on the original 6,700,000 shares.

At December 31, 2023, the Company's total investment in SSOF has a carrying value of \$19,045,000, representing 10,580,556 common shares, or 9,472 17.11% of the total SSOF outstanding common shares on a fully diluted, if converted basis.

SSOF is a qualified opportunity zone fund, that owns 100% of SSE, a qualified opportunity zone business. SSE and its subsidiaries own or controls approximately 2,500 acres (and due to overlapping interests, of land, a manufacturing facility, significant senior, junior and effluent water rights, sewer rights and also owns and operates the combined area is approximately 7,586 acres) Silver Springs Regional Airport LLC. The substantial majority of these properties are contiguous and strategically located within immediate proximity of Highway 50, State Route 492, the Northern Nevada Industrial Center and the Tahoe Reno Industrial Center where companies like Tesla, Switch, Google, Microsoft, and Redwood Materials, and over one hundred more companies that are currently located, expanding or locating in this industrializing region.

Other

Investments in Properties – The Company directly owns three types of properties in Silver Springs, NV, including 98 acres of industrial land, 160 acres of commercial land, both centrally located in Storey and Lyon Counties, Nevada, Silver Springs, just south of Virginia City, Nevada (referred to collectively herein the Silver Springs Regional Airport and a portfolio of water rights. The Company will begin marketing these assets for sale as the “Comstock Lode District”). Because of the Comstock Lode District's historical significance, the geology is well known both industrial and has been extensively studied. The volume of geologic data is significant, particularly commercial development as interest in the Lucerne and Dayton resource areas. We have completed extensive geological mapping, sampling and drilling on a limited portion of the Comstock Lode District's property, particularly the Lucerne and Dayton resource areas, in order to characterize the mineralized material.

We have performed metallurgical testing, mine planning and economic analysis, and have produced an SEC Regulation S-K Subpart 1300 (“S-K 1300”) compliant report for the Dayton resource area. We conducted extensive test mining operations from 2004 through 2006 and 2012 through 2016. Most of the remaining portion of the Comstock Mineral Estate is comprised of exploration stage properties that we intend to develop with our mining technologies. Silver Springs, NV continuously increased during 2023.

RECENT DEVELOPMENTS

Comstock had historically focused on natural resource exploration, development, and production, with an emphasis on mining gold and silver resources from its extensive contiguous property holdings in the historic Comstock and Silver City mining districts in Nevada (collectively, the “Comstock Mineral Estate”). Between 2012 and 2016, we mined and processed about 2.6 million tons of mineralized material from the Comstock Mineral Estate, producing 59,515 ounces of gold and 735,252 ounces of silver. We subsequently focused on diversification and during 2021 and 2022, we completed The Company, following a series of transactions strategic acquisitions, now primarily innovates and commercializes technologies that enable systemic decarbonization, by enabling the extraction and conversion of under-utilized natural resources into renewable energy products and other decarbonizing solutions. These acquisitions were designed to build on our competencies and reposition us to capitalize on the global transition to clean energy. Those transactions primarily included our acquisitions of 100% of Comstock Innovations, 100% of Comstock Engineering Corporation, 88.21% of LINICO Corporation, our acquisition of 48.19% of Quantum Generative Materials LLC, energy and our acquisition of the intellectual property portfolio from FLUX Photon Corporation. These transactions added the management, employees, facilities, intellectual properties, and other assets needed to transform our company and business into an emerging leader in the innovation and sustainable production of renewable energy, primarily by energy. The Company is currently commercializing two new all three of its lines of business, cellulose renewable fuels, renewable metals and electrification metals. Additional information on these transactions is provided sustainable mining and making strategic investments in Note 2, other decarbonizing technologies that either compliment or enhance the financial, natural and social decarbonizing impacts.

On December 19, 2023, Comstock, LINICO (the then 88.23% owned subsidiary), and AQMS entered into a stock redemption agreement pursuant to which AQMS sold and LINICO purchased, all of the remaining equity in LINICO in exchange for \$600,000, payable in twelve monthly installments of \$50,000. LINICO owns, among other assets, 35,662 Series Seed Preferred Shares in Green Li-ion and Comstock owns 100% of LINICO.

On November 11, 2023, GenMat, in which we have a minority interest, successfully launched GENMAT-1, its Hyperspectral Remote Sensing Imaging (HRSI) system to explore optimizing future mineral exploration for the Comstock Mineral Estate via their proprietary physics-based artificial intelligence and hyperspectral sensing technology. Acquisitions and Investments, to our Consolidated Financial Statements. GENMAT-1 was successfully

launched and manifested via Maverick Space Systems, an end-to-end satellite deployment and mission integration services company, aboard a SpaceX Falcon 9 Transporter rocket from Vandenberg Space Force Base in Lompoc, California. The hyperspectral data that GENMAT-1 obtains will ultimately be integrated with current and historical geological data to test and improve GenMat's geophysics-based machine learning models.

SUMMARY RESULTS OF OPERATIONS

Net loss income for the year ended December 31, 2022 December 31, 2023, increased \$22,154,639 \$57,264,511 to \$46,738,259 \$10,526,252 from a net loss of \$24,583,620 \$46,738,259 in 2021, 2022. The increase of \$22.2 million was \$57.3 million primarily resulted from higher gains on investments of \$25,027,565, and a gain on the result sale of a facility of \$7,304,570, decreased impairments, primarily on goodwill, and to a lesser extent intangibles and investments, totaling \$16,370,356 in 2022, decreased charges associated with the change in estimated fair value of the derivative investments of \$8,688,723 with a \$961,085 gain recorded in 2023 as compared to losses of \$7,727,638 in 2022, and lower research and development expense of \$905,827, higher operating expenses revenues of \$12.5 million, decrease in \$1,096,299, lower other income (expense), net \$3.5 million, including the impairment of goodwill \$422,245 primarily due to change in estimated fair value of equity securities and investments, and reduction lower depreciation and amortization expense of the \$5.7 million \$851,045; partially offset by higher selling, general and administration expenses of \$2,345,273, a prior year 2021 benefit from the deferred gain on sale of Daney Ranch of \$1,055,623 that did not recur and lower interest income tax benefit. of \$135,639.

Below we set forth a summary of comparative financial information for the years ended December 31, 2022 December 31, 2023 and 2021: 2022:

2023	2023	2022	Change
Revenue			



		2022	2021	Change
Revenue		\$ 178,150	\$ 862,165	\$ (684,015)
Cost of goods sold		—	272,082	(272,082)
Gross profit		178,150	590,083	(411,933)
Selling, general and administrative expenses				
Selling, general and administrative expenses				
Selling, general and administrative expenses	Selling, general and administrative expenses	10,243,353	5,546,767	4,696,586
Research and development	Research and development	7,023,132	414,751	6,608,381
Depreciation and amortization	Depreciation and amortization	3,328,570	1,034,486	2,294,084
Gain on sale of Daney Ranch	Gain on sale of Daney Ranch	(1,055,623)	—	(1,055,623)
Gain on sale of Facility (Note 9)				
Total operating expenses	Total operating expenses	19,539,432	6,996,004	12,543,428
Loss from operations	Loss from operations	(19,361,282)	(6,405,921)	(12,955,361)
Loss from operations				
Loss from operations				
Other Income (Expense)				
Other Income (Expense):				
Other Income (Expense):				
Other Income (Expense):				
Gain (loss) on investments				
Gain (loss) on investments				
Gain (loss) on investments	Gain (loss) on investments	7,310	(2,244,951)	2,252,261
Interest expense	Interest expense	(1,651,435)	(168,881)	(1,482,554)
Interest income	Interest income	387,608	1,017,947	(630,339)
Change in fair value of derivative instruments	Change in fair value of derivative instruments	(7,727,638)	(13,155,946)	5,428,308
Gain on conversion of debt				
Impairment of intangibles	Impairment of intangibles	(338,035)	(230,764)	(107,271)
Impairment of investment, net recovery		(2,204,715)	—	(2,204,715)

Impairment of investment and note receivable, net recovery				
Impairment of goodwill	Impairment of goodwill	(12,788,671)	(6,163,846)	(6,624,825)
Other income (expense)	Other income (expense)	(3,061,401)	(2,979,363)	(82,038)
Total other income (expense), net	Total other income (expense), net	(27,376,977)	(23,925,804)	(3,451,173)
Net loss before deferred income tax benefit		(46,738,259)	(30,331,725)	(16,406,534)
Deferred income tax benefit		—	5,748,105	(5,748,105)
Net loss		(46,738,259)	(24,583,620)	(22,154,639)
Net loss attributable to noncontrolling interest		789,515	—	789,515
Net loss attributable to Comstock Inc.		<u>\$ (45,948,744)</u>	<u>\$ (24,583,620)</u>	<u>\$ (21,365,124)</u>
Net income (loss)				
Net income (loss)				
Net income (loss)				
Net income (loss) attributable to noncontrolling interest				
Net income (loss) attributable to noncontrolling interest				
Net income (loss) attributable to noncontrolling interest				
Net income (loss) attributable to Comstock Inc.				
Net income (loss) attributable to Comstock Inc.				
Net income (loss) attributable to Comstock Inc.				

We had loss from operations of \$10,619,429 and \$1,801,595 per year for For the years ended December 31, 2022 December 31, 2023 and 2021, respectively, in our renewable energy segment. We 2022, we had loss the following (Loss) income from operations of \$346,115 and \$81,125 per year for the years ended December 31, 2022 and 2021, respectively, in our mining segment. We had loss from operations of \$8,395,738 and \$4,523,201 per year for the years ended December 31, 2022 and 2021, respectively, in our strategic and other investments segment.

We had total assets of \$12,524,408 and \$43,001,837 in our renewable energy segment at December 31, 2022 and 2021. We had total assets of \$8,322,920 and \$11,304,024 in our mining segment at December 31, 2022 and 2021. We had total assets of \$79,206,431 and \$72,648,771 in our strategic and other investments segment at December 31, 2022 and 2021. In 2022, the Company reestablished itself and its primary reporting by segment, as a renewable energy company, set forth in the summary table below. See Note 18, 19, Segment Reporting, to the Consolidated Financial Statements.

	2023	2022
Fuels	\$ (6,836,194)	\$ (7,928,025)
Metals	(1,855,549)	(1,180,300)
Mining	(1,284,753)	(346,115)
Strategic Investments	(3,176,886)	(1,843,510)
Corporate	548,945	(8,063,332)
(Loss) income from operations	<u>\$ (12,604,437)</u>	<u>\$ (19,361,282)</u>

For the years ended December 31, 2023 and 2022, we had total assets set forth in the summary table below. See Note 19, *Segment Reporting*, to the Consolidated Financial Statements.

	2023	2022
Fuels	\$ 7,257,580	\$ 8,101,196
Metals	11,797,921	10,618,187
Mining	25,003,871	25,563,028
Strategic Investments	57,082,301	60,536,258
Corporate	5,324,671	(4,764,910)
Total Assets	\$ 106,466,344	\$ 100,053,759

## COMPONENTS OF REVENUES AND EXPENSES

Our revenues are primarily derived from the sale of engineering and related services, revenue generated from our mining lease, and real estate revenues generated by from our investments, real estate. Our future costs of goods sold will primarily include allocable labor, materials and incidental expenses incurred in connection with our provision of services, revenue from anticipated services and solutions. Selling, general and administrative expenses consist of payroll, office expenses, insurance and professional fees for marketing, selling, legal, consulting, accounting and investor relations activities. Payroll, including employee benefits and incentive compensation, and benefits, are the largest single category of expenditures in selling, general and administrative expenses. Other income (expense) includes interest income, interest expenses income or expenses relating to equity income (losses) in affiliates, impairment losses of goodwill, investments and intangibles, change in fair value of derivative assets research and notes receivable, gain (loss) on investments and other non-operating items, development.

## RESULTS OF OPERATIONS

Year Ended December 31, 2022 December 31, 2023 Compared to Year Ended December 31, 2021 December 31, 2022

Revenues for the year ended December 31, 2022, decreased \$684,015 December 31, 2023 increased \$1,096,299 to \$1,274,449 in 2023 from \$178,150 in 2022, from \$862,165 in 2021, primarily due to engineering services revenue recognized in 2021 related to LINICO, which was an investment until a majority stake was acquired in higher rental fees and revenues from the fourth quarter 2021, when the Company then consolidated LINICO, Mackay Precious Metals Inc. ("Mackay") and ABTC leases of \$906,250 and \$237,473, respectively.

Revenue, costs of sales and gross profit in future periods will vary significantly depending on a number of factors, including the amount of renewable energy technology solutions that we license and sell, the market prices for those services, the extent to which we secure and collect reasonable royalties, the degree to which we can provide event-driven engineering services, and the costs associated with each component of the aforementioned revenues.

Selling, general and administrative expense for the year ended December 31, 2022 increased \$4,696,586 \$2,345,273 to \$12,588,626 in 2023 from \$10,243,353 in 2022, from \$5,546,767 in 2021, primarily due as a result of higher employee costs of \$1,554,287 attributed to higher legal salaries, executive incentive compensation, payroll administration costs, and professional higher marketing and investor relations expenses. Variance also attributed to higher mining related costs of \$731,157 associated with no relative reimbursements from Tonogold in 2023, higher board director fees of \$1.2 million related \$703,000, higher reclamation expense of \$658,367 attributed to increased corporate activities, acquisitions, financing the change in estimate for reclamation liabilities in 2022, higher other expense of \$418,907 including supplies, postage and other transactions, royalty expense, higher license and permits of \$212,346, and higher property taxes of \$211,699. The increase is partially offset by lower bad debt expense of \$1.2 million \$1,037,427 primarily attributed to the Tonogold accounts receivable impairment \$1.2 million increase in other costs, including payroll bonus accrual 2022, lower professional fees of \$920,738, and other lower stock-based compensation related to the 2021 acquisitions and \$0.4 million in higher insurance costs, and a \$0.3 million increase due to a change in the estimate for reclamation liabilities, expense of \$126,234.

Research and development expenses for the year ended December 31, 2022 increased \$6,608,381 December 31, 2023 decreased \$905,827 to \$6,117,305 in 2023 from \$7,023,132 in 2022, from \$414,751 in 2021. The increase primarily as a result of higher 2022 costs related to costs for the development of the two pilot-scale pilot scale systems one for both processing woody biomass into bio-intermediate materials biointermediates for low-carbon pulps, paper, cellulosic sugars and cellulosic renewable fuels and the other for crushing and separating and conditioning black mass derived from lithium-ion batteries and, to a lesser extent, increased salaries and other compensation, including bonus accruals of \$557,000 associated with these efforts, electrification products. These systems are being used to validate the processes and develop parameters for upscaling deploying and commercializing upscaling these renewable energy technologies. Our Comstock Innovations and Comstock Engineering subsidiaries, respectively, are leading the efforts for commercializing these technologies. The decrease was partially offset by higher employee costs attributed to executive incentive compensation.

Depreciation and amortization expense for the year ended December 31, 2022, increased \$2,294,084 December 31, 2023 decreased \$851,045 to \$2,477,525 in 2023 from \$3,328,570 in 2022, primarily from \$1,034,486 ceasing amortization on certain assets held for sale in 2021, primarily due to increased amortization from intangible and right of use assets acquired during 2021. 2023.

Gain in 2023, we recognized a gain on sale of the battery recycling facility of \$7,304,570. In 2022, we recognized a gain on sale of the Daney Ranch for the year ended December 31, 2022, was of \$1,055,623.

Gain on investments of \$7,310 \$25,034,875 in 2022, 2023, increased \$2,252,261 \$25,027,565 as compared to a loss small gain on investments in 2021 2022 of \$2,244,951. The 2022 \$7,310, resulting from a positive \$14,577,627 unrealized gain was due to an increase in associated with our Green Li-ion preferred share investment, a positive \$11,725,000 unrealized gain associated with our SSOF common share investment, and a realized gain of \$597,248 on the fair value actual sale of Tonogold common 1,500 Green Li-ion

preferred shares, during 2022, as compared to partially offset by a more significant decrease in realized loss of \$1,865,000 on the fair value sale of the Tonogold common shares during 2021.

#### ABTC stock.

Interest expense for the year ended December 31, 2022, increased by \$1,482,554 December 31, 2023 of \$1,646,724 was comparable to \$1,651,435 in 2022 from \$168,881 in 2021, primarily due to higher interest on the AQMS lease liability incurred in conjunction with the LINICO acquisition during the 2021 fourth quarter, higher AST lease liability commencing during the 2022 second quarter, and interest and related amortization of the original issue discount ("OID") on the GHF promissory note that originated during the 2021 fourth quarter. \$1,651,435.

Interest income for the year ended December 31, 2022, December 31, 2023 decreased by \$630,339 \$135,639 to \$251,969 in 2023, from \$387,608 in 2022, from \$1,017,947 in 2021, primarily as a result of the transaction that extinguished extinguishment of the \$6,650,000 Tonogold interest bearing note receivable in exchange for the 100% membership interest in Comstock LLC, the entity that owns the Lucerne mine properties and related permit, and the extinguishment of the MCU-P MCU Philippines Inc. ("MCU-P") note receivable that was exchanged for the MCU Mercury Clean Up LLC ("MCU") assets, both that are no longer accruing interest income. income for the year ended December 31, 2023.

The change in fair value of our derivative instruments changed by \$5,428,308, \$8,688,723, to a gain of \$961,085 in 2023 from a loss of \$7,727,638, in 2022 from a loss of \$13,155,946, as a result of a lower impact from the decrease an increase in the Company's share price and a settlement of the investment associated with LINICO, in connection with potential make-whole make whole obligations for minimum value commitments on the Company's common shares. The 2023 derivative gain was attributed to \$945,000 for the LINICO investment, \$710,672 for the GenMat investment and \$405,000 for the Haywood Property purchase, offset by a loss of \$1,099,587 on the derivative liability for the Ionic Note. The 2022 derivative loss primarily includes of \$7,727,638 was attributed to \$3,535,000 for the acquisition of LINICO, equity from the former founder, \$3,030,000 \$2,912,638 for GenMat and \$1,875,000 for the investment in Quantum Generative Materials LLC ("GenMat"), and \$1,875,000 Haywood Property, partially offset by a gain of \$595,000 for LP Biosciences.

Gain of \$129,705 on conversion of debt for the year ended December 31, 2023 are attributed to the Ionic Note debt conversions associated with the acquisition 9,636,924 of the Haywood Quarry, Company's common shares used for conversion for the year ended December 31, 2023.

Impairment of intangible assets for for the year ended December 31, 2022, changed December 31, 2023 decreased by \$107,271 \$338,035, due primarily to \$338,035 from an the impairment of \$230,764 in 2021, primarily from the \$338,035 impairment of Flux Photon Corporation ("FPC") intangible assets related as a result of continuing losses and inability to Flux Carbon. recover the investment. For the year ended December 31, 2023, no impairment losses or recoveries were recorded.

Impairment of investments and notes receivable, net of recoveries, for the year ended December 31, 2023 decreased by \$3,243,650. The \$230,764 impairment from 2021 decrease was primarily due to the 2022 impairment losses resulting from bad investments in MCU and MCU-P and note receivable in MCU-P, which were deemed unrecoverable as of other intangibles associated with March 31, 2022, resulting from a significant decline in forecasted cash flows from the full impairment of the MANA intangible asset MCU-P operations. The decrease was also attributed to \$595,000 related to the termination LPB investment prior to settlement in exchange for 3,500,000 of the LP Biosciences contract. Company's shares in 2022. For the year ended December 31, 2023, no impairment losses or recoveries were recorded.

Impairment of investments was \$2,204,715 in 2022 due to a \$2,455,333 impairment of the MCU and MCU-P investments which was offset by \$305,204 in cash and proceeds of MCU assets which were liquidated as well as a \$54,587 impairment of the investment in LPB. There was no comparable loss in 2021.

Impairment of goodwill for the year ended December 31, 2022, increased December 31, 2023 decreased by \$6,624,825 to \$12,788,671 primarily from the 2022 impairment goodwill impairments of \$10.6 million of goodwill from the acquisition of Comstock Innovations (formerly Plain Sight Innovations Innovations) and \$2.2 million from the impairment acquisition of Comstock Engineering (formerly Renewable Process Solutions as compared to Solutions), respectively. For the 2021 year ended December 31, 2023, no goodwill impairment of \$6.2 million losses were recorded.

Other income (expenses), net, for the impairment year ended December 31, 2023 were \$1,600,221, primarily consisting of goodwill losses from our equity method investments of \$1,715,689, substantially all of which was associated with the full impairment of the MANA goodwill related to the termination of the LP Biosciences contract. GenMat.

Other income (expenses), net, for the year ended December 31, 2022, were \$3,061,401 in 2022, \$2,022,466, primarily consisting of losses from our equity method investments of \$1.1 million, \$1.1 million, substantially all of which was associated with GenMat, a \$0.6 million decrease in the value of the Tonogold note receivable of \$0.6 million and an LPB settlement a \$0.3 million expense of \$0.3 million.

Other income (expenses), net, for the year ended December 31, 2021, were \$2,979,363, primarily consisting of loss from our equity method investments of \$2.0 million, \$1.1 million in expenses associated with our withdrawal from the LP Biosciences transaction and a decrease in the value of the Tonogold note receivable of \$0.4 million, partially offset by \$0.8 million of other income, primarily consisting of \$0.4 million from Tonogold amendment fees and \$0.4 million of LINICO dividend income. LLC ("LPB") settlement.

Deferred income tax benefit for the year ended December 31, 2021, was \$5,748,105, resulting from temporary differences between our accounting and tax treatment from our 2021 acquisitions. No deferred income tax benefit was recorded in for the years ended December 31, 2023 and 2022.

#### LIQUIDITY AND CAPITAL RESOURCES

Our financial position and liquidity is are based on our net sources of capital from financing as generally compared to our net uses of capital from investing activities and ultimately, our ability to generate provide or use cash flows from or in our operations. Our cash balances at December 31, 2022 December 31, 2023 and 2021 2022 were \$2,521,772 \$3,785,577 and \$5,912,188, \$2,521,772, respectively. The Company had current assets of \$30,767,613 \$23,183,139 and current liabilities of \$31,628,676, \$14,841,025, representing working capital deficit excess of \$861,063 \$8,342,114 at December 31, 2022 December 31, 2023.

The current liabilities include derivative liabilities of \$5.4 million for the contingent make-whole liabilities and \$2.4 million of accrued expenses and other liabilities, including \$1.3 million for incentive compensation and \$0.8 million for accrued payroll and related expenses.

Our primary source of liquidity during 2023 was cash from financing and investing activities. During the year ended December 31, 2023, we generated \$11,258,485 and \$3,630,541, respectively, in cash from our financing and investing activities and we used \$13,625,221 in cash in our operating activities. Our primary source of liquidity during 2022 was cash from financing activities. During the year ended December 31, 2022, we generated \$12,446,702 in cash from our financing activities and we used \$12,105,169 and \$3,731,949 in cash in our operating and investing activities, respectively. During the year ended December 31, 2021, we generated \$27,070,131 from our financing activities and we used \$7,492,402 and \$16,097,485 in cash from our operating and investing activities, respectively.

During 2023, we issued 15,356,808 common shares through equity issuance and private placement agreements, at an average price per share of \$0.43 corresponding to proceeds of \$6,650,380, net of cash issuance fees of \$249,620. During 2023, we also provided a net \$15,000,000 from the sale of the battery recycling facility (proceeds of \$27,000,000 from the sale of the Manufacturing Facility and used \$12,000,000 for the purchase of the Manufacturing Facility) and used \$10,020,000 for advances to SSOF and payments on commitments for investments associated with derivative instruments (that is, primarily for GenMat, LINICO and the Haywood Property) and \$1,819,065 for the purchase of property, plant and equipment, primarily associated with the our new solar panel recycling facility.

During 2022, we issued 20,666,674 common shares through equity issuance and private placement agreements at an average price per share of \$0.52 corresponding to and proceeds of \$10,488,180, net of cash issuance fees of \$298,000. During 2022, we also used \$2,825,000 for payments on commitments for investments associated with derivative instruments (that is, primarily for GenMat and to a lesser extent LINICO and the Haywood Property) and \$1,014,070 for the purchase of property, plant and equipment, primarily associated with for the electrification metal recycling pilot.

On December 27, 2023, the Company entered into a securities purchase agreement for an unsecured convertible promissory note (the "Kips Bay Note") with Kips Bay Select LP ("Kips Bay") with a principal amount of \$5,263,157, of which \$263,157 was an original issue discount. The full principal is due on March 27, 2025. Interest is payable monthly at a rate of 8% annually. On December 27, 2023, the Company received \$3.0 million and received the remaining \$2.0 million by January 27, 2024. The Kips Bay Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. The terms require the conversion option to be bifurcated as a derivative. As of December 31, 2023, the Company bifurcated the conversion feature was recorded as a derivative liability with a corresponding addition to debt discount of \$1,360,000 reflected in our consolidated balance sheet. The derivative was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the average price capped at \$1.00, discount rate of 35%, risk free rate of 4.54%, and volatility of 96.0%. During the year ended December 31, 2023, we recognized interest expense of \$16,822 which includes OID amortization of \$14,806 in connection with the Kips Bay Note.

During 2021, we On November 12, 2023, the Company entered into (the "Alvin Fund 2023 Note") with Alvin Fund with a principal amount of \$2,100,000, including a \$100,000 original issue discount. The Company also provided additional consideration in the form of warrants that allows the lender to purchase 1,000,000 shares at \$0.70 per share, which was recognized as a discount on the loan. The full principal is due on February 12, 2025. Interest is payable monthly at a rate of 8% annually. Prepayment is allowed in full or in part at any time without penalty. The loan is secured by the Company's non-mining assets. The warrants are exercisable for a period of two years commencing on November 12, 2023, and ending on November 12, 2025.

On February 13, 2023, the Company entered into an equity purchase agreement (the "2023 Leviston Sales Agreement") with Leviston to offer and sell registered shares of common stock at an aggregate offering price of up to \$5,000,000. As of December 31, 2023, the Company issued 9,220,123 Leviston 10,892,604 of registered common shares through equity issuance and private placement agreements for an aggregate sales price of \$5,000,000 at an average price per share of \$2.97 \$0.46, and the Company issued Leviston an additional 552,486 common shares at a fair value of \$200,000 in commitment fees. As of December 31, 2023, the 2023 Leviston Sales Agreement has no remaining capacity.

On December 16, 2022, the Company entered into a securities purchase agreement for an unsecured convertible promissory note (the "Ionic Note") with Ionic with a principal amount of \$3,150,000, of which \$2,975,000 was funded and \$175,000 was an original issue discount.

In 2023, the Company delivered 9,636,924 shares of common stock with a fair value of \$4,622,502 at an average conversion price per share of \$0.48 upon the conversion. The conversion terms required a measurement period of five days within which the number of shares initially converted are adjusted for changes in trading volume during the period. Under this provision, on April 6, 2023 and October 27, 2023, Ionic returned excess shares of 327,549 and 603,569, respectively, of the Company's common stock issued upon earlier conversions with a fair value of \$364,330.

The Ionic Note had a derivative liability balance of \$1,519,587 that was reversed upon conversion. The Company recorded a gain on the conversions of \$129,705. As of December 31, 2023, the Ionic Note was fully converted with no remaining obligation.

On October 25, 2022, the Company entered into (the "Alvin Fund 2022 Note") with Alvin Fund LLC with a principal amount of \$2,000,000. In consideration of the lender providing the financing, the Company issued \$250,000 in shares to the lender which was recognized as a discount on the loan. The full principal was due on October 25, 2023. Interest was payable monthly at a rate of 9% per annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all of the property commonly referred to as the Dayton properties. On September 30, 2023, the Company entered into an amendment to extend the maturity of the Alvin Fund 2022 Note to January 31, 2026, at an interest rate of 16%. The Company used the proceeds for a \$2.0 million payment toward the purchase of \$26,335,501, net of cash issuance fees of \$1,064,498, a battery recycling facility from LINICO.

On June 21, 2022, the Company entered into an equity purchase agreement (the "Purchase Agreement") with Tysadco Partners, LLC ("Tysadco") for the private placement of 3,076,923 common shares at a purchase price of \$0.65 per share. The Company paid \$140,000 in cash and delivered 57,143 common shares with a fair value of \$40,000 to the placement agent in connection with such sale. Such sale was exempt from registration pursuant to Section 4(a)(2) of the Securities Act.

The On June 21, 2022, the Company also entered into an agreement with Tysadco for the purchase of up to \$10,000,000 worth of shares of the Company's common stock from time to time, at the Company's option. Any shares offered and sold to Tysadco will be registered for resale pursuant to a registration statement on Form S-1 filed with U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933 (the "Securities Act"). Act. The Company also paid Tysadco a commission of 428,571 additional shares of common stock shares with a fair value of \$300,000 \$300,000.



For the year ended December 31, 2022, the Company issued 3,433,634 shares of common stock to Tysadco, in connection with such sale.

for an aggregate sales price of \$1,100,000 at an average price per share of \$0.32. For the year ended December 31, 2023, the Company issued 4,464,204 shares of common stock to Tysadco, for an aggregate sales price of \$1,900,000 at an average price per share of \$0.43. Sales of common stock, if any, under the Purchase Agreement are made at a 10% discount to the volume weighted average sales price of the common stock on the date that Tysadco receives such a capital call from the Company. As of December 31, 2023, the Purchase Agreement has \$7,000,000 remaining capacity, subject to certain limitations and contractual restrictions.

On April 12, 2022, the Company entered into an equity purchase agreement (the "Leviston 2022 Leviston Sales Agreement") with Leviston Resources LLC ("Leviston") for the purchase of up to \$10,000,000 worth of shares of the Company's common stock from time to time, at the Company's option, on terms deemed favorable to the Company. Any shares offered and sold are issued pursuant to the Company's shelf registration statement on Form S-3 and the related prospectus (File No. 333-263930) filed by the Company with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933 (the "Securities Act"). Act. Sales of common stock, if any, under the Purchase Agreement may be made in sales deemed to be "at-the-market" equity offerings as defined in Rule 415 promulgated under the Securities Act, at a discount of 10% to the volume weighted average sales price of the common stock on the date that Leviston receives a capital call from the Company. For consideration to enter into the 2022 Leviston Sales Agreement, the Company agreed to deliver additional shares of common stock to Leviston, for no additional consideration, on the first settlement date with respect to a put notice delivered by the Company. For the year ended December 31, 2022, we the Company issued to Leviston 13,156,117 common shares with an aggregate sales price of \$7,311,180, at an average price per share of \$0.64, and an additional 206,897 common shares at a fair value of \$300,000 in commitment fees. The Company issued 136,986 unregistered common shares with a fair value of \$200,000 in due diligence fees. As of December 31, 2022 December 31, 2023, the 2022 Leviston Sales Agreement has no remaining capacity and the facility was closed.

On December 16, 2022, the Company entered into a securities purchase agreement for an unsecured convertible promissory note ("Ionic 2022 Convertible Note") with Ionic Ventures, LLC. with a principal amount of \$3,150,000, of which \$2,975,000 was funded and \$175,000 was an original issue discount ("OID") and issued with a 5% OID. The full principal is due on March 16, 2024. Interest is payable monthly at a rate of 8% annually. The Company can redeem up to \$2,000,000 of the Convertible Note for cash 30-days following closing at 110% of the Face Value, plus accrued interest. The Ionic 2022 Convertible Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. The terms require the conversion option to be bifurcated as a derivative. As of December 31, 2022, the Company bifurcated the conversion feature and recorded a derivative liability of \$420,000 reflected in our consolidated balance sheet.

On October 25, 2022, we entered into a short-term promissory note ("Alvin Fund 2022 Note") with Alvin Fund LLC with a principal amount of \$2,000,000. In consideration of the lender providing the financing, the Company issued \$250,000 in shares to the lender. The full principal is due on October 25, 2023. Interest is payable monthly at a rate of 9% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all the property commonly referred to as the Dayton properties.

On December 15, 2021, we entered into a long-term promissory note ("GHF 2021 Note") with GHF, Inc. ("GHF") with a principal amount of \$5,000,000, of which \$4,550,000 was funded and \$450,000 was an original issue discount ("OID"). The full principal is due on December 15, 2024. Interest is payable monthly at a rate of 6% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all non-mining related assets of the Company, Silver Springs land and water rights, and the Daney Ranch, excluding the Lucerne and Dayton properties. The Company is required to prepay the promissory note with any net cash proceeds received in the sale of any collateral.

On March 4, 2021, we retired our existing unsecured promissory notes ("Promissory Notes") by paying the remaining principal balance of \$3.1 million plus earned OID of \$0.1 million.

We intend to fund our operations over the next twelve months from existing cash and cash equivalents, mining lease revenues, sales from our lignocellulosic and battery metal recycling technology and related engineering services, and planned sales of non-strategic assets and other investments, planned licensing, sales and profits from our cellulosic and battery metal recycling technology and related engineering services, and previously funded capital into our LINICO subsidiary and Quantum investment licensing. Based on these expected funding sources, management believes we will have sufficient funds to sustain our operations and meet our commitments under our investment agreements during the 12 months following the date of issuance of the consolidated financial statements included herein. While we have been successful in the past in obtaining the necessary capital to support our operations, including registered equity financings from our existing shelf and other registration statement, statements, non-registered equity placements, borrowings and various other means. There means, there is no assurance we will be able to obtain additional equity capital or other financing, if needed. We intend to fund our operations beyond the next twelve months from existing cash and cash equivalents, mining lease revenues, sales from our lignocellulosic and battery metal recycling technology and related engineering services, and planned sales of non-strategic assets and other investments, planned licensing, and borrowings and other various equity financing alternatives from our existing shelf and other registration statements.

Net cash used in operating activities for the year ended December 31, 2022 December 31, 2023 increased \$4,612,767 \$1,520,052 to \$13,625,221 in 2023 from \$12,105,169 in 2022 from \$7,492,402 primarily due to increases in 2021 primarily from an increase cash used for operating expenses discussed in Financial Condition and Results of \$13.0 million in operating costs. Operating.

Net cash used in provided by investing activities for the year ended December 31, 2022 December 31, 2023, decreased increased by \$12,365,536 \$7,362,490 to \$3,630,541 as compared to cash used of \$3,731,949 from \$16,097,485 in 2022, from 2021 almost solely primarily due to a \$15.5 proceeds from sale of the Manufacturing Facility of \$27.0 million, decrease in cash payments associated with our 2021 acquisitions, investments and advances, including \$6.0 million investment from proceeds on sale of ABTC shares paid for that Facility, and \$0.8 million for proceeds on sale of Green Li-ion investments, partially offset by \$12.0 million in LINICO, \$4.25 cash used for the purchase of the Manufacturing Facility, \$5.2 million for payments on contractual commitments our investment in GenMat, \$1.9 LINICO and the Haywood Property, \$2.0 million investment for SSOF advances, and \$0.8 million for the purchase of equipment and water rights, as compared to net cash provided in Plain Sight Innovations, the 2022 period primarily from \$1.5 million for proceeds on sale of Daney Ranch, \$0.9 million from proceeds from the sale of Tonogold shares, and \$3.3 \$0.8 million from proceeds from the Tonogold option agreement, partially offset by \$1.6 million in advances to SSOF during 2021. cash used for construction in progress.

Net cash provided by financing activities for the year ended December 31, 2022 December 31, 2023, decreased by \$14,623,429 \$1,188,217 to \$11,258,485 in 2023 from \$12,446,702 in 2022, from \$27,070,131 in 2021, primarily as a result of reduced lower net proceeds from the issuance of common stock of \$16.6 million, \$3.9 million and the



issuance convertible debentures reduced contributions of \$3.0 million, \$500,000 from AQMS for additional shares in LINICO in 2022; offset partially offset by reduced principal lower payments on debt for financial leases of \$3.1 million, and a reduction \$3.5 million due to sale of Facility in issuance of promissory notes of \$2.6 million. 2023.

Risks to our liquidity could result from future operating expenditures above management’s expectations, including but not limited to research and development, pre-development, exploration, selling, general and administrative, and investment related expenditures in excess of repayments of the advances to SSOF, and sale proceeds from our non-strategic assets and other investments, amounts to be raised from the issuance of equity under our existing shelf registration statement, declines in the market value of properties planned for sale, or declines in the share price of our common stock that would adversely affect our results of operations, financial condition and cash flows. If we were unable to obtain any necessary additional funds, this could have an immediate material adverse effect on liquidity and raise substantial doubt about our ability to continue as a going concern. In such case, we could be required to limit or discontinue certain business plans, activities or operations, reduce or delay certain capital expenditures or investments, or sell certain assets or businesses. There can be no assurance that we would be able to take any such actions on favorable terms, in a timely manner, or at all.

OUTLOOK

Our goal is to Accelerate the Commercialization of Decarbonizing Hard Technologies. We are pushing the boundaries of what is possible in technology and sustainability by leveraging our teams' unique skills, our diverse technology portfolio and our frontier research and development networks toward achieving breakthrough innovations that deliver meaningful positive impact across industries, economies and communities. The primary focus for 2023 2024 is commercialization. the commercialization of our businesses and the continuous innovation, development and engineering of technologies and solutions.

Technology Readiness

The Company's biorefining technologies are commercially ready and offer unprecedented growth-enabling performance for the Company's prospective customers. The Company Comstock Fuels is actively pursuing revenue producing joint development and licensing opportunities agreements representing future revenues from technical and engineering services, designed to identify, define and enable renewable fuel hub projects, including securing associated supply chain participants, performing preliminary and final engineering, facilitating commissioning, construction and operations with globally recognized current and developing renewable fuel producers. The Company's metals

Comstock Metals is also commercially ready and GenMat's generative AI solutions have made significant technological advancements has engineered and ordered its first commercial demonstration facility and permitted and deployed approximately \$2.3 million in capital expenditures for this facility, primarily in the past two years second half of 2023, and early 2024, with the 2023 goal of commercial readiness first followed by commercialization with commissioning and production commencing in early adopting customers.

Commercialization 2024.

Comstock's team has decades of diverse technology development and commercialization experience. The Company uses a disciplined approach to devising, qualifying, and elevating innovations from conception through increasing degrees of commercial readiness. The Company has adopted a widely used Technology Readiness Level ("TRL") measurement system for objectively assessing Comstock's progress, risks, investment qualifications, and commercial maturity.

There are nine readiness levels on the TRL scale, starting with TRL 1. Progression up the scale requires achievement of "SMART" milestones that are Specific, Measurable, Achievable, Relevant, and Timely. Proof of concept occurs at TRL 3. TRL 4 and 5 involve increasing degrees of process validation. TRL 6 is the first true demonstration of commercial readiness. TRL 7 and 8 involve various functional prototypes and pilots with increasing fidelity and sophistication. A TRL 9 technology is commercially mature and fully deployed. Depending on the technology and other applicable factors, revenue can commence at TRL 6 for early adopting and generally sophisticated commercial clients with continued development to TRL 7, 8, and 9.

Each of our lines of developing businesses have achieved sufficiency for certain aspects of their technology readiness enabling early adoption and commercialization efforts.

The following chart summarizes the recent change in TRL status, over the past year, and the objectives for 2023; 2024 objectives:

Line of Business	Technology	12/2021	12/2022	12/2023	12/2024 Goal
------------------	------------	---------	---------	---------	--------------

Cellulosic Lignocellulosic Fuels	Conversion of under-utilized woody biomass into renewable fuels at high yield	TRL 4	TRL 6	TRL 6	TRL 7
Artificial Intelligence	Generative AI that simulates new materials at exponentially increased speed	TRL 3	TRL 4	TRL 6	TRL 7
Metals	Scalable extraction of purified black mass concentrate metals from lithium-ion batterieselectrification products	TRL 2	TRL 5	TRL 6	TRL 7
Mining Technology	Dramatically reduced exploration costs with hyperspectral imaging and AI-based analytics	TRL 0	TRL 2	TRL 3	TRL 6

Comstock's SMART milestones and commercialization process involve meticulous planning that is informed by many factors, including the total addressable markets, their growth rates and the speed that the Company can initiate and increase revenue.

### Cellulosic Commercialization – Lines of Business

#### Comstock Fuels

Most current forms of renewable fuel draw from the same pool of conventional feedstocks, including corn and vegetable oils in the U.S., but the entire available supply of those feedstocks could only meet a small fraction of the rapidly growing demand for renewable fuels. Comstock's patented and patent-pending biorefining technologies unblock that constraint by converting abundant but underutilized lignocellulosic or "woody" biomass into biointermediates for refining drop-in and other renewable fuels.

The Company's objectives for 2023 2024 include:

- Executing one or more early adopter license Execute multiple, revenue generating commercial agreements and commencing for industry-scale joint development on commercial scale projects, for including prefeasibility, feasibility, engineering, commissioning, construction, operations, committed offtake, supply of feedstocks etc., with operationally experienced, technologically sophisticated and well capitalized customers; and
- Completion of full technical documentation Expand, integrate and engineering submittal packages.
- Completion of commission an independent lifecycle carbon analysis to prove the carbon emissions reduction benefits of the fuels produced with Comstock's known processes.
- Continuous operation of the integrated, continuous bio-intermediate production process at the Company's demonstration plant system, including cellulosic ethanol and HBO for sufficient time to achieve and broadly demonstrate TRL 7, in late 2024 or early 2025.

Each joint development project could result in millions of dollars of technical services and engineering revenues and ultimately, license agreement agreements for a commercial production facility will facilities that could each create 15 to 20 years of recurring royalty revenues.

#### Comstock Metals

End of life solar panels are one of the primary metals-based products that can cause a massive amount of pollution if simply allowed to be landfilled at the end of life with no recovery of any of the underlying metal values.

Comstock Metals objectives for 2024 include:

- Advancing the technology readiness for broader material recycling, prioritizing photovoltaics, to TRL 7;
- Commissioning the photovoltaic material recycling;
- Commencing production of the demonstration scale production facility;
- Expanding our existing revenue generating supply commitments; and
- Finalizing the design and site selection for our first few "industry-scale" facilities and commence permitting.

Comstock Metals has secured all permits for operating its demonstration scale production facility in Silver Springs, NV, with commissioning of operations commencing now, and once commissioned, begin ongoing production immediately thereafter.

#### Comstock Mining

The Company has amassed the single largest known repository of historical and current geological data within the Comstock mineral district, including extensive geophysical surveys, geological mapping, and drilling data, including the Dayton resource.

On June 30, 2023, the Company signed a Mineral Exploration and Mining Lease Agreement (the "Mining Lease") with Mackay. The Mining Lease provides a twenty-year term granting Mackay the rights to conduct exploration on certain of the Company's mineral properties in Storey County, Nevada. Mackay paid a lease initiation fee of \$1,250,000 and made their first two quarterly lease payments totaling \$875,000, with quarterly lease payments of \$375,000 due for the Company in addition next three and a half years, and then quarterly lease payments of \$250,000 thereafter. Mackay also committed to upfront fees for design expenditures of \$1,000,000 per year on a cumulative basis, and engineering, increasingly detailed technical reports after the first five, ten, and fifteen years. Mackay will reimburse carrying costs and pay a 1.5% NSR royalty from any future mine production.

**Artificial Intelligence** The Company's objectives for 2024 include:

- Receive cash proceeds of approximately \$2 million from mineral leases leveraging the northern district claims;
- Commercialize mineral development agreements that enable resource expansion of the central district claims;
- Develop with GenMat, AI-based exploration tools, using Comstock's extensive geologic data along with GENMAT-1's hyperspectral imaging solution to condition and develop the AI and ground-truth its predictions, and
- Complete the development and mine plans that enables the economic development of the southern district claims.

The Company's 2024 efforts will apply economic analysis to Comstock's existing gold and silver resources progressing toward full economic feasibility for the southern part of the district and the ultimate development of full mine and reclamation plans.

### Strategic Investments

Investment in artificial intelligence ("AI") GenMat

Investment in generative physics-based AI is a crucial component of Comstock's technology innovation strategy. Quantum Generative Materials LLC ("GenMat"), GenMat develops and commercializes cutting-edge proprietary generative artificial intelligence models for the discovery and manipulation of matter. GenMat is a company in which Comstock has a 48.19% investment interest. This includes generative AI models that can be employed today, for commercial use on GenMat's existing, high-performance computing platforms, well before quantum computers become mainstream. GenMat is a company in which Comstock has a minority investment interest.

GenMat's AI operates similarly to the large language models widely discussed in the media today, but instead of words and language, it uses atoms and molecules to generate physical systems and harness math and science to discover new materials in an exponentially shorter time than traditional methods allow. To put this into perspective, new material discovery typically takes many years and many millions of dollars. GenMat's AI will can simulate thousands of unique new materials in seconds.

GenMat's objectives for 2023/2024 include:

- Elevate new material simulation to TRL 6/7 by synthesizing and directly testing the AI's simulated materials ability to predict material properties to confirm the precision and accuracy of those simulations, simulations;
- Commercialize an enterprise-oriented API its space-based hyperspectral imaging sensor for mineral discovery applications; and other generative
- Commercialize physics-based AI solutions to early adopter enterprise clients for advanced materials simulation and synthesis.
- Launch and make operational a space-based hyperspectral imaging sensor for mineral discovery applications.

While the Company can't be precise about exactly when GenMat will initiate revenue, GenMat's technologies are maturing much faster than anticipated when the Company invested and at least one commercial agreement is likely in GenMat in 2021, 2024.

### Mining and Minerals Investment in Green Li-ion

Green Li-ion continues making meaningful progress in the development and deployment of its system that remanufactures critical precursor cathode active materials ("PCAM"). In 2023, LINICO received gross proceeds of approximately \$0.8 million from the sale of 1,500 Green Li-ion preferred shares (representing approximately 4% of the 37,162 Green Li-ion preferred shares owned by LINICO). The Company has amassed intends to sell the single largest known repository remaining 35,662 Green Li-ion preferred shares for potentially up to \$19 million more in 2024 proceeds, resulting in a total of historical and current geological data on the Comstock mineral district, including extensive geophysical surveys, geological mapping, sampling and drilling data and published updated SK-1300 technical reports on the Lucerne and Dayton resource areas. almost \$20 million from its original \$2.0 million investment.

The Company's objectives for 2023 include: Investments in others non-mining real estate, water rights and securities

- The Company directly owns land and water rights Publish preliminary economic assessments in Silver Springs, NV, that it will begin marketing for both the Lucerne sale and Dayton resource areas.
- Develop, anticipates selling these assets for over \$40 million in collaboration with GenMat, a next-generation geostatistical digital twin model of the Dayton resource area using the Company's existing geologic and geophysical data. net proceeds during 2024.

The Company's 2023 efforts will enhance Comstock's gold and silver resources progressing toward full economic feasibility.

### IMPACT OF NEW ACCOUNTING STANDARDS

## Metal Recycling

Resource scarcity and supply are generally information about the main drivers presented when discussing battery recycling. From a market perspective what impact of new accounting standards is often missed is that electric vehicle batteries are only one of many metals-based products that can cause a massive amount of pollution if simply landfilled at the end of life with no recovery included in Note 1 of the underlying metal values.

Comstock Metals objectives for 2023 include:

- Physically reposition and broaden the addressable market for commercialization of our metals recycling.
- Advancing the technology readiness for broader material recycling, including photovoltaics and more.

The Company will provide additional, specific objectives for Comstock Metals during the second quarter of 2023.

The Company has also made meaningful progress and expect to complete the monetization of up to \$30 million consolidated financial statements in sales of our non-strategic assets during 2023, while funding our business developments and limiting our focus to the objectives above. this Annual Report.

## CRITICAL ACCOUNTING ESTIMATES

The SEC has requested that all registrants address their most critical accounting policies. The SEC has indicated that a "critical accounting policy" is one which is both important to the representation of the registrant's financial condition and results and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We base our estimates on experience and on various other assumptions our management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results will differ and may differ materially from these estimates under different assumptions or conditions. Changes in accounting estimates could occur in the future from period to period. Our management has discussed the development and selection of our most critical financial estimates with the Audit and Finance Committee of our Board of Directors. The following summarizes our most critical accounting policies:

### Derivatives

We accounted for our convertible debt in accordance with ASC 815, *Derivatives and Hedging* as the conversion feature embedded in the convertible debentures could result in the note principal and related accrued interest being converted to a variable number of our common shares. The conversion feature on these debentures is variable and based on trailing market prices. It therefore contains an embedded derivative. The fair value of the conversion feature was calculated when the debentures were issued, and we recorded a note discount and derivative liability for the calculated value. We recognize interest expense for accretion of the note discount over the term of the note. The conversion liability is valued at the end of each reporting period and results in a gain or loss for the change in fair value. Due to the volatile nature of our stock, the change in the derivative liability and the resulting gain or loss will usually be material to our results.

### Determination of Fair Values

Management determines the fair value of a financial instrument based on the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value is calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities includes consideration of non-performance risk, including the party's own credit risk.

The Company applies For our fair value measurements, we utilize market prices, third-party valuation consultant, present value methods and standard option valuation models to determine the acquisition method price we would receive from the sale of accounting for business combinations to all acquisitions where an asset or the Company gains transfer of a controlling interest, regardless of whether consideration was exchanged. With respect to business combinations, liability in an orderly transaction at the Company (a) recognizes and measures the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; (b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and, (c) discloses the nature and financial effects of the business combination. Accounting for acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of measurement date. We measure the fair value of consideration transferred a group of financial assets and liabilities consistent with how a market participant would price the net acquisition-date fair values of the assets acquired and liabilities assumed. While the Company uses our best estimates and assumptions to accurately value assets acquired and liabilities assumed risk exposure at the acquisition date, the estimates inherently are uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets, including intangible assets acquired and liabilities assumed with corresponding offsets to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired and liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of operations. Deferred tax liabilities ("DTLs") created in business combinations for the difference between the historical carryover basis of assets for tax purposes and the stepped-up fair value basis for book purposes are recognized as an increase to goodwill.

All transactions in which goods or services are received for the issuance of shares of our common stock or options to purchase shares of our common stock are accounted for based on the fair value of the equity interest issued. The fair value of shares of common stock is determined based upon the closing price per share of our common stock on the date of issuance and other applicable inputs. The Company recognizes stock-based compensation for common stock grants evenly over the related vesting period. The fair value of market condition performance share awards is determined based on path-dependent valuation techniques and inputs including the closing price per share of our common stock at date of grant, volatility and the risk-free interest rate. The Company recognizes stock-based compensation for market condition performance share awards evenly over the derived service period resulting from the path-dependent valuation. The fair value of performance condition share awards is determined based on the closing price per share of our common stock at date of grant and the probability of achieving the performance condition during the term of the award agreement. The Company recognizes stock-based compensation for performance condition share awards evenly over the term of the award agreement. The Company recognizes forfeitures of unvested common stock, performance shares and stock option grants as they occur. date.

Impairment of Mineral Rights, Properties, Plant and Equipment, Goodwill, Intangible Assets, Notes Receivable and Investments

The Company assesses its mineral rights and properties, plant and equipment for possible impairment whenever events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Such indicators include changes in the Company's business plans, changes in precious metal prices and significant downward revisions of estimated mineralization quantities. If the carrying value of an asset exceeds the future undiscounted cash flows expected from the asset, an impairment charge is recorded for the excess of carrying value of the asset over its estimated fair value. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation and technology improvements on operating expenses, and the outlook for global or regional demand conditions for gold and silver. However, the impairment reviews and calculations are based on assumptions that are consistent with the Company's business plans and long-term investment decisions. Management does not believe there are impairments present in mineral rights and properties, plant, and equipment.

At the end of each reporting period, management considers whether impairment indicators exist to evaluate if a **debt investment security**, **notes receivable** or **loan payable** is impaired and, if so, record an impairment loss.

At the end of each reporting period, management reassesses whether an **investment accounted for under the equity method or an investment covered under the alternative method since the security is** without a readily determinable fair value, qualifies to be measured at cost less **impairment, consider impairment**. Management considers whether impairment indicators exist to evaluate if an equity investment security is impaired and, if so, record an impairment loss.

**Management** At the end of each reporting period, management reviews purchased intangible assets for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. We review indefinite-lived intangibles for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. We measure recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that the assets or asset group are expected to generate. When appropriate, management develops discounted cash flow projections of our projected revenue and net income for intangible assessments for the Fuels, Metals and Mining Segments. These GAAP-based undiscounted cash flow analysis are prepared by a third-party consultant and reviewed by management for reasonableness. If the carrying value of the assets or asset group are not recoverable, impairment is measured and recorded as the amount by which the carrying value exceeds its fair value.

Goodwill is tested for impairment at **Estimates of future cash flows used to test the reporting unit level on an annual basis, and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value**. Management performs its annual goodwill impairment tests as of October 1. For the year ended December 31, 2021, the Company performed its annual goodwill impairment tests as of December 31, 2021. The Company accelerated the annual goodwill impairment assessment date to October in order to provide a timelier assessment recoverability of our goodwill impairment analysis. The change intangible assets are based on management's best estimate of the revenues generated from planned projects and related costs expected to be incurred for our Fuels, Metals and Mining business segments. Such cost estimates include, where applicable recurring operating costs. Actual revenues and costs incurred in the assessment date did not affect the impairment charge for the year ended December 31, 2021. future periods could differ from amounts estimated.

#### *Reclamation and Remediation Obligations*

Reclamation costs are allocated to expense over the life of the related assets and are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation and remediation costs. Reclamation obligations are based on when the spending for an existing environmental disturbance will occur. We review, on at least an annual basis, the reclamation obligation at each mine site in accordance with guidance for accounting for asset retirement obligations. Reclamation obligations for inactive mines are accrued based on management's best estimate of the costs expected to be incurred at a site. Such cost estimates include, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines are reflected in earnings in the period an estimate is revised. Accounting for reclamation and remediation obligations requires management to make estimates unique to each mining operation of the future costs we will incur to complete the reclamation and remediation work required to comply with existing laws and regulations. Actual costs incurred in future periods could differ from amounts estimated. Additionally, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required. Any such increases in future costs could materially impact the amounts charged to earnings for reclamation and remediation.

#### *Income Taxes*

Our income tax expense and deferred tax assets and liabilities reflect management's best assessment of estimated future taxes to be paid. Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating our ability to recover our deferred tax assets, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In projecting future taxable income, we develop assumptions including the amount of future state, federal and foreign pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates that we are using to manage the underlying businesses. Valuation allowances are recorded as reserves against net deferred tax assets by the Company when it is determined that net deferred tax assets are not likely to be realized in the foreseeable future. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations. Income tax positions must meet a more-likely-than-not recognition threshold to be recognized.

## **ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### *Market Prices*

Changes in the market price of commodities, including precious metals, critical metals and oil and gas may significantly affect our profitability and cash flow. Metal prices fluctuate widely due to factors such as: demand, global mine production levels, supply chain constraints, investor sentiment, central bank reserves, global conflicts and the value of the U.S. dollar.

#### *Interest Rate Risk*

The interest rates on our existing long-term debt borrowings are fixed and as a result, interest due on borrowings are not impacted by changes in market-based interest rates.

## ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

	Page No
<a href="#">Report of Independent Registered Public Accounting Firm</a> (Assure CPA, LLP, Spokane, WA, PCAOB ID: 444)	<a href="#">F-1</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">F-3</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Changes in Stockholders' Equity</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">F-6</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-9</a>

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Comstock Inc.

#### Opinion on the Financial Statements

We have audited the accompanying balance sheets of Comstock Inc. ("the Company") as of **December 31, 2022**, **December 31, 2023** and **2021, 2022**, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of **December 31, 2022**, **December 31, 2023** and **2021, 2022**, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

#### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### Critical Audit Matter

The critical **Critical** audit **matter** communicated below is a **matter** **matters are matters** arising from the **current-period** **current period** audit of the consolidated financial statements that **was/were** communicated or required to be communicated to the audit committee and **that that**: (1) **relates relate** to accounts or disclosures that are material to the **consolidated** financial statements and (2) involved our especially challenging, subjective, or complex judgments. **The communication of We determined that there are no** critical audit **matters** does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. **matters.**

Impairment Assessments of Goodwill and Definite-lived Intangibles – Note 6 to the consolidated financial statements

#### Critical Audit Matter Description

The Company performs a goodwill impairment test at a reporting unit level on an annual basis on October 1 and whenever there are sufficient indicators that the carrying value of a reporting unit exceeds its fair value. The Company has one reporting unit with goodwill, the Cellulosic Fuels reporting unit. The Company performed a quantitative assessment on October 1, 2022 and determined that it was more likely than not that goodwill was impaired. The Company estimated the fair value of the Cellulosic Fuels reporting unit using discounted cash flow model analyses. The carrying amount of the Cellulosic Fuels reporting unit exceeded its fair value and the Company recorded a full goodwill impairment charge of \$12.8 million.



The Company also determined that factors existed indicating that definite-lived intangibles may be impaired. The Company calculated an estimate of future cash flows associated with the asset groups that included the definite-lived intangible assets. The future cash flows exceeded the asset groups' carrying value resulting in no impairment adjustment. The carrying value of definite-lived intangibles assets is \$17.7 million at December 31, 2022.

We identified the impairment assessment of the Company's goodwill and definite-lived intangibles as a critical audit matter because of the significant judgments made by management when developing cash flow projections and fair value measurements. This led to a high degree of auditor judgment and an increased extent of effort when performing audit procedures and evaluating audit evidence obtained relating to management's forecasts of future revenue and operating margin and determination of the discount rate used in the income approach for determining fair values.

How the Critical Audit Matter Was Addressed in the Audit

The primary procedures we performed to address this critical audit matter included:

- a. Evaluating the appropriateness of the method management used to estimate the fair value of the asset groups and reporting units.
- b. Evaluating the reasonableness of:
  - i. significant underlying assumptions through performing analyses to evaluate the potential effect of changes in the significant assumptions.
  - ii. projections for revenue and gross margins by evaluating whether these assumptions were consistent with management's business plan and industry data.
  - iii. discount rates and control premium by comparing to rates for companies in similar stages of development.
- c. Testing the completeness, accuracy, relevance, and consistency of underlying data used and mathematical calculations contained in the cash flow projections and fair value calculations.
- d. Assessing the competence, capabilities, and objectivity of the valuation specialist that management engaged to assist in the development of significant assumptions and to calculate the fair value./s/Assure CPA, LLC

We have served as the Company's auditor since 2020.

/s/Assure CPA, LLC

Spokane, Washington  
March 16, 2023

February 27, 2024

COMSTOCK INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
AS OF DECEMBER 31, 2022 2023 AND 2021 2022

	12/31/22	12/31/21
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2,521,772	\$ 5,912,188
Investments in equity securities	—	925,819
Notes receivable and advances, net - current portion	5,012,275	4,964,545
Derivative assets	—	342,000
Assets held for sale	21,684,865	—
Deposits, current portion	809,583	347,454
Prepaid expenses and other current assets	739,118	1,336,983
Total current assets	30,767,613	13,828,989
Investments	18,784,327	25,850,879
Mineral rights and properties	12,571,418	6,669,111
Properties, plant and equipment, net	13,474,094	14,563,672
Deposits	—	3,219,607
Reclamation bond deposit	2,727,815	2,695,944
Notes receivable and advances, net	959,318	8,853,841
Intangible assets, net	17,663,681	23,175,301
Goodwill	—	12,788,671
Finance lease - right of use asset, net	2,911,458	15,033,000
Other assets	194,035	275,617

Total noncurrent assets	69,286,146	113,125,643
<b>TOTAL ASSETS</b>	<b>\$ 100,053,759</b>	<b>\$ 126,954,632</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<i>Current Liabilities:</i>		
Accounts payable	\$ 714,077	\$ 633,223
Accrued expenses and other liabilities	1,719,597	939,443
Deposits	422,603	420,183
Derivative liabilities	14,545,800	8,873,162
Lease liability, held for sale	12,021,566	—
Finance lease - right of use lease liability	409,143	13,043,499
Debt, net - current portion	1,795,890	—
<b>Total current liabilities</b>	<b>31,628,676</b>	<b>23,909,510</b>
<i>Long-term Liabilities:</i>		
Reclamation liability	5,226,505	5,445,672
Finance lease - right of use lease liability, non-current portion	406,968	—
Debt, net - non-current portion	6,121,443	4,486,256
Other liabilities	306,708	142,672
<b>Total long-term liabilities</b>	<b>12,061,624</b>	<b>10,074,600</b>
<b>Total liabilities</b>	<b>43,690,300</b>	<b>33,984,110</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 11)</b>		
<i>Stockholders' Equity</i>		
Preferred Stock \$.000666 par value, 50,000,000 shares authorized, no shares outstanding	—	—
Common stock \$.000666 par value, 245,000,000 shares authorized, 91,442,018 and 71,207,832 shares issued and outstanding at December 31, 2022 and 2021, respectively	60,660	47,065
Treasury stock 2,605,323 and 3,000,000 shares, at cost, at December 31, 2022 and 2021, respectively	(3,360,867)	(3,870,000)
Additional paid-in capital	348,390,556	338,936,145
Accumulated deficit	(291,491,432)	(245,542,688)
<b>Total equity - Comstock Inc.</b>	<b>53,598,917</b>	<b>89,570,522</b>
Non-controlling interest	2,764,542	3,400,000
<b>Total stockholders' equity</b>	<b>56,363,459</b>	<b>92,970,522</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 100,053,759</b>	<b>\$ 126,954,632</b>

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>ASSETS</b>		
<i>Current Assets:</i>		
Cash and cash equivalents	\$ 3,785,577	\$ 2,521,772
Investments	18,912,985	—
Notes receivable and advances, net - current portion	—	4,990,000
Assets held for sale	—	21,684,865
Deposits - current portion	14,000	809,583
Prepaid expenses and other current assets	470,577	761,393
<b>Total current assets</b>	<b>23,183,139</b>	<b>30,767,613</b>
<i>Non-current Assets:</i>		

Investments	31,260,928	18,784,327
Mineral rights and properties	13,302,013	12,571,418
Properties, plant and equipment, net	15,204,030	13,474,094
Deposits	411,268	—
Reclamation bond deposit	2,850,518	2,727,815
Notes receivable and advances, net	980,291	959,318
Intangible assets, net	15,866,032	17,663,681
Finance lease - right of use asset, net	2,923,766	2,911,458
Other assets	484,359	194,035
Total noncurrent assets	83,283,205	69,286,146
TOTAL ASSETS	\$ 106,466,344	\$ 100,053,759

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

**COMSTOCK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS (Continued)**  
**AS OF DECEMBER 31, 2023 AND 2022**

	December 31, 2023	December 31, 2022
LIABILITIES AND STOCKHOLDERS' EQUITY		
<i>Current Liabilities:</i>		
Accounts payable	\$ 1,333,980	\$ 714,077
Accrued expenses and other liabilities	2,362,481	1,719,597
Deposits	410,100	422,603
Derivative liabilities	5,400,128	14,545,800
Lease liability, held for sale	—	12,021,566
Finance lease - right of use lease liability	838,676	409,143
Debt, net - current portion	4,495,660	1,795,890
Total current liabilities	14,841,025	31,628,676
<i>Long-term Liabilities:</i>		
Reclamation liability	5,606,681	5,226,505
Finance lease - right of use lease liability, non-current portion	—	406,968
Deferred revenue	1,156,250	—
Debt, net - non-current portion	5,355,062	6,121,443
Other liabilities	1,230,154	306,708
Total long-term liabilities	13,348,147	12,061,624
TOTAL LIABILITIES	28,189,172	43,690,300
COMMITMENTS AND CONTINGENCIES (Notes 12 and 20)		
<i>Stockholders' Equity</i>		
Preferred Stock \$.000666 par value, 50,000,000 shares authorized, no shares outstanding	—	—
Common stock \$.000666 par value, 245,000,000 shares authorized, 117,862,081 and 91,442,018 shares issued and outstanding at December 31, 2023 and 2022, respectively	78,405	60,660
Treasury stock 2,605,322 and 2,605,322 shares, at cost, at December 31, 2023 and 2022, respectively	(3,360,867)	(3,360,867)
Additional paid-in capital	363,889,245	348,390,556
Accumulated deficit	(282,329,611)	(291,491,432)
Total equity - Comstock Inc.	78,277,172	53,598,917
Non-controlling interest	—	2,764,542

Total stockholders' equity	78,277,172	56,363,459
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 106,466,344	\$ 100,053,759

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

**COMSTOCK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 2023 AND 2021 2022**

December 31, 2023		December 31, 2023		December 31, 2022	
Revenue					
		12/31/22	12/31/21		
Revenue	\$	178,150	\$	862,165	
Cost of goods sold		—		272,082	
Gross profit		178,150		590,083	
Operating expenses:					
Operating expenses:					
Operating expenses:	Operating expenses:				
Selling, general and administrative expenses	Selling, general and administrative expenses	10,243,353		5,546,767	
Research and development	Research and development	7,023,132		414,751	
Depreciation and amortization	Depreciation and amortization	3,328,570		1,034,486	
Gain on sale of Daney Ranch	Gain on sale of Daney Ranch	(1,055,623)		—	
Gain on sale of Facility (Note 9)					
Total operating expenses	Total operating expenses	19,539,432		6,996,004	
Loss from operations	Loss from operations	(19,361,282)		(6,405,921)	
Loss from operations					
Loss from operations					
Other Income (Expense)					
Other Income (Expense):					
Other Income (Expense):					
Other Income (Expense):					
Gain (loss) on investments	Gain (loss) on investments	7,310		(2,244,951)	
Interest expense	Interest expense	(1,651,435)		(168,881)	
Interest income	Interest income	387,608		1,017,947	

Change in fair value of derivative instruments	Change in fair value of derivative instruments	(7,727,638)	(13,155,946)
Gain on conversion of debt			
Impairment of intangibles	Impairment of intangibles	(338,035)	(230,764)
Impairment of investment, net recovery		(2,204,715)	—
Impairment of investment and note receivable, net recovery			
Impairment of goodwill	Impairment of goodwill	(12,788,671)	(6,163,846)
Other income (expense)	Other income (expense)	(3,061,401)	(2,979,363)
Total other income (expense), net	Total other income (expense), net	(27,376,977)	(23,925,804)
Net loss before deferred income tax benefit		(46,738,259)	(30,331,725)
Deferred income tax benefit		—	5,748,105
Net loss		(46,738,259)	(24,583,620)
Net loss attributable to noncontrolling interest		789,515	—
Net loss attributable to Comstock Inc.		\$ (45,948,744)	\$ (24,583,620)
Weighted average common shares outstanding, basic and diluted		74,458,028	50,417,979
<i>Earnings per Share - Basic and Diluted:</i>			
Net loss per share - basic and diluted		\$ (0.62)	\$ (0.49)
Net income (loss)			
Net income (loss)			
Net income (loss)			
Net income (loss) attributable to noncontrolling interest			
Net income (loss) attributable to noncontrolling interest			
Net income (loss) attributable to noncontrolling interest			
Net income (loss) attributable to Comstock Inc.			
Net income (loss) attributable to Comstock Inc.			
Net income (loss) attributable to Comstock Inc.			
<i>Earnings per Share - Basic:</i>			

Earnings per Share - Basic:
Earnings per Share - Basic:
Net income (loss) per share
- basic
Net income (loss) per share
- basic
Net income (loss) per share
- basic
Earnings per Share - Diluted:
Earnings per Share - Diluted:
Earnings per Share - Diluted:
Net income (loss) per share
- diluted
Net income (loss) per share
- diluted
Net income (loss) per share
- diluted
Weighted average common
shares outstanding, basic
Weighted average common
shares outstanding, basic
Weighted average common
shares outstanding, basic
Weighted
average
common
shares
outstanding,
diluted

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

COMSTOCK INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2022 2023 AND 2021 2022

								Common Stock	Additional Paid in Capital	Accumulated Deficit	Treasury Stock Amount	Non-Controlling Interest	Total
	Common Stock		Additional Capital	Accumulated Deficit	Treasury Stock	Non- Controlling							
	Paid in												
	Shares	Amount					Total						
BALANCE - December 31, 2020	34,980,766	\$22,937	\$252,715,337	\$(220,959,068)	\$	—	\$	—	\$31,779,206				
Issuance of common stock for cash	9,220,123	6,140	27,393,859	—	—	—	—	—	27,399,999				
Non-cash issuance of common stock	143,787	97	499,906	—	—	—	—	—	500,003				
Common stock issuance costs	—	—	(1,564,502)	—	—	—	—	—	(1,564,502)				
Employee and director share-based compensation	—	—	463,986	—	—	—	—	—	463,986				
Repurchase of employee stock options	—	—	(247,156)	—	—	—	—	—	(247,156)				
Investment in LINICO Corporation	6,500,000	4,329	14,003,833	—	(3,870,000)	3,400,000	—	—	13,538,162				
Acquisition of Renewable Process Solutions	1,000,000	666	2,304,140	—	—	—	—	—	2,304,806				



Investment in GenMat	3,000,000	1,998	10,528,002	—	—	—	10,530,000
Acquisition of MANA Corporation	4,200,000	2,797	6,525,656	—	—	—	6,528,453
Payment to Northern Comstock LLC for mineral rights	163,156	109	482,391	—	—	—	482,500
Acquisition of Plain Sight Innovations Corporation	8,500,000	5,661	14,947,145	—	—	—	14,952,806
Investment in LP Biosciences LLP	3,500,000	2,331	10,812,669	—	—	—	10,815,000
Warrants associated with debt	—	—	70,879	—	—	—	70,879
Net loss	—	—	—	(24,583,620)	—	—	(24,583,620)
BALANCE - December 31, 2021							
BALANCE - December 31, 2021							
BALANCE - December 31, 2021	BALANCE - December 31, 2021	71,207,832	\$47,065	\$338,936,145	\$(245,542,688)	\$(3,870,000)	\$3,400,000 \$92,970,522
Issuance of common stock							
Issuance of common stock							
Issuance of common stock	Issuance of common stock	20,666,674	13,765	10,772,415	—	—	— 10,786,180
Issuance of common stock for stock issuance costs	Issuance of common stock for stock issuance costs	829,597	553	839,447	—	—	— 840,000
Common stock issuance costs	Common stock issuance costs	—	—	(1,138,000)	—	—	— (1,138,000)
Common stock issued with note payable	Common stock issued with note payable	605,620	403	249,597	—	—	— 250,000
Common stock received and cancelled in connection with employee termination	Common stock received and cancelled in connection with employee termination	(720,000)	(480)	480	—	—	— —
Capital contribution to LINICO by Aqua Metals	Capital contribution to LINICO by Aqua Metals	—	—	176,695	—	—	323,305 500,000
Common stock received and cancelled in the rescission of the LPB transaction	Common stock received and cancelled in the rescission of the LPB transaction	(3,500,000)	(2,331)	(5,107,669)	—	—	— (5,110,000)

Employee and director share-based compensation	Employee and director share-based compensation	—	120	481,877	—	—	—	481,997
Repurchase of employee stock options	Repurchase of employee stock options	—	—	(12,195)	—	—	—	(12,195)
Exercise of employee stock options	Exercise of employee stock options	50,000	33	27,967	—	—	—	28,000
Issuance of common stock for Haywood lease	Issuance of common stock for Haywood lease	1,500,000	999	2,294,001	—	—	—	2,295,000
Warrants issued with note amendment	Warrants issued with note amendment	—	—	18,975	—	—	—	18,975
Payment to Northern Comstock LLC for mineral rights	Payment to Northern Comstock LLC for mineral rights	802,295	533	481,967	—	—	—	482,500
Sales of treasury stock (394,677 common shares)	Sales of treasury stock (394,677 common shares)	—	—	(269,056)	—	509,133	—	240,077
GHF warrant valuation	GHF warrant valuation	—	—	637,910	—	—	—	637,910
LINICO dividends earned by AQMS not distributed	LINICO dividends earned by AQMS not distributed	—	—	—	—	—	(169,248)	(169,248)
Net loss	Net loss	—	—	—	(45,948,744)	—	(789,515)	(46,738,259)
BALANCE - December 31, 2022	BALANCE - December 31, 2022	91,442,018	\$60,660	\$348,390,556	\$(291,491,432)	\$(3,360,867)	\$2,764,542	\$56,363,459
Issuance of common stock	Issuance of common stock							
Issuance of common stock	Issuance of common stock							
Issuance of common stock	Issuance of common stock							
Issuance of common stock for stock issuance costs	Issuance of common stock for stock issuance costs							
Common stock issuance costs	Common stock issuance costs							
Ionic Note equity conversion issuance	Ionic Note equity conversion issuance							

Issuance of  
common  
stock in lieu  
of payment of  
interest  
Warrants  
issued with  
note  
agreement  
Payment to  
Northern  
Comstock  
LLC for  
mineral rights  
Employee  
and director  
share-based  
compensation  
LINICO  
dividends  
earned by  
AQMS not  
distributed  
Dividend  
payable  
extinguished  
with  
acquisition of  
AQMS'  
interest in  
LINICO  
Acquisition of  
AQMS  
interest in  
LINICO  
LINICO  
distribution to  
AQMS  
Net income  
Net income  
Net income  
BALANCE -  
December  
31, 2023

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

COMSTOCK INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2022 2023 AND 2021 2022

	12/31/22	12/31/21		
December				
31, 2023			December 31, 2023	December 31, 2022

CASH FLOW FROM OPERATING ACTIVITIES	CASH FLOW FROM OPERATING ACTIVITIES			CASH FLOW FROM OPERATING ACTIVITIES
Net loss		\$(46,738,259)	\$(24,583,620)	
Adjustments to reconcile net loss to net cash used in operating activities:				
Net income (loss)				
Adjustments to reconcile net income (loss) to net cash used in operating activities:				Adjustments to reconcile net income (loss) to net cash used in operating activities:
Depreciation	Depreciation	617,809	522,728	
Amortization of finance leases	Amortization of finance leases	539,115	—	
Amortization of discount associated with finance leases	Amortization of discount associated with finance leases	829,924	—	
Amortization of debt discount and other debt-related items				
Amortization of intangibles	Amortization of intangibles	2,171,646	569,721	
Accretion (reduction) of reclamation liability	Accretion (reduction) of reclamation liability	(219,167)	(609,247)	
Accretion of discount on MCU Philippines, Inc. note receivable		(48,321)	(107,238)	
Amortization of debt discount and other debt-related items		492,962	(38,656)	
Employee and director share based compensation		481,997	463,986	
Gain on sale of Facility (Note 9)				
Gain on investments				
Gain on conversion of debt				
Gain on sale of Daney Ranch				

Change in fair value of Tonogold Resources, Inc. note receivable			
Employee and director share based compensation (recapture)			
Change in fair value of derivative instruments	Change in fair value of derivative instruments	7,727,638	13,155,946
Gain on sale of Daney Ranch	(1,055,623)		—
Loss on sale of equity securities	86,207		2,244,951
Gain on change in fair value of equity securities	(93,517)		—
Share of net loss (income) of equity-method investments	1,133,633		2,049,070
Loss on write-off of investments in MCU and MCU-P note receivable			
Loss on Pelen option			
Share of net loss of equity-method investments			
Impairment of goodwill	Impairment of goodwill	12,788,671	6,163,846
Write off of construction in process and deposits		1,586,481	—
Write-off of construction in process and deposits			
Impairment of MCU-P note receivable	Impairment of MCU-P note receivable	1,628,935	—
Loss on writeoff of investments in MCU and MCU-P		2,455,332	—
Impairment of Flux Photon intangibles	Impairment of Flux Photon intangibles	338,035	—
Loss on expiration of mineral property option		150,000	—
Writeoff of Tonogold reimbursement receivables		1,283,302	—

Write off LPB note receivable and deposit	—	576,258
Change in fair value of Tonogold Resources, Inc. note receivable	605,000	418,500
Impairment of LPB investment	54,587	230,764
Writedown of uncollectible receivable	—	300,000
Non-cash Tonogold reimbursements and fees	—	(2,175,000)
Deferred tax benefit	—	(5,748,105)

Write-off of Tonogold reimbursement receivables		
Write-off of expense related to Fenix prepaid interest expense paid with common stock		

Other	Other	(31,871)	—
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Prepaid expenses		37,063	(717,822)

Changes in operating assets and liabilities:	
Changes in operating assets and liabilities:	
Prepaid expenses and other current assets	
Prepaid expenses and other current assets	
Prepaid expenses and other current assets	

Deposits - assets	Deposits - assets	133,454	479,881
Other assets	Other assets	81,582	(85,817)
Accounts payable	Accounts payable	80,854	(707,004)
Accrued expenses, other liabilities and deposits		620,504	104,456

Accrued expenses and other liabilities	
Deferred revenue	

Deposits - liability	Deposits - liability	2,420	—
----------------------	----------------------	-------	---



Other liabilities	Other liabilities	154,438	—
Net cash used in operating activities	Net cash used in operating activities	(12,105,169)	(7,492,402)
CASH FLOW FROM INVESTING ACTIVITIES:	CASH FLOW FROM INVESTING ACTIVITIES:		
Payment of commitment for investment in Quantum Generative Materials LLC		(750,000)	(4,250,000)
CASH FLOW FROM INVESTING ACTIVITIES:			
Purchase of mineral rights and property, plant and equipment			
Proceeds received from the sale of the Manufacturing Facility (Note 9)			
Proceeds from sale of ABTC common shares			

December 31, 2023	December 31, 2023	December 31, 2022
Proceeds from sale of Green Li-ion preferred shares		
Purchase of Manufacturing Facility (Note 9)		
Payments on contractual commitments associated with derivatives		
Advances to Sierra Springs Opportunity Fund, Inc.		

Payment of commitment for investment in Quantum Generative Materials LLC		
Proceeds from Tonogold option agreement		
Proceeds from sale of Tonogold Resources, Inc. common shares		
Proceeds from sale of Daney Ranch		
	<b>12/31/22</b>	<b>12/31/21</b>
Investment in LINICO Corporation	—	(6,025,034)
Payments on contractual commitments associated with derivatives	(2,825,000)	—
Investment in Comstock Innovations Corporation (formerly Plain Sight Innovations)	—	(1,875,503)
Acquisition of intangible	(500,000)	—
Cash acquired from acquisitions	—	219,217
Proceeds from Mercury Clean Up, LLC derivative asset settlement	—	762,377
Proceeds from Tonogold option agreement	750,000	—
Proceeds from sale of equity securities	933,129	798,313
Proceeds from sale of Daney Ranch	1,500,000	—
Advances to Solid Carbon Products	—	(300,000)
Advance on Flux Photon Corporation asset acquisition	—	(350,000)
Advances to LP Biosciences LLC	—	(576,258)
Advances to Sierra Springs Opportunity Fund, Inc.	(55,000)	(3,285,000)
Investment in MCU	—	(820,000)
Legal fees on investments	—	(224,948)
Additions to construction in progress		

Additions to construction in progress			
Additions to construction in progress			
Acquisition of intangible asset			
Payments on Haywood land lease and acquisition	Payments on Haywood land lease and acquisition	(50,000)	—
Acquisition of property, plant and equipment		(1,014,070)	(78,467)
Additions to construction in progress		(1,625,972)	—
Payment for option to purchase additional membership interests in Pelen LLC	Payment for option to purchase additional membership interests in Pelen LLC	(100,000)	(100,000)
Other	Other	4,964	7,818
Net cash used in investing activities		(3,731,949)	(16,097,485)
Net cash provided by (used in) investing activities			
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal payments on debt		(710,000)	(3,568,214)
CASH FLOWS FROM FINANCING ACTIVITIES:			
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal payments on debt principal and financing leases			
LINICO distribution to AQMS			
Proceeds from the issuance of common stock	Proceeds from the issuance of common stock	10,786,180	27,399,999
Proceeds from sale of treasury stock	Proceeds from sale of treasury stock	240,077	—

Issuances of debt	Issuances of debt	4,975,000	4,550,000
Payments on finance leases		(3,062,360)	—
Capital contributed to LINICO from AQMS	Capital contributed to LINICO from AQMS	500,000	—
Common stock issuance costs	Common stock issuance costs	(298,000)	(1,064,498)
Proceeds from exercise of options		28,000	—
Repurchase of employee stock options		(12,195)	(247,156)
Other			
Net cash provided by financing activities	Net cash provided by financing activities	12,446,702	27,070,131
Net increase (decrease) in cash and cash equivalents	Net increase (decrease) in cash and cash equivalents	(3,390,416)	3,480,244
Net increase (decrease) in cash and cash equivalents			
Net increase (decrease) in cash and cash equivalents			
Cash and cash equivalents at beginning of year	Cash and cash equivalents at beginning of year	5,912,188	2,431,944
Cash and cash equivalents at end of year	Cash and cash equivalents at end of year	\$ 2,521,772	\$ 5,912,188

SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid for interest	\$	503,438	\$ 1,115,075
Cash paid for income taxes	\$	—	\$ —
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Haywood land lease and acquisition	\$	—	\$ 2,050,000
Issuance of common shares for Haywood land lease and acquisition	\$	—	\$ 245,000
Common stock received in the rescission of the LPB transaction	\$	—	\$ 5,110,000
Issuance of common shares for Northern Comstock LLC mineral rights payments	\$	482,500	\$ 482,500
Issuance of common shares for debt conversion and accrued interest	\$	4,258,172	\$ —
Shares of ABTC common stock received on sale of Facility	\$	9,365,000	\$ —
Return of shares of ABTC common stock in lieu of escrowed funds	\$	(1,500,000)	\$ —
Equipment acquired with payable	\$	699,630	\$ —
SSOF advances converted to equity investment	\$	6,985,000	\$ —
Shares payable for commitment fees	\$	150,000	\$ —
Note payable to AQMS for acquisition of AQMS' interest in LINICO	\$	566,327	\$ —

Issuance of common shares issued with note payable	\$	—	\$	250,000
Issuance of common stock for stock issuance costs	\$	350,000	\$	840,000
Warrants issued in connection with note agreement	\$	157,269	\$	656,885
Tonogold note receivable exchanged for option	\$	—	\$	6,650,000
Note receivable issued in sale of Daney Ranch property	\$	—	\$	941,091
Additions of finance leases obligations	\$	—	\$	839,439
Recognition of operating lease liability and right-of-use asset	\$	213,925	\$	—
Increase in finance lease asset and liability due to modification of lease terms	\$	—	\$	1,187,174
AQMS lease and other assets and liability reclassified to held for sale	\$	—	\$	21,684,865

#### SUPPLEMENTAL CASH FLOW INFORMATION:

Cash paid for interest	\$	1,115,075	\$	107,499
Cash paid for income taxes	\$	—	\$	—

#### NON-CASH INVESTING AND FINANCING ACTIVITIES:

##### Issuance of common stock for acquisitions:

Renewable Process Solutions, Inc.	\$	—	\$	2,304,806
MANA Corporation		—		6,528,453
LINICO		—		7,255,831
Plain Sight Innovations Corporation		—		14,952,806
Haywood land lease and acquisition		2,050,000		—

##### Issuance of common shares for investments:

LINICO Corporation		—		6,250,000
Quantum Generative Materials LLC		—		10,000,000
LP Biosciences LLC		—		4,173,000

##### Issuance of common shares for derivative assets:

LINICO Corporation		—		500,000
Quantum Generative Materials LLC		—		530,000
LP Biosciences LLC		—		6,642,000
Haywood land lease and acquisition		245,000		—

Common stock received in the rescission of the LPB transaction		5,110,000		—
Increase in Tonogold note receivable in exchange for non-cash reimbursements		—		1,812,500
Issuance of common shares for Northern Comstock LLC mineral rights payments		482,500		482,500
Issuance of common shares issued with note payable		250,000		—
Issuance of common shares for stock issuance costs		840,000		500,002
Warrants issued in connection with debt		656,885		—
Tonogold note receivable exchanged for option		6,650,000		—
Note receivable issued in sale of Daney Ranch property		941,091		—
Additions of finance leases obligations		839,439		—
Increase in finance lease asset and liability due to modification of lease terms		1,187,174		—
AQMS lease and other assets and liability reclassified to held for sale		21,684,865		—
Asset held for sale transferred to property, plant and equipment		—		6,328,338

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

## COMSTOCK INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### REFERENCES TO THE COMPANY

Unless context otherwise indicates, the terms *we*, *us*, *our*, *Comstock*, or the *Company* mean Comstock Inc., and its subsidiaries on a consolidated basis.

## DESCRIPTION OF THE BUSINESS

Comstock innovates and commercializes technologies that enable systemic decarbonization and circularity by efficiently converting under-utilized waste and renewable natural resources into fuels, metals and electrification supporting products that contribute to balancing global uses and emissions of carbon and enhance accelerate more efficient and effective mineral and material discoveries. Comstock plans on achieving financial, natural, and social gains by developing, enabling, and deploying a network of advanced carbon neutral extraction and refining facilities, commercializing complimentary process solutions and related services, and licensing selected technologies to strategic partners.

Our strategic plan is based on innovating and enabling material science solutions and using our technologies and the renewable energy that they enable to reduce reliance on long cycle fossil fuels, to shift to deploy and maximize throughput of short cycle fuels, and to lead and support the adoption and growth of a profitable, balanced, worldwide short cycle ecosystem ecosystems that continuously offsets, recycles, and contributes to neutralizing global offset, recycle, and/or neutralize carbon emissions by rapidly growing and replenishing vast quantities of feedstock for renewable circular fuels. We also make strategic and other investments, like our investment in Quantum Generative Materials LLC ("GenMat") that contribute to our mission of enabling systemic decarbonization and help to realize our vision of a net zero carbon world. emissions.

During 2021, 2022 and 2022, 2023, we completed a series of transactions that were designed to build on our competencies and position us and our technologies to address and capitalize on the global transition to clean energy. energy and to enhances our exploration and mineral discovery capabilities. Those transactions primarily included our acquisitions of intellectual property and resources through the 100% acquisition of Comstock Innovations Corporation, 100% of Comstock Engineering Corporation, 88.21% of FLUX Photon Corporation, and LINICO Corporation and our acquisition of 48.19% GenMat, and our acquisition of the intellectual property portfolio from FLUX Photon Corporation, minority investment interest in Quantum Generative Materials LLC ("GenMat"). Collectively, these transactions added the management, employees, facilities, intellectual properties, and other assets we needed to restructure our Company and business into an emerging leader in the innovation and sustainable production of renewable energy, including cellulosic lignocellulosic fuels, electrification metals and electrification metals. Additional information on these transactions is provided in Note 2, Acquisitions sustainable mineral discovery and Investments mining.

Comstock historically focused on natural resource exploration, development, and production, with an emphasis on developing and mining gold and silver resources from its extensive contiguous property holdings in the historic Comstock District in Nevada. We are currently focused, in conjunction with our investee GenMat, on developing technologies that enhance the efficacy and efficiency of mineral exploration and development activities, including advanced data collection capabilities, sensing and artificially intelligent interpretive and predictive technologies, while leveraging our extensive database of historical and current geologic data, for breakthrough mineral discovery.

## CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements herein are prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and include the accounts of Comstock Inc. and its wholly-owned wholly owned subsidiaries which include the following:

- Comstock Innovations Corporation since its acquisition in September 2021;
- Comstock Fuels Corporation ("Comstock Fuels" Fuels);
- Comstock Metals Corporation ("Comstock Metals" Metals), owner of 88.21% of LINICO;
- Comstock Mining LLC ("Comstock Mining");
- Comstock Innovations Corporation since its acquisition on December 30, 2021, fully included 100% in the consolidated financial statements; ("Comstock Innovations");
- Comstock Engineering Corporation (formerly Renewable Process Solutions, Inc.) ("Comstock Engineering" Engineering) since its acquisition in June 2021;
- Comstock IP Holdings LLC (formerly Plain Sight Innovations LLC) ("Comstock IP Holdings" IP), since its acquisition in September 2021;
- Comstock Exploration and Development LLC ("CED");
- Comstock Northern Exploration LLC ("CNE");
- Comstock Processing LLC ("CP");
- Comstock Royalty Holding LLC ("CRH" ("CRH");
- Comstock Real Estate, Inc. ("CRE" ("CRE");
- Comstock Industrial LLC ("CI");
- Downtown Silver Springs LLC ("DTSS");
- LINICO Corporation Inc. ("LINICO");
- MCU Philippines, Inc. ("MCU-P") since June 18, 2022; and
- MANA Corporation since its acquisition in July 2021. ("MANA").

All significant intercompany balances and transactions have been eliminated on a consolidated basis for reporting purposes.

## SEGMENT INFORMATION

We evaluate each operating segment to determine if it includes one or more components that constitute a business. If there are components within an operating segment that meet the definition of a business, we evaluate those components to determine if they must be aggregated into one or more operating segments. If applicable, when determining if it is appropriate to aggregate different operating segments, we determine if the segments are economically similar and, if so, the operating segments are aggregated. The chief operating decision maker ("CODM") over the segments is the Executive Management Committee. We have the following three five reporting segments: renewable energy, metals Fuels, Metals, Mining, Strategic Investments and mining, and strategic and corporate investments, Corporate. We organize and operate each segment as a distinct line of business.

### Fuels Segment



Our Fuels Segment develops and commercializes technologies that extract and convert wasted and unused lignocellulosic biomass into intermediates for refining into advanced renewable energy segment consists fuels. Most renewable fuels draw from the same pool of technology conventional fat, oil, and grease ("FOG") feedstocks, but the total existing FOG supply can only meet a small fraction of the global mobility demand.

We are currently evaluating several joint development solutions and systems based on our technologies, as well as feedstock and offtake agreements, licenses, engineering services, and direct investments. Our Fuels Segment is administered by our wholly owned subsidiary, Comstock Fuels Corporation, which will define and design solutions and license selected technologies to strategic partners, including long-term feedstock and offtake clients.

#### Metals Segment

Our Metals Segment recently secured sufficient supplier commitments and all of the necessary permits to begin commissioning our first photovoltaic recycling facility, and is expected to receive revenue in the form of tipping fees and to a lesser extent recycled metal sales from the processing of end-of-life photovoltaic materials. Our Metals Segment is administered by our wholly owned subsidiary, Comstock Metals Corporation, which has ordered and received all necessary components for its first commercial demonstration facility in Silver Springs, NV, and has applied for and received all required permits with production anticipated in early 2024.

#### Mining Segment

Our Mining Segment generated over \$1 million in revenue during 2023 and is expected to generate income in the form of leases, licenses, royalties, demonstration plants and equipment, related fees throughout 2024. Our Mining Segment is administered by our wholly owned subsidiary, Comstock Mining LLC, and various other subsidiaries that collectively own or control twelve square miles of properties of patented mining claims, unpatented mining claims and surface parcels in northern Nevada, including six and a half miles of continuous mineralized strike length (the "Comstock Mineral Estate"). We have two completed third-party S-K 1300 technical reports focused on just two relatively smaller subsets of our mineral estate. We plan on further enhancing that data with hyperspectral orbital imaging and physics-based AI solutions to provide advanced prospecting analytics and more efficient, effective and expedient mineral discovery.

#### Strategic Investments Segment

We own and manage several investments and projects that are strategic to our plans and ability to produce and maximize throughput in our Fuels, Metals and Mining Segments, that are held for the purpose of complimenting or enhancing our mission of enabling systemic decarbonization and creating value but that are not a component of such other segments or otherwise have distinct operating activities. Our Strategic Investments Segment includes minority equity investments in Quantum Generative Materials LLC (physics-based artificial intelligence), Green Li-ion Pte Limited (lithium ion battery recycling and cathode production), Sierra Springs Opportunity Fund (strategic direct investment in northern Nevada real estate), and other equity or equity-linked investments.

#### Corporate Segment

Our Corporate Segment includes our corporate functions and services, including research and development expenses. Our renewable energy segment will sell systems capable activities that are ongoing outside of producing biomass-derived carbon neutral ethanol, oil, gasoline, renewable diesel, sustainable aviation fuel, marine fuel, the business activities related to our Fuels, Metals, Mining and other renewable replacements for long cycle fossil derivatives, intermediates and precursors thereto, and derivatives thereof; lithium, graphite, nickel, cobalt, copper, aluminum, and other metals, and systems capable of producing derivative electrification products extracted from lithium ion batteries; an array of design, engineering, fabrication, procurement, and construction solutions; and, in all instances, the rights to selected technologies to qualified, third-party licensees in exchange for license and royalty fees, Strategic Investments Segments.

Our mining segment consists of mining, mine development, metal processing, and environmental and reclamation operations, related mineral properties, water rights, properties, plant and equipment, our minority investment in Pelen, and administrative expenses. Our mining segment will sell strategic metals, lease mineral properties, data, and analytics to qualified, third-party licensees in exchange for license and royalty fees.

Our strategic and other investments segment includes all other activities, including investments in non-mining real estate and our equity method investments, which will generate gains based on the extent to which we are successful in selling or otherwise monetizing invested assets for amounts which exceed our cost basis.

Each segment has a distinct cost structure with dedicated management personnel with reporting responsibility to the Company's senior management team. The Company accumulates discrete financial information for each segment, for review as distinct operating segments, using financial and other information rendered meaningful only by the fact that such information is presented and reviewed on a segment specific basis. Discrete financial information is available for each operating segment (See Note 18, 19, Segment Reporting).

#### BUSINESS COMBINATIONS

The Company applies the acquisition method of accounting for business combinations to all acquisitions where the Company gains a controlling interest, regardless of whether consideration was exchanged. With respect to business combinations, the Company (a) recognizes and measures the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; (b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and, (c) discloses the nature and financial effects of the business combination. Accounting for acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of the fair value of consideration transferred and the net acquisition-date fair values of the assets acquired and liabilities assumed. While the Company uses our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates inherently are uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets, including intangible assets acquired and liabilities assumed with corresponding offsets to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired and liabilities assumed, whichever comes first, any subsequent adjustments are

recorded to our consolidated statements of operations. Deferred tax liabilities ("DTLs") losses created in business combinations for the difference between the historical carryover basis of assets for tax purposes and the stepped-up fair value basis for book purposes are recognized as an increase to goodwill.

## ASSET ACQUISITIONS

The cost of a group of assets acquired in an asset acquisition includes the carrying amount of any previously held equity interest, the fair value of any noncontrolling interests, and the fair value of any consideration transferred at the date of acquisition. The cost is allocated to the individual assets acquired or liabilities assumed based on their relative fair values and goodwill is not recognized. If it is determined that the cost of the acquisition exceeds the fair value of the assets acquired, the difference is allocated pro rata on the basis of relative fair values to increase certain of the assets acquired. All identifiable assets, including intangible assets, are identified and recognized. DTLs Deferred tax losses created in asset acquisitions for the difference between the historical carryover basis for tax purposes and the stepped-up fair value basis for book purposes are calculated using a simultaneous equation under the gross up approach and recognized as an increase to the assets to which they relate.

## VARIABLE INTEREST ENTITIES

A variable interest entity ("VIE") refers to a legal business structure wherein in which an investor has a may have an influential or controlling interest despite not having a majority of voting rights, including when the entity invested in is thinly capitalized and its equity is not sufficient to fund its activities without additional subordinated financial support. An investor in a VIE has a controlling interest if the investor is determined to be the primary beneficiary of the VIE, defined as having the (i) power to direct the activities of the VIE that most significantly impact the VIE's economic performance, or (ii) obligation to absorb losses of the VIE that could potentially be significant to the VIE, or (iii) right to receive benefits from the VIE that could be significant to the VIE. The Company has investments in Quantum Generative Materials LLC ("GenMat") GenMat and Sierra Springs Opportunity Fund, Inc. ("SSOF"), that the Company has determined to be VIEs. The Company has also determined that the Company does not have a controlling interest in either of these companies, as the Company does not meet the definition of primary beneficiary cited above. Accordingly, the accounts of these companies are not included in our Consolidated Financial Statements.

## LIQUIDITY AND CAPITAL RESOURCES

The Consolidated Financial Statements are prepared on the going concern basis of accounting that assumes the realization of assets and the satisfaction of liabilities in the ordinary course of business. The Company has had recurring net losses from operations and had an accumulated deficit of \$291.5 million \$282.3 million at December 31, 2022 December 31, 2023. For the year ended December 31, 2022 December 31, 2023, the Company recognized a net loss income of \$46.7 million and \$10.5 million while cash and cash equivalents decreased increased by \$3.4 million \$1.3 million from \$5.9 million at December 31, 2021 to \$2.5 million at December 31, 2022 to \$3.8 million at December 31, 2023. The Company intends to fund our operations over the next twelve months from (i) existing cash and cash equivalents, (ii) lease revenues (iii) sales of engineering services and technology licenses, (iii) the repayment of advances from SSOF, and (iv) planned investment and other non-strategic asset sales. Based on these expected funding sources, management believes the Company will have sufficient funds to sustain our operations and meet our commitments under our contractual and investment agreements commitments during the 12 months following the date of issuance of the Consolidated Financial Statements included herein. While the Company has been successful in the past in obtaining the necessary capital to support our operations, including registered equity financings from our existing shelf registration statement, borrowings, asset sales and other means, there is no assurance the Company will be able to sell additional assets timely and/or obtain additional equity capital or other financing, if needed. Risks to our liquidity include future operating expenditures above management's expectations, including but not limited to exploration, pre-development, research and development, selling, general and administrative, investment related expenditures, which could be offset by the repayment of advances to SSOF, the sale of the Silver Springs Properties, proceeds from the sale of the LINICO facility and related equipment and amounts to be raised from the issuance of equity under our existing shelf registration statement. Declines in the share price of our common stock would also adversely affect our results of operations, financial condition and cash flows. flows and available liquidity. If the Company is unable to obtain any necessary additional funds, this could have an immediate material adverse effect on liquidity and raise substantial doubt about our ability to continue as a going concern. In such case, the Company could be required to limit or discontinue certain business plans, activities or operations, reduce or delay certain capital expenditures or investments,

or sell certain assets or businesses. There can be no assurance that the Company would be able to take any such actions on favorable terms, in a timely manner, or at all.

## USE OF ESTIMATES

In preparing GAAP preparation of our consolidated financial statements and related disclosures in accordance with GAAP, the Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and related income, costs, expenses, receipts and expenditures during the reported periods. Actual results could differ materially from those estimates. Estimates may pertain to:

- impairment of equity investments;
- discount rates on non-interest bearing notes receivable and lease liabilities;
- derivative assets and liabilities;
- the useful lives and valuation of properties, plant and equipment; equipment and mineral properties;
- carrying values of assets held for sale and mineral rights; sale;
- realization of net deferred tax assets;
- fair values of net assets acquired;
- useful lives of intangible assets;
- impairment of intangibles, notes receivable and goodwill; advances;
- reclamation liabilities;
- contingent liabilities;
- revenue contract progress toward completion;
- stock-based compensation;
- estimates for executive bonuses; and
- restricted stock.

## CASH AND CASH EQUIVALENTS

Cash and cash equivalents include bank deposits and highly liquid investments purchased with maturities of three months or less. Cash deposits with banks may exceed Federal Deposit Insurance Corporation insured limits.

## RECEIVABLES AND CREDIT CONCENTRATION

Accounts receivables are uncollateralized, non-interest-bearing customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. Accounts receivables are stated at the amount billed to the customer. Accounts receivable in excess of 90 days old are evaluated for delinquency. In addition, we consider historical bad debts and current economic trends in evaluating the allowance for doubtful accounts. Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the oldest unpaid invoices. Management reviews valuation allowances on a quarterly basis.

## NOTES RECEIVABLE

Notes receivable are collateralized, interest-bearing obligations and are classified as held for investment when we have the intent and ability to hold the note to maturity. At issuance, notes receivable are recorded at an amount that reasonably approximates their fair value, which is based on the present value of future cash flows discounted at the prevailing interest rate. Any difference between the face amount and fair value is recognized as a discount or premium and accounted for as an element of interest over the life of the note. When interest accrued under the interest method exceeds interest at the stated rate, the amount of periodic amortization recognized is limited to the amount at which the borrower could settle the obligation. Notes receivable held for investment are subsequently measured on an amortized cost basis.

## INVESTMENTS

### *Investments in Debt and Equity Securities*

From time to time, the Company holds investments in the form of debt securities and other instruments, and equity securities.

Investments in debt are classified as trading, available for sale or held to maturity. In certain cases, we elect to record the investment under the fair value option. Upon sale of a debt security, the realized gain or loss is recognized in current earnings. At the end of each reporting period, the Company considers whether impairment indicators exist to evaluate if a debt investment security or loan is impaired and, if so, record an impairment loss.

Investments in equity securities are generally measured at fair value. Gains and losses for equity securities resulting from changes in fair value are recognized in current earnings. If an equity security does not have a readily determinable fair value, the Company may elect to measure the security at its cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment in the same issuer. At the end of each reporting period, the Company reassesses whether an equity investment security without a readily determinable fair value qualifies to be measured at cost less impairment, consider whether impairment indicators exist to evaluate if an equity investment security is impaired and, if so, record an impairment loss. The Company evaluates and assesses if an orderly transaction occurs as defined under GAAP at each reporting period for our equity security investments. If an orderly transaction occurs with observable price changes, the Company adjusts the carrying value of the investment to the fair value with the change in fair value recorded in current earnings. (see Note 2, *Acquisitions and Investments*, and Note 13, 14, *Fair Value Measurements*).

### *Investments in Joint Ventures and Other Companies*

Investments in companies and joint ventures for which the Company has the ability to exercise significant influence, but do does not control, are accounted for under the equity method. Under the equity method of accounting, our share of the net earnings or losses of the investee are included in other income (expense) in the consolidated statements of operations. Upon investment, the Company assesses whether a step up in the basis of the investee's net assets has occurred and, if so, adjust adjusts our share of net earnings or losses by related depreciation and amortization expense. At the end of each reporting period, the Company considers whether impairment indicators exist to evaluate whether an equity method investment is impaired and, if so, record an impairment loss. Investments are accounted for on a one-quarter lag. As changes in ownership percentage of our investments occur, the Company assesses whether we can exercise significant influence and account for the investment under the equity method. If our ownership percentage of the company or venture in which we have an investment changes, we recognized recognize a gain or loss on the investment in the period of change. The Company assesses its equity method investments for impairment when events or circumstances suggest that the carrying amount of the investment may be impaired. The Company records an impairment charge in earnings when the decline in value below the carrying amount is determined to be other than temporary.

## INTANGIBLE ASSETS

Purchased intangible assets represent the estimated acquisition date fair value of acquired intangible assets used in our business. Intangible assets with definite lives are amortized over their estimated useful lives. We amortize definite-lived intangible assets on a straight-line basis, generally over periods ranging from one to ten years. Costs incurred to renew or extend the life of our intangible assets are capitalized.

We review purchased intangible assets for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. We review indefinite-lived intangibles for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. We measure recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that the assets or asset group are expected to generate. If the carrying value of the assets or asset group are not recoverable, impairment is measured and recorded as the amount by which the carrying value exceeds its fair value.

## GOODWILL

Goodwill represents the cost in excess of the consideration paid over the fair value of net assets acquired in a business combination. The Company allocates goodwill to reporting units based on the expected benefit from the business combination. The Company evaluates our reporting units periodically, as well as when changes in our operating segments occur. For changes in reporting units, the Company reassigns goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level on an annual basis, and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We assess our goodwill for impairment at least annually as of October 1, unless events or a change in circumstances indicate an earlier impairment. For the year ended December 31, 2021, the Company performed its annual goodwill impairment tests as of December 31, 2021. The Company changed the annual goodwill impairment assessment date to October in order to provide a timelier assessment of our goodwill impairment analysis. The change in the assessment date did not affect the impairment charge for the year ended December 31, 2021.

## FAIR VALUE MEASUREMENTS

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including the party's own credit risk. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

Level 1	quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active exchange-traded securities and exchange-based derivatives derivatives.
Level 2	inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges hedges.
Level 3	unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded, non-exchange-based derivatives and commingled investment funds, and are measured using present value pricing models models.

## DERIVATIVE INSTRUMENTS

Derivative instruments are recognized as either assets or liabilities on the consolidated balance sheets at fair value. The accounting for changes in the fair value of derivative instruments depends on their intended use. Changes in the fair value of derivative instruments are recorded in current earnings. The Company evaluates and accounts for embedded derivatives in its financial instruments based on three criteria that, if met, require bifurcation of embedded derivatives from their host instruments and accounting for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not required to be re-measured at fair value and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative financial instrument and is shown at its fair value at each balance sheet date and recorded as an asset or liability with the change in fair value recorded in current earnings.

**PROPERTIES.** The Company has derivatives that contain make whole provisions for our investments and asset acquisitions. All transactions in which goods or services are received for the issuance of shares of our common stock or options to purchase shares of our common stock are accounted for based on the fair value of the equity interest issued. The fair value of shares of common stock is determined based upon the closing price per share of our common stock on the date of issuance and other applicable inputs. The derivatives with make whole provisions are classified as a derivative financial instrument and is shown at its fair value at each balance sheet date and recorded as an asset or liability with the change in fair value recorded in current earnings.

## PROPERTY, PLANT AND EQUIPMENT

The Company records properties, plant and equipment at historical cost. The Company provides depreciation and amortization in amounts sufficient to match the cost of depreciable assets to operations over their estimated service lives or productive value. The Company capitalizes expenditures for improvements that significantly extend the useful life of an asset. We capitalize interest costs during the construction or upgrade of qualifying assets. Capitalized interest is recorded as a reduction to interest expense. When an asset is sold, the Company recognizes a gain (loss) on sale of the asset in the consolidated statements of operations based upon the proceeds received on the sale less the net carrying value of the asset. The Company charges expenditures for maintenance and repairs to operations when incurred. Depreciation is computed using the straight-line method over estimated useful lives as follows:

Building	7 to 15 years
Vehicles and equipment	3 to 7 years
Processing and laboratory	5 to 15 years
Furniture and fixtures	2 to 3 years

The Company reviews the carrying amount of our property, plant and equipment for impairment whenever there are negative indicators of impairment. An asset is considered impaired when estimated future undiscounted cash flows are less than the carrying amount of the asset. In the event the carrying amount of such asset is not considered recoverable, the asset is adjusted to its fair value. Fair value is generally determined based on discounted future cash flows.

## RECLAMATION LIABILITIES AND ASSET RETIREMENT OBLIGATIONS

Minimum standards for site reclamation and closure have been established for us by various government agencies and contractual obligations with lessors. Asset retirement obligations are recognized when an obligation is incurred, either through regulatory requirements in the jurisdictions in which we operate or by contractual obligation with one of our lessors, and recorded as liabilities when a reasonable estimate of fair value can be determined. An expected present value technique is used to estimate the fair value of the liability. This includes inflating the estimated costs in today's dollars using a reasonable inflation rate up to the date of expected retirement, and discounting the inflated costs using a credit-adjusted risk-free rate. Upon

initial recognition of the liability, the carrying amount of the related long-lived asset is increased by the same amount. The liability is accreted over time through periodic charges to earnings. In addition, the asset retirement cost is amortized over the life of the related asset.

Changes resulting from revisions to the timing or amount of the original estimate of undiscounted cash flows are recognized as either an increase or a decrease in the carrying amount of the liability for an asset retirement obligation and the related asset retirement cost capitalized as part of the carrying amount of the related long-lived asset. Upward revisions of the amount of undiscounted estimated cash flows are discounted using the current credit-adjusted risk-free rate. Downward revisions in the amount of undiscounted estimated cash flows are discounted using the credit-adjusted risk-free rate that existed when the original liability was recognized. The Company reviews, on an annual basis, unless otherwise deemed necessary, the asset retirement obligations. Separately, the Company accrues costs associated with environmental remediation obligations when it is probable that such costs will be incurred and they are reasonably estimable.

## MINERAL RIGHTS AND PROPERTIES

The Company capitalizes acquisition costs until the Company determines the economic viability of the property. Since the Company does not have proven and probable reserves as defined by **Securities and Exchange Commission ("SEC") the SEC** regulation S-K 1300, exploration expenditures are expensed as incurred. The Company expenses mineral lease costs and repair and maintenance costs as incurred. Upon commencement of production, the capitalized expenditures are depleted over proven and probable reserves using the units-of-production method. Where proven and probable reserves have not been established, such capitalized expenditures are depleted over the estimated production life using the straight-line method. The Company has not established proven or probable reserves of for any of its **project, projects**. The Company reviews the carrying value of our mineral rights and properties for impairment, including mineral rights upon the occurrence of events or changes in circumstances that indicate the related carrying amounts may not be recoverable. Our estimate of precious metal prices, mineralized materials, operating capital, and reclamation costs are subject to risks and uncertainties affecting the recoverability of our investment in all of our properties. Although the Company has made our best, most current estimate of these factors, it is possible that near term changes could adversely affect estimated net cash flows from our properties and mineral claims, and possibly require future asset impairment write-downs. Where estimates of future net operating cash flows are not available and where other conditions suggest impairment, the Company assesses recoverability of carrying value from other means, including net cash flows generated by the sale of the asset. The Company uses the units-of-production method to deplete the mineral rights and mining properties when in **operations, operation**.

## TREASURY STOCK

When the **Company's Company** acquires its own stock, it is initially valued at cost and presented as treasury stock. Other than formal or constructive retirement or when ultimate disposition has not yet been decided, the cost of the acquired stock is presented as treasury stock separately as a deduction from the total of **stockholder stockholders'** equity. Gains on sales of treasury stock not previously accounted for as constructively retired are credited to additional paid-in capital, and losses are charged to additional paid-in capital to the extent that previous net gains from sales or retirements of the same class of stock are included therein, with the remainder charged to accumulated deficit. When the Company's stock is retired or purchased for constructive retirement, any excess purchase price over par value is allocated between additional paid-in capital to the extent that previous net gains from sales or retirements are included therein, and the remainder to accumulated deficit.

## REVENUE RECOGNITION

### **Renewable Energy Segment Fuels and Metals Segments**

For the majority of our operations, services revenues are recognized when services are performed and are contractually billable. For service contracts, principally engineering and construction management service, we recognize revenue over a period of time based on estimated progress toward completion. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, we allocate the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract. Revenue recognized on service contracts that **has have** not been billed to clients is recorded as contract assets. Amounts billed to clients in excess of revenue recognized on service contracts to date are recorded as contract liabilities. Customer payments are typically due within 30 to 45 days of billing, depending on the contract.

### **Mining Segment**

The Company has no contracts with customers as it does not have active mining operations. **When Consideration received by the Company resumes active mining operations pursuant to joint ventures or mineral lease agreements is applied against the carrying value of the related mineral interest. When and has revenue, it will account for revenue from contracts with customers by evaluating if payments received exceed the following five steps: (1) identify carrying value, the contract with the customer; (2) identify the performance obligation in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) performance obligations are satisfied.**

**Real estate revenue excess amount** is recognized **when rental income is earned under as revenue ratably over the term of the related leasing agreements, agreement.**

### **Strategic and Other Investments Segment**

We generate rental revenues from tenants via long-term lease contracts in various forms, including lease and sublease agreements. Providing access to the leased land and facilities and performing specified repair and maintenance services over the length of the tenant contract term represent our performance obligations under our tenant contracts.

Tenant rental payments are typically due monthly or quarterly, depending on the contract.

## RESEARCH AND DEVELOPMENT

Research and development expenses include cost Costs associated with the research and development of our commercial demonstration scale battery electrification product recycling facility plant and equipment for our renewable energy products. Such costs products are included in generally recognized as expenses. Research and development expenses are capitalized only for those expenditures on materials, equipment and facilities that are acquired or constructed for research and development expense until the point that the products are placed in service, activities and have an alternative future use. Once our assets such expenditures are placed in service, such these costs are capitalized and depreciated to depreciation expense over the estimated lives of the products.

## STOCK-BASED COMPENSATION

All transactions in which goods or services are received for the issuance of shares of our common stock or options to purchase shares of our common stock are accounted for based on the fair value of the equity interest issued. The fair value of shares of common stock is determined based upon the closing price per share of our common stock on the date of issuance and other applicable inputs. The Company recognizes stock-based compensation for common stock grants evenly over the related vesting period. The fair value of market condition performance share awards is determined based on path-dependent valuation techniques and inputs including the closing price per share of our common stock at date of grant, volatility and the risk-free interest rate. The Company recognizes stock-based compensation for market condition performance share awards evenly over the derived service period resulting from the path-dependent valuation. The fair value of performance condition share awards is determined based on the closing price per share of our common stock at date of grant and the probability of achieving the performance condition during the term of the award agreement. The probability of achievement is re-assessed each period end and stock-based compensation is **trued-up adjusted** accordingly. The Company recognizes stock-based compensation for performance condition share awards evenly over the term of the award agreement. The Company recognizes forfeitures of unvested common stock, performance shares and stock option grants as they occur.

## RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the **2022 2023** financial statement presentation. Reclassifications had no effect on net income (loss), **stockholders' equity, or** cash flows, **or stockholders' equity**, as previously reported.

## INCOME TAXES

The Company's income tax expense and deferred tax assets and liabilities reflect management's best assessment of estimated future taxes to be paid or refunded. Significant judgments and estimates are required in determining the consolidated income tax expense. Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating the Company's ability to recover its deferred tax assets, management considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In projecting future taxable income, the Company develops assumptions including the amount of future state and federal pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and the assumptions are consistent with the plans and estimates that the Company is using to manage its underlying businesses. The Company provides a valuation allowance for deferred tax assets that the Company does not consider more likely (than not) to be realized. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense. The Company evaluates its tax positions taken or expected to be taken in the course of preparing its tax returns to determine whether the tax positions will more likely than not be sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are not recorded as a tax benefit or expense in the current year. No reserve for uncertain tax positions has been recorded.

## INCOME (LOSS) PER COMMON SHARE

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding. Dilutive income (loss) per share includes any additional dilution from common stock equivalents, such as stock options, warrants, and convertible instruments, if the impact is not antidilutive.

## RELATED PARTIES AND TRANSACTIONS

The Company identifies related parties and discloses related party transactions. Parties, which can be entities or individuals, are considered to be related if either party has the ability, directly or indirectly, to control or exercise significant influence over the Company in making financial and operational decisions. Entities and individuals are also considered to be related if they are subject to **the** common control or significant influence of the Company.

## LEASES

The Company determines if a contract is or contains a lease at its inception and evaluates if a contract gives the right to obtain substantially all of the economic benefits from use of an identified asset and the right to direct the use of the asset, in order to determine if a contract contained a lease. The Company **has two existing lease contracts one classified as an operating lease contract and one finance lease. For these leases, the Company** recognized a right-of-use asset and a corresponding lease liability on its consolidated balance sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent obligations by the Company to make lease payments which arise from a lease. Lease right-of-use assets and **lease** liabilities are recognized at the inception date based on the present value of lease payments over the lease term. As the Company's lease contracts do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the inception date in order to determine the present value of lease payments. For operating leases, fixed lease payments are recognized as lease expense on a straight-line basis over the lease term. For finance leases, the initial right-of-use asset is depreciated on a straight-line basis over the lease term, along with recognition of interest expense associated with accretion of the lease liability, which is ultimately reduced by the related fixed payments. For sales-type or direct financing leases in which the Company is the lessor, the Company recognizes lease payments as rental income and the property is classified on the consolidated balance sheet as assets held for use in property, plant and equipment during the term of the lease. If the lessee exercises the option to purchase the asset, the Company terminates the lease and the underlying assets are derecognized. For leases with a term of 12 months or less, lease payments are recognized on a straight-line basis over the lease term and are not recognized on the consolidated balance sheets.



## RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In August 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-06 Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. The new guidance addresses issues identified as a result of the complexity associated with applying generally accepted accounting principles for certain financial instruments with characteristics of liabilities and equity. We adopted this guidance on January 1, 2022, and did not have a material impact on our consolidated financial statements.

In June 2022, the FASB Financial Accounting Standards Board ("FASB") issued ASU Accounting Standards Update ("ASU") 2022-03 (Topic 820) Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions. The new guidance clarifies a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value, and an entity cannot, as a separate unit of account, recognize and measure a contractual sale restriction. The amendments require certain disclosures for equity securities subject to contractual sale restrictions, including the fair value of equity securities subject to contractual sale restrictions reflected in the balance sheet, the nature and remaining duration of the restriction, and the circumstances that could cause a lapse in the restriction. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. We adopted this new guidance on January 1, 2024 and do not expect a material impact to our financial position or results of operations.

In August 2023, the FASB issued ASU 2023-05 Business Combinations - Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement. The new guidance addresses the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. The objectives of the amendments are to (1) provide decision useful information to investors and other allocators of capital in a joint venture's financial statements and (2) reduce diversity in practice. The guidance is applied prospectively and effective for all newly formed joint venture entities with a formation date on or after January 1, 2025, with early adoption permitted. The Company is currently evaluating the impact of this guidance on our consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07 (Topic 280) Improvements to Reportable Segment Disclosures. The new guidance requires disclosure of significant segment expenses that are (1) regularly provided to or easily computed from information regularly provided to the chief operating decision maker and (2) included in the reported measure of segment profit or loss. The new standard also allows companies to disclose multiple measures of segment profit or loss if those measures are used to assess performance and allocate resources. The guidance is effective for fiscal years beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted and retrospective adoption is required unless impracticable. The Company is currently evaluating the impact of this disclosure guidance on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09 (Topic 740) Improvements to Income Tax Disclosures. The new guidance requires additional disclosures of disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for annual periods beginning after December 15, 2024. The guidance should be applied on a prospective basis with the option to apply the standard retrospectively. The Company is currently evaluating the impact of this disclosure guidance on our consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

## NOTE 2 ACQUISITIONS AND INVESTMENTS

### Acquisition of Assets in LINICO Corporation

On February 15, 2021, the Company, Aqua Metals, Inc. ("AQMS") and LINICO entered into a Series A Preferred Stock Purchase Agreement ("February Agreement"). The chief financial officer of AQMS is also a member of the Company's Board of Directors.

Pursuant to the February Agreement, we purchased 6,250 shares of LINICO Series A 8% Convertible Preferred Stock ("Series A Preferred") and issued 3,000,000 shares of our restricted common stock with a fair value of \$6,750,000 in payment of the purchase price; \$6,250,000 of which was in connection with our investment and \$500,000 of which was recognized as a related derivative asset. The Series A Preferred has a conversion price of \$1.25 per share of LINICO common stock. Following the purchase of the Series A Preferred, we owned 48.78% of LINICO outstanding capital stock (on an as-converted basis) and voting shares. Our chief executive officer is a member and Executive Chairman of the LINICO Board of Directors.

Under the February Agreement, we also agreed to make \$4,500,000 in cash payments to LINICO ("Cash Commitment"), payable in a series of installments between February 26, 2021 and December 31, 2022, \$2,743,162 of which was recognized as a related derivative asset. At December 30, 2021, \$4,500,000 had been paid, and recorded as adjustment to the derivative asset related to LINICO on the consolidated balance sheets. We incurred \$70,273 of legal expense in connection with the LINICO investment and recognized \$1,282,336 in equity loss from affiliates for our investment in LINICO prior to December 30, 2021. There was no loss from affiliates for our investment in LINICO recognized during the year ended December 31, 2022 due to the December 30, 2021 acquisition.

On December 30, 2021, the Company entered into an agreement to acquire 3,129,081 LINICO common shares from its former chief executive officer and director which resulted in the Company owning approximately 90% of the capital stock of LINICO when combined with the Company's capital stock ownership prior to December 31, 2021. The former chief executive officer resigned from LINICO as a member of its board of directors and in all other capacities, effective as of such date.

In connection with the acquisition of such LINICO shares, the Company issued 3,500,000 common shares of the Company ("Comstock Shares") to the former chief executive officer. If and to the extent that the sale of the Comstock Shares results in net proceeds greater than \$7,258,162, then the former chief executive officer is required to pay all of such excess proceeds to the Company. If and to the extent that the sale of the Comstock Shares results in net proceeds less than \$7,258,162, then the Company is required to pay cash to the former chief executive officer equal to such shortfall. The Company retained the right to purchase the Comstock Shares from the former chief executive officer for the purchase price

of \$7,258,162 less the amount of cash proceeds received by the former chief executive officer from any previous sale of the Comstock Shares by the former chief executive officer, at any time during or prior to his sale of the Comstock Shares of which was recognized as a related derivative liability.

The LINICO purchase price consideration and allocation to net assets acquired is presented below:

<b>Fair value of consideration transferred:</b>		
Previously held equity interest	\$	8,140,725
Cash contributions		6,025,034
Common shares		7,258,162
Non-controlling interest - fair value		3,400,000
Total fair value of consideration and non-controlling interest	\$	24,823,921
<b>Recognized amounts of identifiable assets acquired and liabilities assumed:</b>		
Cash and cash equivalents	\$	94,689
Other current assets		222,568
Investment in Green Li-ion		4,577,000
Investment in equity securities (Comstock common stock)		3,870,000
Properties, plant and equipment, net		64,000
Deposits		3,897,526
Finance lease right of use asset		15,033,000
Intangible assets		
Developed technologies		11,803,000
Lease intangible		3,622,488
Trademarks		6,000
Accounts payable		(975,357)
Accrued expenses and other liabilities		(97,268)
Finance lease liability		(13,043,499)
Deferred tax liability		(4,250,226)
Total identifiable net assets	\$	24,823,921

On October 5, 2022, the Company amended the agreement to postpone the time period in which the former chief executive officer is allowed to commence selling the Comstock Shares, providing the Company makes certain minimum cash payments to minimize the cash payment that the Company might be required to make to true up the obligation at the completion of the sale of the Comstock Shares. Under the agreement, the former employee agrees to not sell the Company's shares until April 1, 2023 and ending on September 30, 2023. The Company has made cash payments of \$225,000 which were recorded as adjustment to the derivative asset related to LINICO on the consolidated balance sheets as of December 31, 2022.

As of the year ended December 31, 2022, the Company and AQMS made additional investments in LINICO of \$1,140,000 \$500,000, respectively, and as a result, as of December 31, 2022, we own 88.21% of LINICO's issued and outstanding equity and the remaining 11.79% is owned by AQMS.

#### *Acquisition of Comstock Engineering Corporation (F/K/A Renewable Process Solutions, Inc.)*

On June 18, 2021, we acquired 100% of the issued and outstanding equity and voting shares of Comstock Engineering Corporation, a process engineering and renewable technology development company with extensive knowledge and experience in renewable fuels, in exchange for 1,000,000 restricted shares of our common stock, with a fair value of \$2,304,806.

The purchase price consideration and allocation to net assets acquired is presented below:

<b>Fair value of consideration transferred:</b>		
Comstock shares of common stock issued (1,000,000 at \$2.30 per share)	\$	2,304,806
<b>Total fair value of consideration transferred</b>		<b>2,304,806</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed:</b>		
Cash and cash equivalents		24,385
Notes receivable, net		38,459
Prepaid expenses and other current assets		4,072
Intangible assets		
License agreements		16,619
Customer agreements		122,885
Distribution agreements		19,733
Accounts payable		(33,882)
Deferred tax liability		(33,440)
Accrued expenses and other liabilities		(56,300)
<b>Total identifiable net assets</b>		<b>102,531</b>
<b>Goodwill</b>	<b>\$</b>	<b>2,202,275</b>

The Company fully impaired the goodwill and recognized an impairment loss of \$2,202,275 in other income (expenses) in the statement of operations during the year ended December 31, 2022 (See Note 6, *Intangible Assets and Goodwill*).

The pro forma financial information below represents the combined results of operations for the year ended December 31, 2021 as if the acquisition had occurred at the beginning of the period presented. The unaudited pro forma financial information is presented for informational purposes only and is neither indicative of the results of operations that would have occurred if the acquisition had taken place at the beginning of the periods presented nor indicative of future operating results.

		<b>Unaudited</b>
		<b>December 31, 2021</b>
Revenue	\$	983,380
Net income (loss)	\$	(24,720,177)

#### **Acquisition of Comstock Innovations Corporation (F/K/A Plain Sight Innovations Corporation)**

On September 7, 2021, we acquired 100% of the issued and outstanding voting equity of Comstock Innovations, in exchange for 8,500,000 restricted shares of our common stock with a fair value of \$14,952,806 (See Note 13, *Fair Value Measurements*).

The Comstock Innovations acquisition brings an array of patented, patent-pending and proprietary process technologies that were designed to convert low cost, ubiquitous woody biomass feedstocks into renewable fuels and other carbon neutral alternatives for fossil fuel derivatives. Comstock Innovations operates a commercial pilot cellulosic fuel facility that converts woody biomass into cellulosic ethanol and co-product precursors for renewable diesel and other carbon neutral alternatives to fossil fuels.

In connection with the Comstock Innovations closing, the Company agreed to appoint a designee of one of the former shareholders of Comstock Innovations, Triple Point Asset Management LLC ("TPAM"), to the Company's Board of Directors. TPAM's appointee is the Company's Chief Technical Officer, the beneficial owner, executive officer and director of TPAM.

The Comstock Innovations purchase price consideration allocation to net assets acquired is presented below:

<i>Fair value of consideration transferred:</i>		
Comstock shares of common stock issued (8,500,000 at \$1.76 per share)	\$	14,952,806
Loans to Plain Sight Innovations LLC prior to acquisition		1,423,328
Total fair value of consideration transferred		16,376,134
<i>Recognized amounts of identifiable assets acquired</i>		
Cash and cash equivalents	\$	100,147
Intangible assets - Intellectual property		
Developed technologies		6,579,400
License agreements		494,133
Deferred tax liability		(1,383,942)
Total identifiable assets		5,789,738
Goodwill	\$	10,586,396

The goodwill is attributable to the workforce of the acquired business and the significant synergies expected to arise from the acquisition of Comstock Innovations. The goodwill is not deductible for tax purposes and all of the \$10,586,396 goodwill was assigned to the renewable energy segment. As of October 1, 2022, the Company fully impaired the goodwill and recognized an impairment loss of \$10,586,396 in other income (expenses) in the statement of operations of the renewable energy segment (See Note 6, *Intangible Assets and Goodwill*).

The pro forma financial information below represents the combined results of operations for the year ended December 31, 2021 as if the acquisition had occurred as of Comstock Innovations' date of incorporation of March 1, 2021, with unaudited pro forma amortization expense related to acquired intangible assets included from January 1, 2021. The pro forma financial information is presented for informational purposes only and is neither indicative of the results of operations that would have occurred if the acquisition had taken place at the beginning of the period presented nor indicative of future operating results.

		(Unaudited)
		December 31, 2021
Revenue	\$	868,165
Net loss	\$	(25,777,145)

#### *Acquisition of Assets from FLUX Photon Corporation*

On September 7, 2021, we purchased the intellectual property assets of Comstock Innovations affiliate, FLUX Photon Corporation ("FPC"), in exchange for \$18,000,000 payable in cash to FPC at a rate equal to 20% of the future monthly consolidated sales, less total variable costs, less operating expenses, maintenance, tax payments, and debt service payments of the Company and its now and hereafter-existing subsidiaries, until the purchase price of \$18,000,000 has been fully paid. The acquired FPC intellectual property includes new approaches to carbon capture and utilization, atmospheric water harvesting, waste heat and energy recovery, industrial photosynthesis for mass scale decarbonization, and the sustainable production of very large agricultural outputs. On December 10, 2021, the Asset Purchase Agreement was amended to provide for the payment by the Company of a \$350,000 down payment against the purchase price, thereby decreasing the potential performance-based cash payment of \$17,650,000. We did not record the purchased assets or related contingent purchase consideration. Based on historical and continuing losses and no current evidence that the value of the asset would be recoverable through the use of FPC's research activities, the intangible asset was deemed unrecoverable during the first quarter of 2022 and was fully impaired. We recognized an impairment loss of \$338,035 (net of accumulated amortization) in the statement of operations during the year ended December 31, 2022 for the renewable energy segment.

#### *Acquisition of MANA Corporation*

On July 23, 2021, we acquired 100% of the issued and outstanding equity and voting shares of MANA ("MANA"), an agricultural technology development, marketing, and management company, in exchange for 4,200,000 restricted shares of our common stock with a fair value of \$6,528,453 (See Note 13, *Fair Value Measurements*).

The MANA purchase price consideration allocation to net assets acquired is presented below:

<b>Fair value of consideration transferred:</b>		
Comstock shares of common stock issued (4,200,000 at \$1.55 per share)	\$	6,528,453
<b>Total fair value of consideration transferred</b>		<b>6,528,453</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed:</b>		
Intangible assets - Customer agreements (Note 6)	\$	461,528
Deferred tax liability		(96,921)
<b>Total identifiable net assets</b>		<b>364,607</b>
<b>Goodwill</b>	<b>\$</b>	<b>6,163,846</b>

The pro forma financial information below represents the combined results of operations for the year ended December 31, 2021, as if the acquisition had occurred as of MANA's February 16, 2021 date of incorporation, with pro forma amortization expense related to acquired intangible assets included from January 1, 2021. The unaudited pro forma financial information is presented for informational purposes only and is neither indicative of the results of operations that would have occurred if the acquisition had taken place at the beginning of the period presented nor indicative of future operating results.

		<b>(Unaudited)</b>
		<b>December 31, 2021</b>
<b>Revenue</b>	<b>\$</b>	<b>862,165</b>
<b>Net loss</b>	<b>\$</b>	<b>(24,756,693)</b>

The Company fully impaired the MANA intangible asset related to the LPB contract, which was terminated during the first quarter 2022 and recognized an impairment loss of \$6,394,610 in the statement of operations during the year ended December 31, 2021 in the renewable energy segment. The Company assessed the remaining value in the MANA reporting unit and determined the fair value to be nominal. The fundamental economic substance of the MANA acquisition was related to the management team's ability to develop the hemp business through the LPB contract. With the loss of LPB, the assumptions underlying the value assigned in the purchase price allocation of MANA have changed significantly, resulting in an impairment of goodwill recognized in 2021 totaling \$6,163,846 related to the acquisition. The MANA organization has been redeployed, primarily into Comstock Fuels and other related corporate activities.

#### **Transactions Involving Tonogold Resources, Inc. and Comstock Mining LLC**

On January 24, 2019, the Company entered into a membership interest purchase agreement, as amended and restated on September 8, 2020, to sell its interests in Comstock Mining LLC, a wholly-owned subsidiary whose sole net asset is the Lucerne properties and related permits ("Comstock Lucerne"), to Tonogold Resources, Inc. ("Tonogold"). The transfer of 100% ownership of Comstock Mining LLC to Tonogold was completed in September 2020.

We agreed to receive a portion of the purchase price through a note receivable issued by Tonogold in the principal amount of \$4,475,000 in September 2020 (the "Tono Note"), which increased to \$5,550,000 in March 2021 and to \$6,650,000 in June 2021. The Tono Note bore interest at the rate of 12% per annum, payable monthly in arrears, and default interest at the rate of 18% per annum. Tonogold was in default for nonpayment of its interest and reimbursement obligations beginning on September 1, 2021.

On March 26, 2022, we entered into an option agreement with Tonogold (the "Lucerne Option") whereby we agreed to extinguish the Tono Note in exchange for 100% of the membership interests of Comstock Mining LLC and an option payment of \$750,000. The agreement effectively provided Tonogold with an option to repurchase the Comstock Mining LLC membership interests by December 31, 2022, for \$7,750,000. To maintain the option, Tonogold agreed to continue to reimburse all the costs associated with owning the properties, and certain option, interest and lease payments.

The acquisition of the membership interest was accounted for as an asset acquisition. The face value of the note at maturity of \$6,650,000 approximated its fair value, and this amount plus acquisition costs of approximately \$2,306 were netted with the \$750,000 option payment received from Tonogold and applied to the net assets acquired as follows:

<b>Fair Value of consideration transferred</b>		
Tono Note receivable	\$	6,650,000
Direct costs of acquisition		2,306
Less option payment received from Tonogold		(750,000)
<b>Total fair value of consideration</b>		<b>5,902,306</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed</b>		
Mineral properties		6,844,474
Asset retirement obligation		(942,168)
<b>Total identifiable net assets</b>	<b>\$</b>	<b>5,902,306</b>

## Termination of All Agreements Involving Tonogold Resources, Inc.

The Lucerne Option expired as a result of Tonogold's failure to pay the Company when payment was due and payable. On December 23, 2022, the Company issued Tonogold a notice of default and on December 30, 2022, after Tonogold failed to cure the default, and in accordance terms of the Lucerne Option, each of the remaining Tonogold agreements with the Company (that is, the Lease Option Agreement on the American Flat processing facility and the Mineral Exploration and Mining Lease on the northern targets) were terminated effective December 30, 2022. The Company wrote off receivables totaling \$1,283,302 consisting of expense reimbursements.

## Summary of Investments

At **December 31, 2022** December 31, 2023 and **2021**, 2022, our **non-current** investments include:

December 31, 2022						December 31, 2021					
December 31, 2023						December 31, 2023					
Equity						Equity					
Equity Method	Method	Ownership		Ownership		Equity Method	Investments	Investment	Ownership %	Investment	Ownership %
Investments	Investments	Investment	%	Investment	%	Investments	Investment			Investment	Ownership %
Quantum	Quantum										
Generative	Generative										
Materials LLC	LLC	\$13,312,433	48.19%	\$13,645,946	48.19%	Quantum Generative Materials LLC	\$11,606,763	48.19%	48.19%	\$13,312,433	48.19%
LP Biosciences LLC		—	—%	4,227,587	50.00%						
Green Li-ion Pte. Ltd.		—	—%	4,577,000	20.22%						
Mercury Clean Up, LLC		—	—%	1,975,026	25.00%						
MCU Philippines, Inc.		—	—%	499,269	50.00%						
Pelen	Pelen										
Pelen Limited	Limited										
Liability	Liability										
Company	Company	619,184	25.00%	591,051	25.00%	Pelen Limited Liability Company	609,165	25.00%	25.00%	619,184	25.00%
Total equity method investments	Total equity method investments	13,931,617		25,515,879							
Cost Method Investments:											
Measurement Alternative Investments											
Measurement Alternative Investments											
Measurement Alternative Investments											
Green Li-ion Pte. Ltd.	Green Li-ion Pte. Ltd.	4,517,710		—							
Sierra Springs Opportunity Fund, Inc., at cost		335,000		335,000							
Total Investments		\$18,784,327		\$25,850,879							
Green Li-ion Pte. Ltd.											
Green Li-ion Pte. Ltd.							18,912,985	13.34%		4,517,710	16.45%
Sierra Springs Opportunity Fund, Inc.											
Sierra Springs Opportunity Fund, Inc.							19,045,000	17.11%		335,000	11.64%
Total measurement alternative investments											
Total investments											
Total investments											
Total investments											

Less: current investments
Less: current investments
Less: current investments
Long-term investments
Long-term investments
Long-term investments

As of December 31, 2023 and 2022, the gain (loss) on investments is as follows:

	December 31, 2023	December 31, 2022
Realized gain on sale of 1,500 Green Li-ion shares	\$ 597,248	\$ —
Unrealized gain on remaining 35,662 Green Li-ion preferred shares	14,577,627	—
Realized loss on sale of 9,076,923 ABTC common stock	(1,865,000)	—
Unrealized gain on Sierra Springs Opportunity Fund, Inc.	11,725,000	—
Other	—	7,310
Total gain on investments	\$ 25,034,875	\$ 7,310

Summary financial information for affiliated companies (20% to 50%-owned) accounted for by the equity method for the periods presented, compiled from the equity investee's financial statements and reported on a one quarter lag is as follows:

	December 31, 2022*	December 31, 2021*
Current assets	\$ 1,023,023	\$ 8,336,962
Non-current assets	12,034,506	12,985,338
Current liabilities	89,584	3,173,869
Non-current liabilities	—	2,000,000
Revenues	73,697	352,263
Gross Profit	73,697	(74,048)
Net loss and net loss attributable to the entity	\$ (2,956,597)	\$ (3,730,954)

\* Information presented as of and for the years ended September 30, 2022 and 2021. All equity method investments are accounted for on a one-quarter lag.

	December 31, 2023	December 31, 2022
Current assets	\$ 665,765	\$ 1,023,023
Non-current assets	6,260,818	12,034,506
Current liabilities	—	89,584
Non-current liabilities	—	—
Twelve-Months Ended		
	December 31, 2023	December 31, 2022
Revenues	70,271	73,697
Gross Profit	70,271	73,697
Net loss	\$ (4,588,529)	\$ (2,956,597)
Net loss attributable to Comstock Inc.	\$ (1,715,689)	\$ (1,133,633)

The Upon acquisition, management determined that the excess of our investment values over the net assets of the individual equity method investees is primarily was comprised of goodwill goodwill. At December 31, 2023 and mineral interests. We periodically assess the net 2022, non-current assets of our equity method investees and confirm there are no other assets that may require additional adjustments. Significant amounts due to and from equity method investees included in the summarized financial information in the table above include the aggregate value of equity investees' investment in, and derivative asset associated with, the Company's common stock held by investees and make-whole derivatives of \$10.9\$3.7 million and \$8.0 million which is included in non-current assets and long-term debt due to the Company of \$0 million and \$2.0 million, which is included in non-current liabilities as of December 31, 2022 and December 31, 2021\*, respectively in the table above, respectively.

Investment in Quantum Generative Materials LLC GenMat



On June 24, 2021, we invested in the equity of GenMat, a developer of quantum computing based material engineering technologies with the goal of accelerating material science discovery and development and partnering in the commercialization of new quantum generated materials. GenMat is developing a proprietary quantum operating system to harness emerging quantum computing technologies and develop and engineer new materials for use in our strategically aligned fields of interest, battery metals, carbon capture and data accumulation, manipulation, interpretation and sensing for mineral discovery and mining.

At closing, we received 465,000 membership units and committed \$5,000,000 in cash and \$10,000,000 in shares in the Company's common stock for a total of \$15,000,000 for the initial seed investment and committed an additional \$35,000,000 based upon GenMat's realization of key development milestones, for up to 50% ownership of GenMat membership units. GenMat. At closing, we issued 3,000,000 restricted shares of our common stock with a fair value of \$10,530,000 toward the \$10,000,000 required stock purchase price and recorded a \$530,000 related derivative asset (See Note 12, Equity). In 2022, for the make-whole provisions associated with the Company's common stock issued. Through December 31, 2023, we paid a total of \$12,550,000 consisting of the full \$5,000,000 cash commitments and \$7,550,000 against the make-whole provision associated with the Company's common stock. In 2023, we paid \$5,100,000 against the make-whole for the deficiency in common stock value. In 2022, we paid \$3,200,000 consisting of \$750,000 towards the initial cash commitments and \$2,450,000 against the make-whole for the deficiency in common stock value. In 2021, we paid \$4,250,000 in cash, toward the \$5,000,000 in scheduled cash commitment.

For the years ended December 31, 2022, December 31, 2023 and 2021, 2022, the Company recorded \$1,705,670 and \$1,083,513, and \$675,713 respectively, in equity loss from affiliates for the investment in GenMat at 37.5% of voting rights since 165,000 membership units were not vested as of December 31, 2022, December 31, 2023 and 2022. Through December 31, 2023, the Company has not made additional investments against the additional \$35 million investment commitment because the Company and GenMat are finalizing the commitments associated with the first investment tranche and the related development milestones.

The Company's executive chairman and chief executive officer serves as the chairman of GenMat and the Company's chief technology officer and another employee of the Company serve on the board of directors of GenMat. The GenMat board of directors is composed of the three employees of the Company having one vote each along with the chief executive officer and founder of GenMat who receives four votes. The Company's chief executive officer, chief technology officer and employee of the Company have not received compensation of any kind from GenMat.

#### *Investment in Pelen LLC*

In April 2020, the Company invested \$602,500 in Pelen LLC in exchange for 25% ownership. In each year from 2020 to 2022, we paid \$100,000 for the option to purchase 75% of the remaining membership interest of Pelen LLC. The option expired in 2023. At December 31, 2023 and 2022, the balance of option payments of \$0 and \$150,000, respectively, are included in deposits in current assets on the consolidated balance sheets.

The Company recorded \$10,019 in equity loss from affiliates and \$28,133 in equity income from affiliates for the investment in Pelen for the years ended December 31, 2023 and 2022.

#### *Investment in Green Li-ion Pte, Ltd. Pte. LTD ("Green Li-ion")*

As part of our acquisition of the a majority ownership of LINICO assets on December 30, 2021, we acquired 37,162 preferred shares or 20.22% of Green Li-ion, Pte, Ltd., a Singaporean company ("Green Li-ion"). Prior to acquisition, LINICO purchased the investment and secured the rights to purchase Green Li-ion's patented process equipment, with exclusive rights for the U.S. market, enabling the future production of 99.9% pure lithium-ion precursor cathodes active materials. The Green Li-ion technology is complementary to LINICO's technology, which takes lithium-ion batteries to black mass and subsequently plans on extracting lithium from the black mass, company. The investment had a relative fair value of \$4,577,000 at acquisition and was accounted for under the equity method through March 31, 2022, and under the measurement alternative method after March 31, 2022.

On January 5, 2022 and April 11, 2022, in 2022, Green Li-ion issued additional equity and decreased our ownership to 16.45%, resulting in the loss of our ability to exercise significant influence. Accordingly, we elected the measurement alternative for equity investments that do not have a readily determinable fair value value. On February 28, 2023 and we are now accounting September 5, 2023, Green Li-ion issued additional equity and further decreased our ownership down to 14.01% and 13.34%, respectively.

On September 12, 2023, LINICO received gross proceeds of \$795,510, net of commission fees of \$15,910, from the sale of 1,500 Green Li-ion preferred shares for \$530.34 per share and recorded a realized gain of \$597,248 included in gain (loss) from investments in the consolidated statements of operations. In connection with this sale, the Company valued the remaining 35,662 Green Li-ion preferred shares it holds using the sales price of \$530.34 per share which resulted in recognition of an unrealized gain on investment at cost, with all losses previously recognized under of \$14,577,627. The Company intends to sell the equity method remaining as part of Green Li-ion preferred shares over the carrying value of the investment. next twelve months.

For the years ended December 31, 2022, December 31, 2023 and 2021, 2022, we recognized \$0 and \$59,290, and \$0, respectively, in equity loss from affiliates for the investment in Green Li-ion Li-ion.

#### *Investment in Sierra Springs Opportunity Fund, Inc. ("SSOF")*

During 2019, the Company invested \$335,000 for 6,700,000 shares of SSOF common stock. These shares represented approximately 11.64% of SSOF as of December 31, 2022. From 2020 through November of 2023, the Company also advanced \$6,985,000 to SSOF and its subsidiary, for the period October 1, 2021 through December 31, 2021 purpose of purchasing land, payments for deposits on land and payments for an option on land and water rights purchases. On December 29, 2023, the Company and SSOF agreed to convert total advances into 3,880,556 shares of SSOF common stock. The conversion rate of \$1.80 per share was determined to be the fair value of a share of SSOF common stock based on cash sales of SSOF common shares. The Company's initial investment was still being accounted for under of SSOF common shares in 2019 were revalued at \$1.80 per common shares resulting in recognition of an unrealized gain on investment of \$11,725,000.

At December 31, 2023, the equity method due to Company's total investment in SSOF consists of 10,580,556 common shares, or 17.11% of the investment being accounted for total SSOF outstanding common shares on a one-quarter lag, fully diluted, if converted basis.

The Company monitors additional equity issuances. Company's CEO is an executive of Green Li-ion to assess whether the equity securities are similar instruments requiring adjustments. SSOF. Management concluded that SSOF is a VIE of the Company because the Company has both operational and equity risk related to SSOF, and SSOF currently has insufficient equity at risk. Management also concluded that the Company is not the primary beneficiary of SSOF because no one individual or entity has unilateral control over significant decisions. As the Company is not the primary beneficiary, SSOF is not consolidated. At December 31, 2023, the Company's maximum exposure to loss as a result of its involvement with SSOF is limited to its investment carrying values to fair value, of \$19,045,000.

#### *Investment in American Battery Technology Company*

In connection with the sale of the Manufacturing Facility (see Note 9, *Sale of Manufacturing Facility*), the Company received 11 million shares of restricted common stock from the purchaser of the Manufacturing Facility, American Battery Technology Company ("ABTC"), with an initial fair value of \$9,365,000 (see Note 14, *Fair Value Measurements*). On June 30, 2023, the Company and ABTC amended the agreement whereby the Company returned 1,923,077 of the ABTC restricted shares, based on the trading price of ABTC's stock on the date of the amended agreement, in exchange for the \$1.5 million of the purchase price set aside in escrow to settle indemnification claims.

On August 8, 2023, the remaining 9,076,923 shares owned by the Company became unrestricted. In 2023, the Company sold all 9,076,923 ABTC shares for gross proceeds of \$5,456,920, net of commission fees of \$90,939. On December 8, 2023, ABTC paid \$634,019 to the Company as part of the make-whole payment associated with the stock difference and ABTC guaranteed that the Company will receive additional cash if and to the extent that the net proceeds from such shares are less than \$6.0 million.

For the year ended December 31, 2023, the Company recognized a loss of \$1,865,000 on sale of the ABTC shares which is included in gain (loss) from investments.

#### *Investment in LP Biosciences LLC*

On July 23, 2021, we executed a series of agreements with Lakeview Energy LLC ("Lakeview") and its subsidiaries, including LP Nutrition LLC ("LPN"), pursuant to which we acquired 50% of the equity of Lakeview's subsidiary, LPB, and agreed to provide the financing needed to retrofit LPB's pre-existing industrial scale solvent extraction and valorization facility in Merrill, Iowa ("LPB Facility"), for the production of an array of wholesale products from up to 200,000 pounds per day of industrial hemp. The Company also purchased 500,000 Class A Units, representing 50% of the issued and outstanding voting equity of LP Biosciences LLC ("LPB"), from LPN, a subsidiary of Lakeview Energy LLC. In connection with the foregoing, the Company entered into a Note Purchase Agreement to purchase a secured note with a face value of \$17,000,000 from LPB (the "LPB Note") in exchange for a purchase price of \$15,000,000 to fund the completion of the facility retrofit. The Company issued 3,500,000 restricted shares of its common stock with a fair value of \$10,800,000, paid \$1,076,258 in cash and agreed to pay an initial \$1,500,000 in cash in connection with its foregoing equity purchase and financing commitments. The LPB Note was to mature on July 31, 2026, and the interest rate is 13.5% per annum. In connection with the LPB Note, LPB granted a leasehold security interest in the Facility to the Company, subject to a mortgage of approximately \$4,600,000 on the LPB Facility held by LPB's landlord for the benefit of the landlord's lender. The Company, LPN, and LPB simultaneously entered into a Partnership Interest Purchase Agreement and a Limited Liability Company Operating Agreement for LPB, pursuant to which, among other terms, LPB agreed to pay LPN the first \$3,000,000 of cash proceeds received from the sale of the Company's common stock, and a \$5,000,000 preferred distribution at the same time and in the same proportion as principal prepayments on the LPB Note, with up to 20% of LPB's after debt net cash flow commencing 20 days after LPB commences ordinary course operations.

On February 28, 2022, the Company and the other parties to the LP Biosciences LLC ("LPB") transactions mutually agreed to terminate the transaction documents. Upon termination of the transactions, that were entered in 2021 were terminated and each of the parties were relieved of their respective rights, liabilities, expenses, and obligations under the transactions except for payment obligations under the termination agreement and tax obligations in respect of their ownership of LPB through the date of termination, obligations. In connection with the termination, 3,500,000 restricted shares of the Company's common stock were transferred back to the Company for cancellation upon receipt. The combined value of \$5,110,000, representing the carrying value of our investment as of the settlement date was \$4,173,000 after an impairment loss of \$54,587 recognized during the year ended December 31, 2022, and the derivative asset was valued at of \$937,000, a total combined value of \$5,110,000, which was recorded directly to additional paid-in capital in the statement of equity. No gain or loss between the recorded amount at the disposition date and the original value recorded equity as of the common stock issued in the July 2021 acquisition of \$10,812,669 was recognized as a reduction in equity. December 31, 2022.

The Company incurred additional expenses of approximately \$250,000 in connection with the termination of the transaction, which was recorded as other expense income (expense) in the statement of operations for the year ended December 31, 2022. There was no such expense in 2023.

As of December 31, 2021, the notes receivable, prepaid assets and other deposits associated with LP Biosciences of \$1,076,258 were written off, including \$500,000 of restricted cash held in escrow, which LPB had rights to under the termination agreement.

#### *Investment in Mercury Clean Up LLC and MCU Philippines, Inc.*

On June 21, 2019, as amended July 3, 2019, April 10, 2020 and December 4, 2020, the Company and Mercury Clean Up LLC ("MCU") entered into a Mercury Remediation Pilot, Investment and Joint Venture Agreement (the "MCU Agreement"). Pursuant to the MCU Agreement, the Company committed \$2.0 million of capital contributions that was payable in cash of \$1.15 million and shares of the Company's common stock with a value of \$0.85 million, in exchange for 15% of the fully-diluted membership interest of MCU and the first right to participate in 50% of the equity of any future joint ventures formed with MCU (the "Joint Ventures"). In July 2020, MCU formed MCU Philippines, Inc. ("MCU-P") to remediate mercury in the Philippines, specifically in the province of Davao d' Oro. The Company's chief executive officer was a director of MCU-P. The Company recorded equity losses from affiliates for the investment in MCU of \$14,578 and \$35,086 for the years ended December 31, 2022 and 2021, respectively. The Company recorded \$4,385 and \$14,838 in equity loss from affiliates for the investment in MCU-P for the years ended December 31, 2022 and 2021, respectively.

Based March 2022, based on the lack of a known, cash-generating operating sites for MCU-P operations, and we determined that the costs associated with relocating and deploying to a new site, there is no known reasonable possibility of future cash flows from MCU and MCU-P and we no longer expect to recover the investment. During investment was not recoverable. For the year ended December 31, 2022, the investment of \$1,960,448 in MCU was deemed unrecoverable and was fully impaired. During the year ended December 31, 2022, the investment of \$494,884 and notes receivable of \$1,628,913 to MCU-P were both deemed unrecoverable, and all amounts were fully impaired.

On June 18, 2022, the members of MCU agreed to distribute 100% of MCU's assets to the Company, including the cash held by MCU and MCU-P of \$895,204 and the remaining 50% of MCU-P common stock, in exchange for forgiveness of the debt owed by MCU-P to the Company which was fully impaired in for the three-month period year ended March 31, 2022 December 31, 2022. The cash and proceeds of assets liquidated of \$895,204 were recognized as a recovery of impairment of assets in other income (expense) of the Company for the year ended December 31, 2022, with \$590,000 from MCU and \$305,204 from MCU-P, MCU-P in 2022.

As a result of the MCU asset distribution, we now own 100% of the stock of MCU-P and began consolidating the investment as of June 18, 2022. The carrying value of the investment on the acquisition date of both MCU and MCU-P was \$0 and the net assets remaining after distributing the cash in repayment of the note receivable were insignificant. MCU and MCU-P holds hold equipment that was fully impaired prior to the asset acquisition, acquisitions, and the remaining net assets included include insignificant amounts of cash and accounts payable. Mercury remediation operations at MCU-P had ceased prior to the distribution date.

Investment in Pelen LLC

In April 2020, For the years ended December 31, 2023 and 2022, the Company invested \$602,500 in Pelen LLC in exchange for 25% ownership. On September 1, 2020, we paid \$100,000 for a one-year option to purchase 75% of the membership interests of Pelen LLC ("Pelen") not owned by the Company for a purchase price of \$3,750,000. On August 26, 2021, we paid an additional \$100,000 for a one-year extension of the option increasing the purchase price to \$4,400,000. On September 2022, we paid an additional \$100,000 for a one-year extension of the option increasing the purchase price to \$4,400,000. The Company impaired \$150,000 of the total \$300,000 deposits as per the contract only 50% of the deposits will be applied against the purchase price. At December 31, 2022, and 2021, the balance of option payments of \$150,000 and \$200,000, respectively, are included in deposits in current assets on the consolidated balance sheets.

The Company recorded \$28,133 in equity income from affiliates and \$12,663 in equity loss losses from affiliates for the investment in Pelen for MCU and MCU-P of \$0 and \$14,578, respectively. For the years ended December 31, 2022 December 31, 2023 and 2021.

Investment in Sierra Springs Opportunity Fund, Inc.

During 2019, 2022, the Company invested \$335,000 into a qualified opportunity zone fund, Sierra Springs Opportunity Fund ("SSOF") which owns Sierra Springs Enterprises, Inc. ("SSE"), a qualified opportunity zone business. At December 31, 2022, our \$335,000 investment in SSOF and 6,700,000 voting shares represent 11.64% of total SSOF common shares on a fully diluted basis.

The SSOF investment is accounted for at cost less impairment because there is no ready market recorded equity losses from affiliates for the investment units in MCU-P of \$0 and is recorded to non-current investments on the consolidated balance sheets. Management identified no events or changes in circumstances that might have had a significant adverse effect on the carrying value of the investment. Management concluded it was impractical to estimate fair value due to the early stages of the fund and the absence of a public market for its stock. \$4,385, respectively.

The Company's CEO is an executive. Management concluded that SSOF is a VIE of the Company because the Company has both operational and equity risk related to SSOF, and SSOF currently has insufficient equity at risk. Management also concluded that the Company is not the primary beneficiary of SSOF because no one individual or entity has unilateral control over significant decisions and decisions require the consent of all investors. As the Company is not the primary beneficiary, SSOF is not consolidated. At December 31, 2022 and December 31, 2021, the Company's investment in SSOF is presented on the consolidated balance sheets as a non-current investment. At December 31, 2022, the Company's maximum exposure to loss as a result of its involvement with SSOF is limited to its investment of \$335,000 and the advances of \$4,990,000.

NOTE 3 NOTES RECEIVABLE AND ADVANCES, NET

Notes receivable and advances, net at December 31, 2022 December 31, 2023 and 2021 2022 include:

		12/31/22	12/31/21
December 31,			
2023		December 31, 2023	
		December 31, 2022	
Current	Current		
portion	portion		
Sierra	Sierra		
Springs	Springs		
advances	advances		
receivable	receivable	\$ 4,990,000	\$ 4,935,000
Other notes receivable		22,275	29,545
Sierra Springs advances			
receivable			
Sierra Springs advances			
receivable			
Total notes	Total notes		
receivable and	receivable and		
advances,	advances,		
current portion	current portion	5,012,275	4,964,545

Non-current portion	Non-current portion		
Non-current portion			
Non-current portion			
Daney Ranch note receivable			
Daney Ranch note receivable			
Daney Ranch note receivable			
Daney Ranch note receivable	Daney Ranch note receivable	993,000	—
Unamortized discount for implied interest	Unamortized discount for implied interest	(33,682)	—
Daney Ranch note receivable, net of discount	Daney Ranch note receivable, net of discount	959,318	—
Tonogold note receivable, face value		—	6,650,000
Unrealized gain		—	605,000
Tonogold note receivable, fair value		—	7,255,000
MCU-P note receivable, face value		—	2,000,000
Unamortized discount for implied interest		—	(401,159)
MCU-Philippines note receivable, non-current portion, net		—	1,598,841
Total notes receivable and advances, non-current portion, net	Total notes receivable and advances, non-current portion, net	\$ 959,318	\$ 8,853,841

#### Daney Ranch Sale

In August 2022, On August 19, 2022, the Company sold the Daney Ranch and issued a 10-year \$993,000 note receivable maturing in August 2032 to the former lessee and purchaser (see Note 8, Leases). purchaser. The note bears interest at 2% for the first year twelve months and currently bears interest at 7% and will so for the remaining term. The note may be prepaid, all in full or in part, at any time without penalty. The note is secured by a second priority security interest in the property. The present value of the future interest and principal payments using a prevailing rate for similar loans of 7% was less than the face amount of the loan at issuance and we recognized a discount of \$51,909. The discount will be was amortized into interest income over the first year of the note and the note is measured on an amortized cost basis. During the year years ended December 31, 2022, December 31, 2023 and 2022, we recognized interest income of \$71,595 and \$25,519, respectively, on the Daney Ranch note receivable.

#### Tonogold Note Receivable

In September 2020, the Company sold its 100% ownership interest in Comstock Mining LLC whose sole assets were the Lucerne properties and related permits ("Comstock Lucerne"), to Tonogold Resources, Inc. ("Tonogold") for cash and notes receivable.

On March 26, 2022, the Company entered into an option agreement (the "Lucerne Option Agreement") with Tonogold where we agreed to extinguish their \$6,650,000 note receivable ("the Tonogold Note") in exchange for 100% of the membership interests of Comstock Mining LLC and a payment of \$750,000. The agreement provided Tonogold the right to repurchase the Comstock Mining LLC membership interests, which expired at December 31, 2022, when all agreements were terminated due to the failure to pay the Company. The acquisition of the membership interest was accounted for as an asset acquisition. Consideration of \$5,902,306 was allocated as \$6,844,474 to the mineral interest acquired and \$942,168 to the asset retirement obligation assumed. During 2022, the Company wrote off receivables from Tonogold totaling \$1,283,302 consisting of expense reimbursements.

We Prior to the Lucerne Option Agreement, we accounted for the Tonogold Note using the fair value option. For the years ended December 31, 2023 and 2022, we recognized losses a loss in other income and expense on the consolidated statement of operations for the change in fair value of the Tonogold note receivable Note of \$0 and \$605,000, and \$418,500 in other income and expense for the years ended December 31, 2022 and 2021, respectively (See Note 2, *Acquisitions and Investments*). We accounted for the note receivable using the fair value option, respectively.

Advances to *Sierra Springs Opportunity Fund, Inc.* SSOFF

The From 2020 through November of 2023, the Company provided advanced \$6,985,000 to SSOFF with \$3,285,000 and its subsidiary, including \$1,995,000 and \$55,000, in advances during 2023 and 2022, respectively, for the year ended December 31, 2021, to be used by SSOFF purpose of purchasing land, payments for deposits and payments on land and other facilities related to investments payments for an option on land and water rights purchases. Advances receivable at December 31, 2023 and 2022 were \$0 and \$4,990,000, respectively, classified in qualified businesses in Note receivable and advances, net – current portion on the opportunity zone. The advances are non-interest-bearing, consolidated balance sheets.

On January 3, 2022 December 29, 2023, the Company made and SSOFF agreed to convert total advances into 3,880,556 shares of SSOFF common stock. The conversion rate of \$1.80 per share was determined to be the fair value of a share of SSOFF Advance common stock based on cash sales of \$1,300,000, for use by SSE SSOFF common shares. The Company's initial investment of SSOFF common shares in paying deposits for contracted property purchases. This amount was fully repaid 2019 were revalued at \$1.80 per common shares resulting in recognition of an unrealized gain on January 26, 2022. During the fourth quarter investment of 2022, the Company made additional SSOFF Advances of \$55,000. SSE assigned all assignable rights, title and interest in SSE's property purchases to the Company until such time as the SSOFF Advances are repaid, \$11,725,000 (see Note 2, *Investments*).

#### NOTE 4 PROPERTY, PLANT AND EQUIPMENT, NET AND MINERAL RIGHTS

Properties, plant and equipment at December 31, 2022 December 31, 2023 and 2021, respectively, 2022, include the following:

		12/31/22	12/31/21	December 31, 2023	December 31, 2022
Land	Land	\$ 6,328,338	\$ 6,328,338		
Real property leased to third parties	Real property leased to third parties	1,037,049	3,298,311		
Property, plant and equipment for mineral processing	Property, plant and equipment for mineral processing	27,644,745	27,644,745		
Other property and equipment	Other property and equipment	5,212,891	4,438,657		
Accumulated depreciation	Accumulated depreciation	(26,748,929)	(27,146,379)		
Total property, plant and equipment, net	Total property, plant and equipment, net	\$13,474,094	\$14,563,672		

During the years ended December 31, 2022 and 2021, the The Company recognized depreciation expense of \$0.6 million \$435,683 and \$0.5 million \$617,809 for the years ended December 31, 2023 and 2022, respectively. At December 31, 2023, respectively, the Company has \$402,931 of property, plant and equipment that were not yet placed in service and have not yet been depreciated.

#### Daney Ranch

In August 2022, the lessee of the Daney Ranch property exercised the purchase option under the lease to purchase the property for a net purchase price of \$2,441,090 and recognized a gain of \$1,055,623 against the carrying value of the underlying land and buildings of \$1,385,467 (see Note 8, *Leases*).

#### Mineral Rights and Properties

The Company owns, controls, or retains an interest in 9,358 acres located in Storey and Lyon Counties, Nevada, just south of Virginia City, Nevada (referred to collectively herein as the "Comstock Mineral Estate"), including 2,396 acres of patented claims and surface parcels, approximately 6,962 acres of unpatented claims administered by the BLM, five mineral leases, one joint venture (providing exclusive rights to exploration, development, mining and production), royalty interests, and fee ownership of real property, including 126

patented and 392 unpatented mineral lode claims, as well as 39 unpatented placer claims. The Comstock Mineral Estate includes the Lucerne mineral properties with a carrying value of \$5,902,307 as of

December 31, 2022 that was acquired from Tonogold in 2022 (see Note 2 *Acquisitions and Investments*). Our properties at December 31, 2022, December 31, 2023 and 2021, 2022 consisted of the following:

		12/31/22	12/31/21
December			
	31, 2023	December 31, 2023	
		December 31, 2022	
Comstock	Comstock		
Mineral	Mineral		
Estate	Estate	\$12,164,013	\$6,261,706
Other	Other		
mineral	mineral		
properties	properties	317,405	317,405
Water	Water		
rights	rights	90,000	90,000
Total	Total		
mineral	mineral		
rights and	rights and		
properties	properties	\$12,571,418	\$6,669,111

The Comstock Mineral Estate includes all of the Company's resource areas and exploration targets. During the years ended December 31, 2022, December 31, 2023 and 2021, 2022, we did not record any depletion expense, as none of the properties are currently in production. All of our mineral exploration and mining lease payments are classified as selling, general and administrative expenses in the consolidated statements of operations.

On June 30, 2023, the Company signed a Mineral Exploration and Mining Lease Agreement (the "Mining Lease") with Mackay Precious Metals Inc. ("Mackay"). The Mining Lease provides a twenty-year term granting Mackay the rights to conduct exploration on certain of the Company's mineral properties in Storey County, Nevada. Mackay paid a lease initiation fee of \$1,250,000 and made their first two quarterly lease payments totaling \$875,000, with quarterly lease payments of \$375,000 for the next three and a half years, and then quarterly lease payments of \$250,000 thereafter. In addition, Mackay will reimburse carrying costs for the mineral properties, and will pay a 1.5% NSR royalty from eventual mine production from the mineral properties. Mackay also committed to exploration expenditures of \$1,000,000 per year on a cumulative basis, and increasingly detailed technical reports after the first five, ten, and fifteen years.

We determined that the lease initiation fee of \$1,250,000 should be recognized as revenue ratably over the term of the lease and quarterly lease payments will be recognized as revenue in the period received. For the year ended December 31, 2023, we recorded revenue of \$906,250 which includes the quarterly lease payments of \$875,000 and amortization of the lease initiation fee of \$31,250. As of December 31, 2023, \$1,218,750 of deferred revenue for the initiation fee remains, which the Company classified the short and long term deferred revenue of \$62,500 and \$1,156,250, respectively, in accrued expenses and other liabilities and deferred revenue in our consolidated balance sheet.

In 2023, the Company acquired senior water rights (50-acre feet) associated with one of its existing properties and junior water rights (16-acre feet) for a total of \$730,595.

## NOTE 5 RECLAMATION BOND DEPOSIT

The Nevada Revised Statutes and Regulations require a surety bond to be posted for mining projects so that after the completion of such mining projects the sites are left safe, stable and capable of productive post-mining uses. The bond is intended to cover the estimated costs required to safely reclaim the natural environment to the regulatory standards established by the State of Nevada's Division of Environmental Protection. Accordingly, the Company has a \$6,751,950 reclamation surety bond through the Lexon Surety Group ("Lexon") with the State of Nevada's Bureau of Mining Regulation and Reclamation at December 31, 2022, December 31, 2023. The Company also has a \$500,000 surety bond with Storey County for mine reclamation at December 31, 2022, December 31, 2023. As part of the surety agreement, the Company agreed to pay a 2.0% annual bonding fee. The total cash collateral, per the surety agreement, was \$2.6 million, \$2,743,582 and \$2,620,879 at December 31, 2022, December 31, 2023, and 2021, 2022.

The reclamation bond deposit at December 31, 2022, December 31, 2023 and 2021, 2022 consisted of the following:

		12/31/22	12/31/21
December			
	31, 2023	December 31, 2023	
		December 31, 2022	
Lexon	Lexon		
surety	surety		
bond cash	bond cash		
collateral	collateral	\$2,620,879	\$2,589,008
Other cash	Other cash		
reclamation	reclamation		
bond	bond		
deposits	deposits	106,936	106,936



Total	Total		
reclamation	reclamation		
bond	bond		
deposit	deposit	\$2,727,815	\$2,695,944

The Lexon collateral at December 31, 2022 December 31, 2023 and 2021, 2022, includes earned interest income of \$120,879 \$122,703 and \$89,009 \$120,879, respectively, which has been left on deposit at BNY Mellon. The total cash collateral is a component of the reclamation bond deposit on the consolidated balance sheets for the years ended December 31, 2022 December 31, 2023 and 2021, 2022.

#### NOTE 6 INTANGIBLE ASSETS AND GOODWILL

The Company's intangible assets at December 31, 2022 December 31, 2023 and 2021 2022 include the following:

Description	Estimated Economic Life	December 31, 2022	December 31, 2021
Developed technologies	10 years	\$ 19,382,402	\$ 18,882,401
Lease intangible	30 years	—	3,621,488
License agreements	10 years	510,752	510,752
In-process research and development	10 years	—	350,000
Customer agreements	1 year	122,885	122,885
Distribution agreements	8 years	19,733	19,733
Trademarks	10 years	7,000	7,000
Accumulated amortization		(2,379,091)	(338,958)
Intangible assets, net		\$ 17,663,681	\$ 23,175,301

Accumulated amortization as of December 31, 2022 and 2021 consisted of the following:

	December 31, 2022	December 31, 2021
Developed technologies	\$ 2,172,594	\$ 231,920
License agreements	78,415	20,625
In-process research and development	—	2,991
Customer agreements	122,884	81,923
Distribution agreements	4,497	1,499
Trademarks	701	—
Accumulated amortization	\$ 2,379,091	\$ 338,958

Amortization expense related to intangible assets of \$2,171,646 and \$569,721 was recorded for the years ended December 31, 2022 and 2021, respectively.

Description	Estimated Economic Life	December 31, 2023	December 31, 2022
Developed technologies	10 years	\$ 19,582,402	\$ 19,382,402
License agreements	10 years	510,752	510,752
Customer agreements	1 year	122,885	122,885
Distribution agreements	8 years	19,733	19,733
Trademarks	10 years	7,000	7,000
Accumulated amortization		(4,376,740)	(2,379,091)
Intangible assets, net		\$ 15,866,032	\$ 17,663,681

The estimated economic lives shown above were at the closing dates of the respective acquisitions. The estimated economic lives of license agreements and developed technologies are based on the midpoint of the indicated lives derived from the related valuation analyses. The estimated economic lives of customer and distribution agreements are based on the specified terms of the respective agreements.

The Company is party to three license agreements with American Science Accumulated amortization as of December 31, 2023 and Technology Corporation ("AST"), pursuant to which Comstock Innovations agreed to license AST's intellectual properties for use at three facilities in exchange for three facility-specific license fees of \$500,000 each, and a royalty fee equal to 1.0% 2022 consisted of the gross revenue of each of the first three licensed facilities. During the year ended December 31, 2022, the Company paid \$500,000 toward the license fees which are recognized as an addition following:

	December 31, 2023	December 31, 2022
--	-------------------	-------------------



Developed technologies	\$	4,113,045	\$	2,172,594
License agreements		131,917		78,415
Customer agreements		122,885		122,884
Distribution agreements		7,493		4,497
Trademarks		1,400		701
Accumulated amortization	\$	4,376,740	\$	2,379,091

Amortization expense related to intangible assets - developed technologies. The Company is also party to a research agreement with Virginia Polytechnic Institute of \$1,997,649 and State University ("Virginia Tech"), \$2,171,646 was recorded for the years ended December 31, 2023 and an exclusive license agreement with Virginia Tech's affiliate, Virginia Tech Intellectual Properties, Inc. ("VTIP"), pursuant to which the Company agreed to (i) pay Virginia Tech \$438,410 to conduct sponsored research; and (ii) license VTIP's related intellectual property on a worldwide exclusive basis in exchange for a royalty fee equal to 1.0% of the applicable net sales, subject to a minimum annual royalty of \$5,000 per year and paid Virginia Tech \$201,987 in 2022, and \$88,495 in 2021 for their research, respectively.

Future minimum amortization expense is as follows at December 31, 2022 December 31, 2023:

2023		\$	1,999,388
2024	2024		1,995,236
2025	2025		1,995,236
2026	2026		1,995,236
2027	2027		1,995,236
2028			
Thereafter	Thereafter		7,683,349
		\$	17,663,681
		\$	

Changes in the intangible assets balances for the year ended December 31, 2023 are presented below:

	As of December 31, 2022	Additions	Assets Held for Sale	Impairment	Amortization	As of December 31, 2023
Intangible assets	\$ 20,042,772	\$ 200,000	\$ —	\$ —	\$ —	\$ 20,242,772
Accumulated amortization	(2,379,091)	—	—	—	(1,997,649)	(4,376,740)
Total intangible assets	\$ 17,663,681	\$ 200,000	\$ —	\$ —	\$ (1,997,649)	\$ 15,866,032

Changes in the intangible assets and goodwill balances for the year ended December 31, 2022 are presented below:

	As of December 31, 2021	Additions	Assets Held for Sale	Impairment	Amortization	As of December 31, 2022
Intangible assets	\$ 23,514,259	\$ 500,000	\$ (3,621,487)	\$ (350,000)	\$ —	\$ 20,042,772
Accumulated amortization	(338,958)	—	119,548	11,965	(2,171,646)	(2,379,091)
Goodwill	12,788,671	—	—	(12,788,671)	—	—
Total intangible assets and goodwill	\$ 35,963,972	\$ 500,000	\$ (3,501,939)	\$ (13,126,706)	\$ (2,171,646)	\$ 17,663,681

Changes in the intangible assets and goodwill balances for the year ended December 31, 2021 are presented below:

As of December 31, 2020							As of December 31, 2021						
As of December 31, 2021							As of December 31, 2021	Assets Held for				As of December 31, 2022	
			Acquisitions	Additions	Impairment	Amortization			Additions	Sale	Impairment	Amortization	
Intangible assets	Intangible assets	—	23,125,786	850,000	(461,527)	—	23,514,259						
Accumulated amortization	Accumulated amortization	—	—	—	230,763	(569,721)	(338,958)						
Goodwill	Goodwill	—	18,952,517	—	(6,163,846)	—	12,788,671						

Total	Total							
intangible	intangible							
assets and	assets and							
goodwill	goodwill	\$	—	\$42,078,303	\$850,000	\$(6,394,610)	\$(569,721)	\$35,963,972

All intangibles and goodwill are associated with the **renewable energy segment**. During the year ended December 31, 2022, **Fuels and Metals Segments**. In 2022, the Company fully impaired the goodwill associated with acquisitions in 2021 of \$12,788,671 during the year ended December 31, 2022, in the **renewable energy products segment**. **Fuels and Corporate Segments**. Our assessment reviewed both qualitative and quantitative factors to **value derive** the estimated fair **value**. **value of our goodwill associated with our acquisitions in 2021**. The Company fully impaired the goodwill associated with acquisitions **in 2021 in 2021** due to a decrease in the Company's **stock price** and market capitalization **attributed to a decrease in the stock price** since the acquisition date. Our valuation method incorporated the present value of projected cash flows to calculate the discounted cash flows compared to the guideline for public companies. We compared the fair value as indicated by the discounted cash flows of the reporting unit to the carrying value of the goodwill and recognized a full impairment of goodwill associated with our **acquisitions 2021 acquisitions**.

The Company is party to three license agreements with American Science and Technology Corporation ("AST"), pursuant to which the Company agreed to license certain intellectual property of AST for use at three facilities in **2021**, exchange for three facility-specific license fees of \$500,000 each, and a royalty fee equal to 1.0% of the gross revenue of each of the first three licensed facilities. During 2022, the Company paid \$500,000 toward the license fees which are recognized as an addition to intangible assets - developed technologies. As of December 31, 2023, we have obtained the three license agreements and no additional payments are anticipated.

On December 28, 2023, the Company amended the asset purchase agreement with Flux Photon Corporation ("FPC") dated on September 7, 2021, and amended on December 10, 2021 (as amended, the "FPC Asset Purchase Agreement"). Pursuant to the 2021 FPC Asset Purchase Agreement, the Company acquired certain intellectual property and related photocatalysis laboratory equipment (the "FPC Assets"). The original purchase price included a payable for the FPC assets of \$17,650,000, payable only from 20% of future cash flows defined as the future monthly consolidated sales, less total variable costs, less operating expenses, maintenance, tax payments, and debt service payments of Comstock Inc. and its now and hereafter-existing subsidiaries until the purchase price has been fully paid. The 2023 amended FPC Asset Purchase Agreement reduced the purchase price payable to \$16,850,000. On the date of the amendment, the Company paid \$200,000 with the remaining balance of \$16,650,000 payable to Flux from future cash flows and accounted for as an acquisition of intellectual property. Mr. Kreisler, a member of the Company's board of directors and the Company's chief technology officer, is also the owner of 100% of the outstanding common stock of Flux and as such was the indirect beneficiary of all payments made to Flux pursuant to the FPC Asset Purchase Agreement (see Note 20, **Related Party Transactions**).

As of December 31, 2022, assets held for sale **accounted for** included a lease intangible with a balance of \$3,501,939 **of intangible assets**, which was net of related amortization of **\$119,548** (See **\$119,548**. The underlying lease and lease intangible were classified as Held for Sale at December 31, 2022 and were sold in April 2023 with the Company's acquisition of the associated leased assets (see Note **8, 9, Leases Sale of Manufacturing Facility**).

#### NOTE 7 ACCRUED EXPENSES AND OTHER LIABILITIES - CURRENT

Accrued expenses and other liabilities - current at **December 31, 2022** December 31, 2023, and **2021**, 2022, consisted of the following:

		12/31/22	12/31/21	December 31, 2023	December 31, 2022
Accrued interest expense	Accrued interest expense	\$ 43,398	\$ 12,329		
Accrued payroll costs	Accrued payroll costs	627,210	817,062		
Accrued executive bonuses		928,125	—		
Accrued incentive compensation					
Accrued vendor liabilities	Accrued vendor liabilities	115,653	77,062		
Deferred revenue					
Other accrued expenses	Other accrued expenses	5,211	32,990		
Total accrued expenses	Total accrued expenses	\$1,719,597	\$939,443		

On July 1, 2022, the Board of Directors approved a performance objective based, cash incentive **bonus compensation plan** for executives of the Company, with the potential to earn a performance bonus of up to 100% of base salary. The **bonuses are incentive compensation** is discretionary and based on the progress and achievement of performance objectives as depicted in the strategic plan approved by the Board of Directors. The final assessment of progress and achievement requires the compensation committee's approval.

On April 28, 2023, the compensation committee of the Board of Directors approved payment of executive incentive compensation of \$970,000 for named executive officers other than the chief executive officer earned through December 31, 2022 which was paid in 2023. On September 29, 2023, the compensation committee of the Board of Directors approved a special, performance-based cash award to the chief executive officer of \$30,000, paid as of December 31, 2023. For the years ended December 31, 2023 and 2022, the Company recognized \$1,332,169 and \$928,125, respectively, of expense associated with the plan based on estimates of progress towards meeting incentives. As of **December 31, 2022** December 31, 2023, accrued incentive compensation of \$1,332,169 consists of the Company accrued \$928,125 for the cash estimated 2023 incentive **bonus plan**, pay expected to be paid in 2024.

NOTE 8      LEASES

The Company has the following lease balances recorded on the consolidated balance sheets as follows:

Lease Assets and Liabilities	Lease Assets and Liabilities Classification	December 31, 2022	December 31, 2021	Lease Assets and Liabilities	Classification	December 31, 2023	December 31, 2022
Finance lease right-of-use asset	Finance lease right-of-use asset	Asset, held for sale	\$15,709,039	\$	—		
		Finance lease - right to use asset, net	2,911,458	15,033,000			
Operating lease right-of-use asset	Operating lease right-of-use asset	Other current assets	42,061	46,897			
Total right of use assets	Total right of use assets		\$18,662,558	\$15,079,897			
Operating lease liability - current	Operating lease liability - current	Accrued expenses and other liabilities	\$ 5,211	\$ 4,388			
Operating lease liability - current							
Operating lease liability - long-term	Operating lease liability - long-term	Other liabilities	40,193	45,403			
Finance lease liability	Finance lease liability	Lease liability - held for sale	12,021,566	—			
Finance lease liability, current portion	Finance lease liability, current portion	Finance lease - Right of use lease liability	409,143	13,043,499			
		Finance lease - Right of use lease liability, long term					
Finance lease liability	Finance lease liability	portion	406,968	—			
Total lease liabilities	Total lease liabilities		\$12,883,081	\$13,093,290			

The Company has the following lease costs recorded in the consolidated statements of operations as follows:

Year Ended December 31,		Year Ended December 31,	
2022		2021	
Year Ended December 31,		Year Ended December 31,	
2023		2023	
Finance lease cost:	Finance lease cost:		
Amortization of right-of-use assets			

Amortization of right-of-use assets			
Amortization of right-of-use assets	Amortization of right-of-use assets	\$ 539,115	\$ —
Interest on lease liabilities	Interest on lease liabilities	829,924	—
Operating lease cost	Operating lease cost	10,099	10,099
Total lease cost	Total lease cost	\$ 1,379,138	\$ 10,099
Other information	Other information		
Other information			
Operating cash flows from operating leases			
Operating cash flows from operating leases			
Operating cash flows from operating leases	Operating cash flows from operating leases	9,650	9,350
Financing cash flows from finance leases	Financing cash flows from finance leases	3,062,360	—
Right-of-use assets and finance lease liabilities acquired with LINICO transaction (Note 2)			
		—	15,033,000
Non-cash modification of AQMS lease			
		1,147,669	—
Right-of-use asset and lease acquired (AST)			
		839,439	—
Non-cash finance lease modification			
Right-of-use asset and lease acquired			
Right-of-use acquired with shares of common stock (Haywood)	Right-of-use acquired with shares of common stock (Haywood)	2,100,000	—

The Company has the following weighted average remaining lease terms and discount rates for our finance and operating leases:

2022	2021
------	------

2023										2023		2022	
Weighted-average remaining lease term in years - finance leases										0.33		1.33	
Weighted-average remaining lease term in years - operating leases										4.62		5.75	
Weighted-average discount rate - finance leases										8 %		8 %	
Weighted-average discount rate - operating leases										13 %		11 %	

*AOMS Lease*

### Assets Held for Sale

Assets held for sale at December 31, 2022 include:

	12/31/22
Right of use lease asset, net of amortization	\$ 15,709,039
Lease intangible, net of amortization	3,501,939
Deposits	1,250,000
Property, plant and equipment	710,563
Construction in progress	513,324
Total assets held for sale	\$ 21,684,865

Liabilities held for sale at December 31, 2022 include:

	12/31/22
Right of use lease liability	\$ 12,021,566
Total liabilities held for sale	\$ 12,021,566

#### LINICO Construction in Progress

At December 31, 2022, the construction in progress assets were classified as assets held for sale of \$513,324. During the year ended December 31, 2022, we recognized \$1,586,481 of which had been previously classified as construction in progress as research and development expenses. The Company did not recognize research and development expenses for LINICO for the year ended December 31, 2021.

#### AST Asset Purchase Agreement

On April 16, 2021, the Company entered into three license agreements and an asset purchase agreement (the "AST Asset Purchase Agreement") with AST. The license agreements provided for full use of the facility and all machinery and equipment located therein until April 30, 2022 (see Note 6, *Intangible Assets and Goodwill*). Under the AST Asset Purchase Agreement, ("Asset Purchase Agreement"), the Company agreed to acquire substantially all of AST's assets in exchange for \$3,920,000, payable \$3,500,000 due on April 30, 2024 in addition to \$35,000 per month from May 1, 2022 to April 30, 2023, \$1,750,000 on April 30, 2023, and \$1,750,000 on April 30, 2024. Beginning May 1, 2022, the AST Asset Purchase Agreement provides for full access and use of the AST assets until all payments are made and title transfers to the Company. The Company also entered into three license agreements with AST in connection with the AST Asset Purchase Agreement (see Note 6, *Intangible Assets and Goodwill*).

All of the assets purchased under the agreement are being used for research and development activities. The machinery and equipment acquired was built for a specific purpose and is being used in testing for development of the technology required to process woody biomass into intermediate materials that can be converted into paper products and fuels. These assets have no alternative future use. The facility purchased is an industrial property located in Wausau, Wisconsin with an alternative use.

The asset purchase agreement AST Asset Purchase Agreement was accounted for as a finance lease with a purchase option which we are reasonably certain will be exercised. The consideration in the contract was allocated to the separate lease and non-lease components of the contract based on their relative standalone estimated fair values. The total of the lease payments was first allocated to the building, which has an observable price, and the remainder was allocated to the machinery and equipment.

The initial measurement of the right-of-use asset and lease liability was \$839,439 using the allocated consideration in the contract of \$935,759 for the building discounted using the Company's incremental borrowing rate at lease commencement of 7.87% because there is no rate implicit in the lease contract. The incremental borrowing rate was determined based on debt acquired by the Company at the end of 2021, adjusted for increases in the risk-free rate. The building is being depreciated over a 20-year useful life and the lease liability will be amortized over has a remaining life at December 31, 2023 of 0.33 years. Of the two-year lease term. Under amounts paid under this agreement, payment a portion is associated with the acquired machinery and equipment acquired were \$213,160 which is classified and recognized as research and development expense on in the consolidated statement statements of operations, operation. For the years ended December 31, 2023 and 2022, the Company recognized \$319,740 and \$213,160, respectively, of research and development expense.

#### Haywood Quarry Acquisition and Lease Agreement

On April 7, 2022 and amended on November 7, 2022, the Company contracted to purchase Haywood quarry and industrial property ("Haywood" (the "Haywood Property") from Decommissioning Services LLC ("Decommissioning Services") for \$2.1 million, payable in \$50,000 of cash and 1,500,000 common shares of Comstock with a total value of \$2,295,000. The Haywood property Property represents approximately 190 industrial acres in Lyon County, Nevada, and is part of one of the larger industrial parks in Lyon County. The property has power, water and direct highway access. The Company plans to employ a portion of the property for used lithium-ion battery the storage supporting LINICO's battery metal recycling, of end-of-life electrification products.

The closing and purchase of the asset is contingent on liquidation of the shares and receipt of the full purchase price by the seller. The Company agreed to make up any shortfall if the proceeds from the sale of the shares plus the deposit are less than \$2.1 million, and the seller agreed to refund any excess proceeds. This shortfall contractual stock consideration has been recorded as a derivative asset on the consolidated balance sheets in connection with sheets. The first amendment to the Haywood acquisition lease agreement signed by the parties on November 7, 2022 extended the closing date to April 7, 2024. For the years ended December 31, 2023 and lease from 2022, the Company paid Decommissioning Services (See \$200,000 and \$150,000, respectively, which resulted in a decrease in contractual stock consideration (see Note 13, 14, *Fair Value Measurements*).

During the period between execution of the agreement and closing, the property is leased to us for no additional compensation, consideration, providing exclusive rights to access, use or sublease portions of the property, to obtain permits and prepare the property for its intended purpose, including improvements. If the conditions for closing are not satisfied within 12 months of signing, by April 7, 2024, the agreement will terminate, and Decommissioning Services will retain a total of \$200,000 \$400,000 in rental fees for use of the property.

We agreed to pay Decommissioning Services a 2% royalty of the sales price of any gravel, aggregate, or rock products produced and sold from the Haywood Property, excluding the removal of materials that have been pledged to a third-party for improvements made.

Daney Ranch

In September 2020, the Company, as lessor, leased real property and improvements located at 25 Daney Canyon Road, Dayton, Nevada ("Daney Ranch") under a 36-month lease agreement commencing September 1, 2020, subject to early termination upon exercise of a purchase option. The option allowed the lessee to purchase the property for \$2,700,000 less all rental payments made in the first 24 months if exercised within the first two years of the agreement. At lease inception, it was not reasonably certain the lessee would exercise the purchase option and the lease was classified as an operating lease. All lease payments were recognized as rental income and the property was classified as assets held for use in property, plant and equipment during the term of the lease. In August 2022, the lessee exercised the option and completed the purchase of the Daney Ranch property, which resulted in lease termination and derecognition of the underlying assets (see Note 3, Notes Receivable and Note 4, Property, Plant and Equipment, Net and Mineral Rights Advances, net).

Operating Leases

On August 15, 2023, the Company, as lessee, signed a Real Estate and Building Lease Agreement (the "Building Lease") with Sierra Clean Processing LLC to lease real property and improvements located at 600 Lake Avenue, Silver Springs, Nevada. The Building Lease is under a five year term commencing on August 1, 2023, subject to automatically renew for an additional five year terms. Under the agreement, rental expense is \$4,680 per month with an annual rent increase of 3% and all lease payments were recognized as rental expense. At lease inception, the lease was classified as an operating lease and the Company determined the lease term to be five years. At August 15, 2023, we recorded a right-of-use asset and lease liability of \$213,925 and \$213,925, respectively, at a discount rate of 13.57%. For the year ended December 31, 2023, the fixed operating lease expense was \$24,847. The Company's chief executive officer is an executive and director of Sierra Clean Processing LLC.

The Company has an operating lease, as lessee, with Sutro as lessor, for a property located adjacent to the Gold Hill Hotel, which is primarily used as a room rental. The lease runs from 2018 until 2028. The monthly rent is \$750 \$5,850 with automatic annual increases of \$25 per month every November, beginning in 2020. The operating lease is sub-leased to Crown Point Management LLC, the operators of the Gold Hill Hotel, and not separately valued within the Gold Hill Hotel lease. For the years ended December 31, 2022 December 31, 2023 and 2021, 2022, the fixed operating lease expense was \$10,099 and \$10,099, respectively with a remaining term of 5.76 years, respectively.

For the years ended December 31, 2023 and 2022, short-term operating lease expense was \$100,030 and \$52,115, respectively.

Minimum lease payments to be paid by the Company by fiscal year for the Company's operating and finance leases are as follows:

		Operating Leases	Finance Leases
2023		\$ 9,950	\$451,169
Operating Leases		Operating Leases	
		Finance Leases	
2024	2024	10,250	417,750
2025	2025	10,550	—
2026	2026	10,850	—
2027	2027	11,150	—
2028			
Thereafter	Thereafter	9,500	—
Total lease payments	Total lease payments	62,250	868,919
Less: imputed interest	Less: imputed interest	(16,846)	(52,808)
Present value of lease liabilities	Present value of lease liabilities	45,404	816,111

Operating Lease Income



Revenues from operating leases on our land and building leased to others totaled \$169,100 \$368,198 and \$228,123 \$169,100 for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Minimum lease payments for operating leases to be received from others are as follows:

2023		\$	86,325
2024	2024		94,725
2025	2025		96,000
2026	2026		96,000
2027	2027		96,000
2028			
Thereafter	Thereafter		192,000
Total Minimum Lease Income	Total Minimum Lease Income	\$	661,050

## NOTE 9 SALE OF MANUFACTURING FACILITY

Since 2021, LINICO Corporation ("LINICO"), a majority-owned subsidiary of the Company, had a finance lease, as lessee, with AQMS, for land, buildings and related assets and improvements (the "Manufacturing Facility"). As of December 31, 2022, the Manufacturing Facility had a net carrying value of \$21,684,865 and liabilities of \$12,021,566, that met the criteria to be

classified as held for sale. From March 1, 2023 to August 11, 2023, the Company consummated the sale and transferred the title of the Manufacturing Facility to ABTC. The previously existing lease between LINICO and AQMS was terminated (see Note 8, Leases).

Consideration received for the Manufacturing Facility as of December 31, 2023 are as follows:

Date	Consideration	Fair Value of Consideration
March 1, 2023	Cash	\$ 6,000,000
March 31, 2023	Cash	5,000,000
April 6, 2023 (modified April 21, 2023)	Restricted shares of ABTC common stock (10,000,000 shares)	9,000,000
April 21, 2023	Cash	7,000,000
May 12, 2023	Cash	1,000,000
May 12, 2023	Restricted shares of ABTC common stock (1,000,000 shares)	365,000
May 22, 2023	Cash	2,000,000
June 30, 2023	ABTC common shares returned in lieu of escrowed funds (1,923,077 shares)	(1,500,000)
Total Consideration		\$ 28,865,000
Total consideration		\$ 28,865,000
Carrying value of manufacturing facility and equipment sold		(21,397,165)
Costs associated with the transaction		(163,265)
Gain on sale of manufacturing facility		\$ 7,304,570

On March 1, 2023, LINICO and ABTC entered into a Membership Interest Purchase Agreement ("Manufacturing Facility Purchase Agreement") whereby ABTC would acquire the Manufacturing Facility and certain equipment. On March 31, 2023 and April 21, 2023, the Company received non-refundable consideration of \$5 million and \$7 million in cash, respectively, from ABTC.

On April 6, 2023, LINICO and ABTC amended and restated the Manufacturing Facility Purchase Agreement ("A&R Manufacturing Facility Purchase Agreement"), and the Company received 10 million shares of ABTC restricted common stock. The A&R Manufacturing Facility Purchase Agreement contained a guarantee that the Company will receive additional cash and/or shares if and to the extent that the proceeds from such shares were less than \$6.6 million. The Company was required to set aside \$1.5 million of the purchase price in escrow to settle potential indemnification claims.

On May 12, 2023, the Company and ABTC amended and restated the A&R Manufacturing Facility Purchase Agreement ("Second A&R Manufacturing Facility Purchase Agreement"). The Company received an additional \$1.0 million in cash and 1 million shares of restricted shares of ABTC common stock. On May 22, 2023, the Company received an additional \$2.0 million in cash associated with the purchase and an additional \$250,000 in cash to extend the closing period of the agreement.

On June 30, 2023, the parties amended and restated the Second A&R Manufacturing Facility Purchase Agreement ("Third A&R Manufacturing Facility Purchase Agreement"), whereby the Company returned 1,923,077 of restricted shares of ABTC stock in exchange for \$1.5 million of the purchase price previously agreed to be set aside in escrow to settle potential indemnification claims. The number of shares returned was based on the trading price of ABTC stock on the agreement date. The Third A&R Manufacturing Facility Purchase Agreement also decreased the guarantee of amount to be received on sale of ABTC stock from \$6.6 million to \$6.0 million.

On August 11, 2023, the Company consummated the sale and transferred the title of the Manufacturing Facility to ABTC pursuant to the Third A&R Manufacturing Facility Purchase Agreement.

On April 21, 2023, the Company and ABTC entered into a pre-closing lease agreement for the Facility whereby ABTC could use the Facility until the time the sale is finalized. Under the lease terms, ABTC was responsible for payment of all taxes and operating costs associated with the Manufacturing Facility. During 2023, the Company received \$237,473 in rental income from ABTC for renting the Manufacturing Facility prior to the closing date of August 11, 2023, at which time the lease was terminated.

The Company sold all of its shares of ABTC common stock in 2023 for net proceeds of \$5,365,981. In December 2023, ABTC paid the Company \$634,019 in accordance with the guarantee of \$6.0 million to be received on sale of ABTC stock.

Assets held for sale at December 31, 2022 include:

	December 31, 2022
Right of use lease asset, net of amortization	\$ 15,709,039
Lease intangible, net of amortization	3,501,939
Deposits	1,250,000
Property, plant and equipment	710,563
Construction in progress	513,324
Total assets held for sale	\$ 21,684,865

Liabilities held for sale at December 31, 2022 include:

	December 31, 2022
Right of use lease liability	\$ 12,021,566
Total liabilities held for sale	\$ 12,021,566

NOTE 10 DEBT OBLIGATIONS

Debt at December 31, 2022 December 31, 2023 and 2021 2022 consisted of the following:

	12/31/22	12/31/21
December 31, 2023	December 31, 2023	December 31, 2022
GHF Secured Promissory Note – 6% interest, due December 15, 2024	GHF Secured Promissory Note – 6% interest, due December 15, 2024	\$ 4,290,000 \$ 5,000,000
Alvin Fund LLC Promissory Note - 9% interest, due October 25, 2023	2,000,000	—
Alvin Fund LLC Promissory Note - 16% interest, due January 31, 2026		
Alvin Fund LLC Promissory Note - 8% interest, due February 12, 2025		
Kips Bay Unsecured Convertible Promissory Note - 8% interest, due March 27, 2025		

AQMS Notes Payable, net - 9.76% implied interest, due December 31, 2024			
Ionic Unsecured Convertible Promissory Note - 8% interest, due March 16, 2024	Ionic Unsecured Convertible Promissory Note - 8% interest, due March 16, 2024	3,150,000	—
Total debt	Total debt	9,440,000	5,000,000
Less: debt discounts and issuance costs	Less: debt discounts and issuance costs	(1,522,667)	(513,744)
Total debt, net of discounts	Total debt, net of discounts	7,917,333	4,486,256
Less: current maturities	Less: current maturities	(1,795,890)	—
Long-term debt, net of discounts and issuance costs	Long-term debt, net of discounts and issuance costs	\$6,121,443	\$4,486,256

GHF, Inc. Unsecured Secured Promissory Note

We The Company entered into a long-term promissory note ("GHF 2021 Note") with GHF, Inc. on December 15, 2021, with a principal amount of \$5,000,000, of which \$4,550,000 was funded and \$450,000 was an original issue discount ("OID"). The full principal is due on December 15, 2024. Interest is payable monthly at a rate of 6% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all non-mining related assets of the Company, and, Silver Springs land and water rights, excluding the Lucerne and Dayton properties. The Company is required to prepay the promissory note with any net cash proceeds received in the sale of any collateral. If the promissory note has not been paid in full on or prior to December 15, 2022, the Company will was required to issue warrants to GHF allowing them to purchase 1,000,000 shares of the Company's common stock, half of which are exercisable at a price per share of 150% of the 20-day volume weighted average closing price ("VWAP") of the Company's common stock on its primary trading market for the 20 consecutive trading days preceding December 15, 2021, and the remainder at a price per share of 135% of the 20-day VWAP as determined on December 15, 2022.

On December 15, 2022 the Company issued warrants to GHF allowing them to purchase 1,000,000 shares of the Company's common stock, 500,000 of which are exercisable at a price per share of \$0.4555 and the remaining 500,000 at a price per share of \$2.5217. The warrants are exercisable for a period of two years commencing on December 15, 2022, and ending on December 15, 2024. Fair value of warrants were calculated using a Black-Scholes model with the following inputs: stock price on the grant date of \$0.54 and exercise price of \$1.00 per share; expected term of 2 years; annualized discount rate of 3.32%; and annualized volatility of 61.82%. The warrants had a fair value of \$708,789 on issuance date at which time the Company estimated a 10% probability that the warrants would be issued resulting in an initial discount on debt of \$70,897. In December 2022, the contingency was resolved upon issuing the warrants, the discount on the note was increased by \$637,910 and related amortization was adjusted to reflect the increase in 2022. During the years ended December 31, 2022 and 2021, we recognized interest expense of \$715,089, which includes OID amortization of \$429,912, and \$19,720, respectively, in connection with the GHF 2021 Note.

On August 22, 2022, the Company amended the GHF promissory note's prepayment provision of the GHF 2021 Note to reduce the amount required to be paid from the Daney Ranch sale to \$710,000 of the net cash proceeds. As consideration for the amendment, the Company issued GHF, Inc. warrants to purchase 200,000 common shares exercisable at a price of \$1.00 per share for a two-year term. The warrants had a fair value of \$18,975 on the date of issuance and was recorded as an additional debt discount with a corresponding increase in additional paid-in capital.

During the years ended December 31, 2022 December 31, 2023 and 2021, 2022, we recognized interest expense of \$635,529 and \$715,089, respectively, which includes OID amortization of \$429,912 \$378,129 and \$19,720, \$429,912, respectively, in connection with the GHF 2021 Note.

Alvin Note Fund Note Notes

We The Company entered into a short-term promissory note ("Alvin (the "Alvin Fund 2022 Note" Note") with Alvin Fund LLC ("Alvin Fund") on October 25, 2022 with a principal amount of \$2,000,000. In consideration of the lender providing the financing, the Company issued \$250,000 in shares to the lender which was recognized as a discount on the loan. The full principal is was due on October 25, 2023. Interest is was payable monthly at a rate of 9% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by all the property commonly referred to as the Dayton properties. On September 30, 2023, the Company entered into an amendment to extend the maturity of the Alvin Fund 2022 Note to January 31, 2026, at an interest rate of 16%. During the year years ended December 31, 2022, December 31, 2023 and 2022, we recognized interest expense of \$33,041 \$422,140 and \$78,931, respectively, which includes OID amortization of discount of \$204,110 and \$45,890, respectively, in connection with the Alvin Fund 2022 Note. In 2023, the Company issued an aggregate of 475,930 shares of unregistered restricted common shares with a fair value of \$211,562 to Alvin Fund in lieu of cash payments for interest under the Alvin Fund 2022 Note.

Ionic Ventures LLC On November 12, 2023, the Company entered into a short-term promissory note (the "Alvin Fund 2023 Note") with Alvin Fund with a principal amount of \$2,100,000 which includes \$100,000 original issue discount. The full principal is due on February 12, 2025. Interest is payable monthly at a rate of 8% annually. Prepayment is allowed in full or in part at any time without premium or penalty. The loan is secured by the Company's non-mining assets. During the year ended December 31, 2023, we recognized interest expense of \$50,077 which includes OID amortization of \$27,524 in connection with the Alvin Fund 2023 Note.

In consideration of the lender providing the financing, the Company issued warrants that would allow the lender to purchase 1,000,000 shares at \$0.70 per share which was recognized as a discount on the loan. The warrants are exercisable for a period of two years commencing on November 12, 2023, and ending on November 12, 2025. Fair value of warrants were calculated using a Monte Carlo valuation model with the following inputs: stock price on the grant date of \$0.47 and exercise price of \$0.70 per share; expected term of 2 years; risk free rate of 4.92%; and annualized volatility of 85.0%. The warrants had a relative fair value of \$157,269 on the date of issuance and was recorded as an additional debt discount with a corresponding increase in additional paid-in-capital.

#### Kips Bay Select LP Unsecured Convertible Note

On December 16, 2022 December 27, 2023, the Company entered into a securities purchase agreement for an unsecured convertible promissory note ("Ionic 2022 Convertible (the "Kips Bay Note") with Ionic Ventures, LLC, Kips Bay Select LP ("Kips Bay") with a principal amount of \$3,150,000, \$5,263,157, of which \$2,975,000 was funded and \$175,000 \$263,157 was an original issue discount ("OID") and issued with a 5% OID discount. The full principal is due on March 16, 2024 March 27, 2025. Interest is payable monthly at a rate of 8% annually. On December 27, 2023, the Company received \$3.0 million and received the remaining \$2.0 million on January 27, 2024.

The note requires the Company can redeem up to \$2,000,000 pay a loan commitment fee of \$150,000 in the form of shares of its common stock. As of December 31, 2023, the Company recorded a stock payable of \$150,000 as a non-current other liability on the consolidated balance sheet. The amount was recognized as additional discount on the note. On January 11, 2024, the Company issued

308,931 restricted shares of its common stock equal to 3% of the Convertible Note for cash 30-days following closing at 110% principal amount of the Face Value, plus accrued interest. Kips Bay Note, or \$157,895 at \$0.511 per share. On January 16, 2024, the Company issued an additional 180,210 registered shares of its common stock equal in value to 1.75% of the principal amount of the Kips Bay Note, or \$92,105, also at \$0.511 per share.

The Ionic 2022 Convertible Kips Bay Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. The terms require the conversion option to be bifurcated as a derivative. As of December 31, 2023, the Company bifurcated the conversion feature was recorded as a derivative liability with a corresponding addition to debt discount of \$1,360,000 reflected in our consolidated balance sheet. The derivative was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the average price capped at \$1.00, discount rate of 35%, risk free rate of 4.54%, and volatility of 96.0%. During the year ended December 31, 2023, we recognized interest expense of \$16,822 which includes OID amortization of \$14,806 in connection with the Kips Bay Note.

#### AQMS Note

On December 19, 2023, Comstock Inc., LINICO and AQMS entered into a stock redemption agreement in which the Company agreed to purchase and AQMS agreed to sell their shares in LINICO for \$600,000 (see Note 13, Equity). The consideration is payable in twelve installments of \$50,000 with the first installment due on January 31, 2024, and the next eleven installments due on the last day of the next succeeding eleven months. Because the payments are not interest bearing, the Company calculated the implied interest of \$33,673 on the future cash payments using an interest rate of 9.76% which was recorded as a discount on the agreement and will be recognized over the payment term. The Company recognized interest expense of \$1,922 in connection with the AQMS note payable.

#### Ionic Ventures LLC Unsecured Convertible Note

On December 16, 2022, the Company entered into a securities purchase agreement for an unsecured convertible promissory note ("Ionic Note") with Ionic Ventures, LLC ("Ionic") with a principal amount of \$3,150,000, of which \$2,975,000 was funded and \$175,000 was an original issue discount. The full principal was due on March 16, 2024. Interest was payable monthly at a rate of 8% annually. The Ionic Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. The terms required the conversion option to be bifurcated as a derivative. As of December 31, 2023 and 2022, the Company bifurcated the conversion feature and recorded a derivative liability of \$0 and \$420,000, respectively, reflected in our consolidated balance sheet. The derivative was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the average price capped at \$0.50, discount rate of 35%, risk free rate of 4.40%, and volatility of 60.0%. During the year years ended December 31, 2022, December 31, 2023 and 2022, we recognized interest expense of \$10,356 \$285,772 and \$27,517, respectively, which includes OID amortization of discount of \$189,939 and \$17,161, respectively, in connection with the Ionic 2022 Convertible Note. We intend to use the net proceeds from this offering for strategic development programs, working capital and other general corporate purposes.

From January 11, 2023 to March 6, 2023, The Ionic Ventures Note was fully converted \$1,000,000 in 2023. In 2023, the Company delivered 9,636,924 shares of common stock with interest a fair value of \$13,185 \$4,622,502 at an average conversion price of \$0.32 per share of \$0.48 upon the conversion. The conversion terms required a measurement period of five days within which the number of shares initially converted are adjusted for 3,177,691 changes in trading volume during the period. Under this provision, on April 6, 2023 and

October 27, 2023, Ionic returned excess shares (See Note 20, *Subsequent Events*) of 327,549 and 603,569, respectively, of the Company's common stock issued upon earlier conversions with a fair value of \$364,330.

#### Concorde Trust, Bean Trust, Georges Trust, GHF, Inc. & Scott H. Jolcover Unsecured Promissory Notes

On March 4, 2021, we retired our existing unsecured promissory notes ("Promissory Notes") by paying the remaining principal balance of \$3.1 million plus earned OID of \$0.1 million. For The gain on debt conversion recognized during the year ended December 31, 2021, interest expense on these promissory notes December 31, 2023 was \$139,213, which includes OID amortization of \$71,289, calculated as follows:

Principal converted	\$	3,150,000
Debt discount associated with principal converted		(387,900)
Accrued interest payable converted		106,190
Derivative liability converted		1,519,587
Total		4,387,877
Fair value of stock issued		4,258,172
Gain on conversion of debt	\$	129,705

#### NOTE 10 11 LONG-TERM RECLAMATION LIABILITY

At December 31, 2022 December 31, 2023 and 2021, 2022, we have asset retirement obligations of \$5,226,505, \$5,606,681, and \$5,445,672. \$5,226,505, respectively, for our obligation to reclaim our mine facilities based on our most recent reclamation plan, as revised, submitted and approved by the

Nevada State Environmental Commission and Division of Environmental Protection. Our total reclamation liability includes cost estimates for our American Flat processing facility, Dayton project and enhanced reclamation obligations in Storey County. Effective January 1, 2021, we updated the expected reclamation commencement date from December 31, 2022 to December 31, 2025. This resulted in a reduction in the liability of \$926,434 at January 1, 2021 which was recorded as a gain in selling, general and administrative expenses on the consolidated statements of operations.

During the fourth quarter of 2022, we updated our future plans for developing the mining assets as a result of Tonogold defaulting on its option to repurchase the assets (See Note 2, 3, *Acquisitions Notes Receivable and Investments Advances, net*). The estimated commencement date of reclamation activities changed from December 31, 2025 to December 31, 2032. This resulted in a net reduction in the liability of \$1,559,559 \$1,599,559 at December 31, 2022, which \$942,167 was recorded as a reduction to our mineral assets retirement cost

on the consolidated balance sheets which resulted in the related mineral asset retirement cost being reduced to zero. The remaining balance of the net reduction of \$617,391 was recorded as a gain in selling, general and administrative expenses on the consolidated statements of operations. operations in 2022.

On March 31, 2022, the Company reacquired the membership interests of Comstock Mining LLC and recognized an asset retirement obligation associated with the Lucerne mine assets of \$942,168 (see Note 2 *Acquisitions and Investments*). \$942,168. To calculate the estimated obligation, we used estimated reclamation costs of \$1,159,236, an inflation rate of 2.94%, a credit-adjusted risk-free rate of 8.45% and an estimated reclamation date of December 31, 2025.

During the years ended December 31, 2022, and 2021, we recognized accretion expense associated with our asset retirement obligation of \$398,224 and \$317,187, respectively.

Following is a reconciliation of the mining retirement obligation associated with our reclamation plan for the mining projects for the years ended December 31, 2022 December 31, 2023, and 2021: 2022:

		12/31/22	12/31/21	December 31, 2023	December 31, 2022
Long-term reclamation liability — beginning of year	Long-term reclamation liability — beginning of year	\$5,445,672	\$6,054,919		
Addition associated with the Lucerne mine	Addition associated with the Lucerne mine	942,168	—		
Change in estimate of reclamation costs	Change in estimate of reclamation costs	246,644	—		

Reduction of obligation due to extension of time	Reduction of obligation due to extension of time	(1,806,203)	(926,434)
Accretion of reclamation liability	Accretion of reclamation liability	398,224	317,187
Long-term reclamation liability — end of year	Long-term reclamation liability — end of year	\$5,226,505	\$5,445,672

## NOTE 11 12 COMMITMENTS AND CONTINGENCIES

### COMSTOCK MINERAL ESTATE LEASE PAYMENTS

We lease certain mineral rights and properties under leases expiring at various dates through 2040. Future minimum annual lease payments, including royalty and rental payments, under these existing lease agreements are as follows at **December 31, 2022** **December 31, 2023**:

Year	Year	Leases	Year	Leases
2023		\$ 114,000		
2024	2024	108,000		
2025	2025	110,000		
2026	2026	150,000		
2027	2027	150,000		
2028				
Thereafter	Thereafter	1,512,250		
Total minimum annual lease payments	Total minimum annual lease payments	\$2,144,250		

We have minimum royalty obligations with certain of its mineral properties and leases. For most of the mineral properties and leases, we are subject to a range of royalty obligations to the extent that production commences. These royalties range from 0.5%<sup>1</sup> to 5% of **Net Smelter Returns ("NSR")** **NSR** from minerals produced on the properties, with the majority being under 3%. Some of the factors that will influence the amount of the royalties include ounces extracted and the price of extracted metals.

Our mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally become more restrictive. The Company believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures.

### OTHER

On August 20, 2021, former employees of the Company filed a wrongful termination lawsuit against the Company, its Board of Directors, its Audit and Finance Committee, its Chief Executive Officer and certain of its managers for the termination of their employment. On March 4, 2022, the Company and the former employees agreed to a \$350,000 settlement, which will result in the litigation being dismissed. We paid the settlement in full during the year ended December 31, 2022.

On August 12, 2022, the Company entered into a termination agreement with a former employee. The Company and the former employee agreed to a \$102,000 settlement. As of December 31, 2022, \$60,000 has been settlement and the Company paid and \$42,000 has been accrued for the year ended December 31, 2022. \$102,000 during 2023.

The Company pays each of the independent directors cash retainers of \$60,000 per year. The Chair of each Committee is paid an additional cash retainer of \$20,000 per year. As of December 31, 2023, the Company accrued an additional \$500,000 in director fee compensation associated with the stock-based portion of their compensation earned in 2023 that is expected to be issued in 2024 and paid annually. For the years ended December 31, 2023 and 2022, the Company recognized director fees expenses of \$1,117,600 and \$418,800, respectively. As of December 31, 2023 and 2022, director fee compensation included in accounts payable on the consolidated balance sheet was \$87,500 and \$0, respectively.

From time to time, we are involved in claims and proceedings that arise in the ordinary course of business. There are no matters pending that we expect to have a material adverse impact on our business, results of operations, financial condition or cash flows.

## NOTE 12.13 EQUITY

### ISSUANCE OF REGISTERED SHARES OF COMMON STOCK

On February 13, 2023, the Company entered into an equity purchase agreement (the "2023 Leviston Sales Agreement") with Leviston Resources LLC ("Leviston") to offer and sell registered shares of common stock at an aggregate offering price of up to \$5,000,000 from time to time, at our option, on terms we deem favorable. For the year ended December 31, 2023, the Company issued 10,892,604 registered shares of common stock to Leviston pursuant to the Company's Form S-3 filed with the U.S. Securities and Exchange Commission, for an aggregate sales price of \$5,000,000 at an average price per share of \$0.46, and additional 552,486 common shares at a fair value of \$200,000 in commitment fees. As of December 31, 2023, the 2023 Leviston Sales Agreement has no remaining capacity.

On December 16, 2022, the Company entered into a securities purchase agreement for the Ionic Note with Ionic. The Ionic Note contains conversion terms that are based on percentages of trading price and volumes over defined measurement periods. As of December 31, 2023, the Company delivered 9,636,924 shares of common stock with a fair value of \$4,622,502 at an average conversion price per share of \$0.48 upon the conversion. The conversion terms required a measurement period of five days within which the number of shares initially converted are adjusted for changes in trading volume during the period. Under this provision, on April 6, 2023 and October 27, 2023, Ionic returned excess shares of 327,549 and 603,569, respectively, of the Company's common stock issued upon earlier conversions with a fair value of \$364,330 (see Note 10, *Debt Obligations*).

On June 21, 2022, the Company entered into an agreement with Tysadco Partners, LLC ("Tysadco") for the purchase of up to \$10,000,000 worth of shares of the Company's common stock from time to time, at the Company's option. Any shares offered and sold to Tysadco were registered for resale pursuant to a registration statement on Form S-1 filed with U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933. The Company paid commissions equal to 5% of the offering proceeds to the placement agent in connection with such sales. In consideration to enter the Purchase Agreement, the Company delivered 428,571 additional shares of common stock with a fair value of \$300,000 to Tysadco. For the year ended December 31, 2022, the Company issued 3,433,634 shares of common stock to Tysadco, for an aggregate sales price of \$1,100,000 at an average price per share of \$0.32. For the year ended December 31, 2023, the Company issued 4,464,204 shares of common stock to Tysadco, for an aggregate sales price of \$1,900,000 at an average price per share of \$0.43. Sales of common stock, if any, under the Purchase Agreement are made at a 10% discount to the volume weighted average sales price of the common stock on the date that Tysadco receives a capital call from the Company. As of December 31, 2023, the Purchase Agreement has \$7,000,000 remaining capacity.

On April 12, 2022, we the Company entered into an equity purchase agreement ("2022 Leviston Sales Agreement") with Leviston Resources LLC ("Leviston") to offer and sell registered shares of common stock at an aggregate offering price of up to \$10 million from time to time, at our option, on terms we deem favorable. In consideration of Leviston's agreement to enter the Purchase Agreement, the Company agreed to deliver additional shares of common stock to Leviston, for no additional consideration, on the first settlement date with respect to a put notice delivered by us. For the year ended December 31, 2022, we issued to Leviston 13,156,117 common shares with an aggregate sales price of \$7,311,180, at an average price per share of \$0.64, and an additional 206,897 common shares at a fair value of \$300,000 in commitment fees. As of December 31, 2022, the 2022 Leviston Sales Agreement has no remaining capacity.

On June 21, 2022, we entered into an agreement for the purchase of up to \$10,000,000 worth of shares of the Company's common stock from time to time, at the Company's option. Any shares offered and sold to Tysadco will be registered for resale pursuant to a registration statement on Form S-1 filed with U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933 (the "Securities Act"). The Company will pay commissions equal to 5% of the offering proceeds to the placement agent in connection with any such sale. In consideration to enter the Purchase Agreement, the Company delivered 428,571 additional shares of common stock with a fair value of \$300,000 to Tysadco. From November 14, 2022 until December 23, 2022, the Company issued 3,433,634 shares of common stock to Tysadco, for an aggregate sales price of \$1,100,000 at an average price per share of \$0.32.

Sales of common stock, if any, under the Purchase Agreement are made at a 10% discount to the volume weighted average sales price of the common stock on the date that Tysadco receives a capital call from the Company.

On February 8, 2021, we entered into an equity purchase agreement ("2021 Leviston Sales Agreement") with Leviston to offer and sell registered shares of common stock at an aggregate offering price of up to \$5.0 million from time to time, at our option, on terms we deem favorable. The term of the agreement was 24 months. We agreed to deliver to Leviston additional shares of common stock in payment of due diligence and commitment fees with a fair value of \$250,002, for no additional consideration, on the first settlement date with respect to a put notice delivered by us. For the year ended December 31, 2021, we issued to Leviston 1,551,760 common shares under this agreement with an aggregate sales price of \$5.0 million, at an average price per share of \$3.22, and an additional 50,907 common shares in commitment and due diligence fees. At December 31, 2021, the 2021 Leviston Sales Agreement has no capacity.

On March 2, 2021, we entered into equity purchase agreements ("Equity Purchase Agreements") with certain investors to issue and sell in a registered direct offering ("Offering") 4.0 million shares of common stock at a price of \$4.00 per share. The Equity Purchase Agreements contain customary representations, warranties and agreements of the Company, and customary conditions to closing, indemnification rights and obligations of the parties. The Offering of the shares closed on March 4, 2021. We paid Noble Capital Markets, Inc., the placement agent for the Offering, an aggregate cash fee of \$960,000 (equal to 6% of the aggregate gross proceeds raised in the Offering), and \$30,000 for other expenses, resulting in net proceeds of \$15,010,000.

On September 28, 2021, we entered into an equity purchase agreement ("2021 Leviston Equity Agreement") with Leviston Resources LLC ("Leviston") to offer and sell registered shares of common stock at an aggregate offering price of up to \$5.0 million from time to time, at our option, on terms we deem favorable. The term of the agreement is 24 months. We agreed to deliver to Leviston additional shares of common stock, for no additional consideration, with a fair value of \$100,000 in due diligence fees, on the first settlement date with respect to a put notice delivered by us, and \$150,000 in commitment fees upon the written request of Leviston. For the year ended December 31, 2021, we issued to Leviston 2,668,363 common shares under this agreement with an aggregate sales price of \$5.0 million, at an average price per share of \$1.87, and an additional 92,880 common shares in due diligence and commitment fees. At December 31, 2021, the 2021 Leviston Equity Agreement had no capacity.

### ISSUANCE OF UNREGISTERED SHARES OF COMMON STOCK



Issuance of unregistered shares of our common stock in connection with acquisitions, investments and other endeavors for the year ended **December 31, 2022** **December 31, 2023** are as follows: follows. All shares are restricted from trading for a six month period from issuance.

Issuance Date	Acquisition/Investment	Common Shares Issued	Restriction Period
February 14, 2023	Leviston Resources LLC	410,959	
June 21, 2023	Alvin Fund LLC	270,757	
August 25, 2023	Northern Comstock LLC	963,074	
September 1, 2023	Alvin Fund LLC	74,353	
December 4, 2023	Alvin Fund LLC	64,458	
December 5, 2023	Alvin Fund LLC	66,362	
Total common shares issued		1,849,963	

Issuance of unregistered shares of our common stock in connection with acquisitions, investments and other endeavors for the year ended December 31, 2022 are as follows.

Issuance Date	Acquisition/Investment	Common Shares Issued	Restriction Period
April 7, 2022	Decommissioning <b>Services Service LLC</b>	1,500,000	A
April 12, 2022	Leviston Resources <b>LLC</b>	136,986	A
June 21, 2022	Tysadco Partners <b>LLC</b>	3,505,494	A
June 21, 2022	Tysadco Partners <b>LLC</b>	57,143	B
August 26, 2022	Northern Comstock LLC	802,295	A
October 5, 2022	Single <b>investor Investor</b>	1,000,000	A
October 25, 2022	Alvin Fund LLC	605,620	A
Total common shares issued		7,607,538	

(A) Six months from issuance date

(B) Three months from issuance **date, date**

#### Noncontrolling Interest

On December 30, 2021, **we the Company** entered into an agreement with LINICO to purchase additional shares resulting in approximately 90% controlling **interest (see Note 2, Acquisitions and Investments).** interest. The remaining 10% ownership was held by AQMS (see Note **19, 20, Related Party Transactions**) and is accounted for as a noncontrolling interest in our consolidated financial statements. **During**

On December 19, 2023, the Company, LINICO and AQMS entered into a stock redemption agreement in which LINICO agreed to purchase and AQMS agreed to sell their shares in LINICO for \$600,000. The consideration is payable in twelve installments of \$50,000 with the first installment due on January 31, 2024, and the next eleven installments due on the last day of the next succeeding eleven months. Upon the execution and delivery of the agreement, AQMS delivered the shares to LINICO whereupon LINICO cancelled the shares and AQMS' sole rights with respect to LINICO. The Company agreed to make full, timely, and faithful payment to AQMS for the purchase price. AQMS resigned from all positions as officers, directors, agents or otherwise of LINICO, effective upon the execution of the agreement. The ownership percentage change did not result in a change in control and the Company retained and maintained control of LINICO. The increase in ownership percentage and decrease in non-controlling interest resulted in an increase to the Company's additional paid in capital of \$3,758,807 during the year ended **December 31, 2022, the Company and AQMS made \$1,140,000 and \$500,000, respectively, in cash contributions to LINICO. December 31, 2023.**

As of **December 31, 2022, December 31, 2023 and 2022,** we own **100.00% and 88.21%, respectively,** of LINICO and AQMS owns **11.79%.** Losses attributable to the non-controlling interest for the years ended **December 31, 2022 —%** and 2021 were \$789,515 and \$0, **11.79%,** respectively.

LINICO is required pay dividends to the Company and AQMS after the date it receives cash payment in full for the issuance of any shares of Series A Preferred Stock or Series A-2 Preferred Stock, and from and after the date of issuance of any shares of Series A-1 Preferred Stock or Series A-3 Preferred Stock, at the rate per annum of eight percent 8% of the Original Issue Price of such shares, plus the amount of previously accrued and unpaid dividends. **Upon execution and delivery of the stock redemption agreement, all accrued dividends to AQMS of \$447,001 were canceled.** As of **December 31, 2022, December 31, 2023 and 2022,** accrued dividends of **\$169,248 \$0 and \$266,516, respectively,** were due to AQMS and are included in accrued liabilities on the consolidated financial statements at **December 31, 2022 December 31, 2023.** In September 2023, LINICO distributed \$70,355 to AQMS for the sale of the 1,500 Green Li-ion shares. No accrued dividends were paid by LINICO during the years ended **December 31, 2023 and 2022.**

During the year ended **December 31, 2023, the Company and AQMS did not make additional capital contribution in LINICO.** During the year ended **December 31, 2022, the Company and AQMS made \$1,140,000 and \$500,000, respectively, in cash contributions to LINICO.** In March 2022, the \$500,000 capital contribution from AQMS was invested in LINICO through the exercise of Series A preferred stock warrants which decreased the Company's ownership in LINICO by 2.01% from 90.34% to 88.33%. The ownership

percentage change did not result in a change in control and the Company retained and maintained control of LINICO. The decrease in ownership percentage resulted in a reduction to the Company's additional paid in capital of \$176,695 during the year ended December 31, 2022.

#### Treasury Stock

At December 31, 2022, December 31, 2023 and 2021, 2022, our treasury stock includes of 2,605,323 and 3,000,000 2,605,322 shares respectively, of our common stock with carrying value of \$3,360,867 and \$3,870,000, respectively, \$3,360,867. During 2022, we sold 394,677 shares of treasury stock with a carrying value of \$509,113 for gross proceeds of \$240,077. The gain on sale difference of \$269,056 was recognized as a deduction to additional paid in capital. The shares were acquired with our acquisition of LINICO on December 30, 2021 and are carried at cost and presented as a deduction to equity. We expect to sell the shares in 2023. We have presented the cost of the acquired stock as a deduction from equity. No sales of treasury stock were made in 2023.

On January 5, 2024, the Company elected to reacquire 2,605,322 shares of the Company's common stock from its wholly owned subsidiary, LINICO Corporation, for cancellation upon receipt. The transaction reduced the Company's outstanding shares from 117,862,081 to 115,256,759 (see Note 21, Subsequent Events).

#### Warrants

On August 22, 2022, the Company issued 200,000 warrants to GHF, Inc. in exchange for amending the terms of their note, which are exercisable at a price of \$1.00 per common share and have a two-year term (see Note 9, 10, Debt Obligations). On December 15, 2022, the Company issued warrants to GHF allowing them to purchase 1,000,000 shares of the Company's common stock, 500,000 of which are exercisable at a price per share of \$0.4555 and the remaining 500,000 at a price per share of \$2.5217 (see Note 9, 10, Debt Obligations).

On November 12, 2023, the Company issued warrants to Alvin Fund allowing them to purchase 1,000,000 shares of the Company's common stock, exercisable at a price per share of \$0.70 (see Note 10, Debt Obligations). The warrants are exercisable for a period of two years commencing on December 15, 2022, November 12, 2023 and ending on December 15, 2024 with a weighted average exercise price of \$2.21 and weighted average remaining term of 59 months, November 12, 2025.

Outstanding warrants for the year ended December 31, 2022, December 31, 2023 are as follows:

		2022
Outstanding warrants as of December 31, 2020 and 2021		—
Issued		1,200,000
Exercised		—
Expired		—
Outstanding warrants as of December 31, 2022		1,200,000

	Number of Warrants	Exercise Price	Expiration Date
GHF, Inc.	200,000	\$ 1.0000	August 22, 2024
GHF, Inc.	500,000	\$ 0.4555	December 15, 2024
GHF, Inc.	500,000	\$ 2.5217	December 15, 2024
Alvin Fund LLC	1,000,000	\$ 0.7000	November 12, 2025
Total outstanding warrants	2,200,000		

During the years ended December 31, 2023 and 2022, no warrants were exercised or expired.

#### NOTE 13 14 FAIR VALUE MEASUREMENTS

The following table presents our assets and liabilities measured at fair value on a recurring basis at December 31, 2022, December 31, 2023:

	Fair Value Measurements at			
	December 31, 2022			
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Tonogold common shares	\$ —	\$ —	\$ —	\$ —
Other equity securities	—	—	—	—
Total assets measured at fair value	\$ —	\$ —	\$ —	\$ —

Liabilities:							
Ionic convertible debenture derivative	\$	(420,000)	\$	—	\$	—	\$ (420,000)
LINICO related derivative		(6,053,162)		—		(6,053,162)	—
Haywood derivative		(1,480,000)		—		(1,480,000)	—
GenMat derivative		(6,592,638)		—		(6,592,638)	—
Total liabilities measured at fair value	\$	(14,545,800)	\$	—	\$	(14,125,800)	\$ (420,000)

		Fair Value Measurements at				
		December 31, 2023				
		Quoted	Significant			
		Prices	Other	Significant		
		in Active	Observable	Unobservable		
		Markets	Inputs	Inputs		
	Total	(Level 1)	(Level 2)	(Level 3)		
Liabilities:						
Kips Bay convertible debenture derivative	\$	1,360,000	\$	—	\$	1,360,000
LINICO related derivative		2,383,162		2,383,162		—
Haywood Property derivative		875,000		875,000		—
GenMat derivative		781,966		781,966		—
Total liabilities measured at fair value	\$	5,400,128	\$	4,040,128	\$	1,360,000

The following table presents our assets and liabilities at **December 31, 2021** December 31, 2022, which are measured at fair value on a recurring basis:

		Fair Value Measurements at						
		December 31, 2021						
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)				
						Total		
Assets:								
Tonogold common shares	\$	910,558	\$	910,558	\$	—	\$	—
Tonogold note receivable		7,255,000		—		—		7,255,000
LPB derivative asset		342,000		—		342,000		—
Other equity securities		15,260		15,260		—		—
Total assets measured at fair value	\$	8,522,818	\$	925,818	\$	342,000	\$	7,255,000
Liabilities:								
LINICO acquisition derivative liability	\$	(2,743,162)	\$	(2,743,162)	\$	—	\$	—
GenMat derivative		(6,130,000)		—		(6,130,000)		—
Total liabilities measured at fair value	\$	(8,873,162)	\$	(2,743,162)	\$	(6,130,000)	\$	—

		Fair Value Measurements at			
		December 31, 2022			
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	Total				
Liabilities:					
Ionic convertible debenture derivative	\$ 420,000	\$ —	\$ —	\$ 420,000	
LINICO related derivative	6,053,162	—	6,053,162	—	

Haywood Property derivative	1,480,000	—	1,480,000	—
GenMat derivative	6,592,638	—	6,592,638	—
Total liabilities measured at fair value	\$ 14,545,800	\$ —	\$ 14,125,800	\$ 420,000

The following table provides reconciliation between Changes in the beginning assets and liabilities that include level 3 inputs are as follows:

- During the year ended December 31, 2022, the Company recognized a loss of \$605,000 in the fair value measurement of the Tonogold Note Receivable (See Note 3, *Notes Receivable and Advances, net*) and a \$6,650,000 exchange of the note receivable associated with the Tonogold agreement using significant unobservable inputs (Level 3). As of December 31, 2022, the ending balance of investments measured at fair value on was \$0.
- During the year ended December 31, 2023, the Company recognized a recurring basis loss of \$1,099,587 for the change in fair value of the Ionic convertible debenture derivative. During the year ended December 31, 2023, \$1,519,587 of the derivative liability was fully converted using significant unobservable inputs (Level 3).

	12/31/22	12/31/21
Beginning Balance	\$ 7,255,000	\$ 5,498,500
Total change in fair value recognized in earnings		
Tonogold note receivable	(605,000)	(418,500)
Additions		
Tonogold note receivable	—	2,175,000
Deductions:		
Exchange of note receivable exchanged for investment in Comstock Mining LLC	(6,650,000)	—
Ending Balance	\$ —	\$ 7,255,000

#### VALUATION METHODOLOGIES

Following The following is a description of the valuation methodologies used for the Company's financial instruments measured at fair value on a recurring basis as well as the general classification of such instruments pursuant to the valuation hierarchy.

##### Tonogold Common Shares Derivatives

The fair value of Company has several derivatives associated with its common stock including make-whole commitments and debt conversion options. The following tables presents changes in our investment in common shares of Tonogold was based on its closing price per share. At December 31, 2021, we held 8,671,985 Tonogold common shares with a fair value of \$910,558. At December 31, 2022, the Company owns 606,061 shares of Tonogold. The Company wrote off the remaining investment balance of \$30,303 due lack of marketability as Tonogold is not a current reporting company. The fair values of the common shares are based on the \$0.04 and \$0.11 closing share prices (OTC: TNGI), at December 31, 2022 and December 31, 2021, respectively. We recorded an unrealized loss of \$565,550 and \$2,286,867 on this investment in the consolidated statements of operations derivative liabilities for the years ended December 31, 2022 and 2021, respectively. December 31, 2023

Tonogold Note Receivable and 2022, measured at fair value:

For the Year Ended December 31, 2023					
	As of December 31, 2022	Additions (Deductions)	Unrealized Gain (Loss) on Change in Fair Value	Payments for Decrease in Contractual Stock Consideration	As of December 31, 2023
Ionic convertible debenture derivative	\$ 420,000	\$ (1,519,587)	\$ 1,099,587	\$ —	\$ —
Kips Bay convertible debenture derivative	—	1,360,000	—	—	1,360,000
LINICO related derivative	6,053,162	—	(945,000)	(2,725,000)	2,383,162
Haywood Property derivative	1,480,000	—	(405,000)	(200,000)	875,000
GenMat derivative	6,592,638	—	(710,672)	(5,100,000)	781,966
Total liabilities measured at fair value	\$ 14,545,800	\$ (159,587)	\$ (961,085)	\$ (8,025,000)	\$ 5,400,128

For the Year Ended December 31, 2022					
	As of December 31, 2021	Additions (Deductions)	Unrealized Gain (Loss) on Change in Fair Value	Payments for Decrease in Contractual Stock Consideration	As of December 31, 2022
Ionic convertible debenture derivative	\$ —	\$ 420,000	\$ —	\$ —	\$ 420,000

LINICO related derivative	2,743,162	—	3,535,000	(225,000)	6,053,162
Haywood Property derivative	—	(245,000)	1,875,000	(150,000)	1,480,000
GenMat derivative	6,130,000	—	2,912,638	(2,450,000)	6,592,638
LPB derivative	(342,000)	937,000	(595,000)	—	—
Total liabilities measured at fair value	\$ 8,531,162	\$ 1,112,000	\$ 7,727,638	\$ (2,825,000)	\$ 14,545,800

At December 31, 2021, December 31, 2023 and 2022, the fair value of the Tonogold Note LINICO, the Haywood Property, and GenMat derivatives was \$7,255,000 based on probability weighted fair value with several scenarios, including a 10% probability of Tonogold repayment upon maturity, a 10% probability of Tonogold defaulting on the Note, a 75% probability of a swap of the collateral to us prior to maturity with exercise of an option to repurchase the assets, and a 5% probability of a swap of the collateral to us prior to maturity and assuming no exercise of the option to repurchase.

Under scenario 1, the value of \$7,198,000 was derived from a Monte Carlo model with the following inputs: Tonogold common share price - \$0.11; volatility – 61%; risk free rate – 0.06%; cost of debt – 20%; conversion premium – 30%; probability of prepayment – 5% at both March and June 2021; probability of change in control – 0% at December 2021; probability of default is considered separately in other scenarios at December 31, 2021. The Company recorded a loss of \$418,500 for the change in fair value in other expense in the consolidated statements of operations for the year ended December 31, 2021.

Under scenario 2, we assumed default upon the March 2022 maturity date and a 24 month term for the settlement process, with an assumed settlement of \$10,550,401 in March 2024. The settlement amount represents the outstanding principal and interest obligation on the note. A yield assumption of 20% was applied to the settlement amount. The value of scenario 2 was \$7,000,000.

Under scenario 3, we assumed the Lucerne mine and related assets would be sold back to us, with Tonogold paying \$750,000 at the maturity date of the Note (the "Swap") with a call option issued to Tonogold whereby the assets could be repurchased at the end of 2022 for \$7,500,000. A discount rate of 25% was applied in this scenario, reflecting the rates of return on venture capital investments. We assumed Tonogold exercised the option in this scenario. The value of scenario 3 was \$6,709,000.

Under scenario 4, we assumed the Swap in scenario 3 and no exercise of the option by Tonogold to repurchase the assets. We assumed a 24 month process to sell the assets to an investor for \$30,000,000, which is similar to the purchase trading price of the assets to Tonogold in 2020. A discount rate Company's shares of 25% was applied in this scenario, reflecting rates of return on venture capital investments. The value of scenario 4 was \$16,069,000.

The probability factors were applied to each scenario \$0.55 and the resulting value of the Note at December 31, 2021 was \$7,255,000.

The significant unobservable inputs used in the fair value measurement of the Tonogold Note are the probability factors applied to each scenario and the settlement amounts and timing. Significant increases or decreases in any of these inputs in isolation may have resulted in a significantly higher or lower fair value measurement.

On March 26, 2022, as amended September 30, 2022, the Company entered into an Option Agreement with Tonogold (the "Lucerne Option"). Tonogold re-conveyed 100% of the previously sold membership interests of Comstock Mining LLC, the entity that owns the Lucerne mine, to the Company, in exchange for the Company exchanging Tonogold's payment obligations under secured note in the principal amount owed of \$6,650,000 to the Company. This agreement was terminated effective December 30, 2022 (See Note 2, *Acquisitions and Investments*). The fair values of the note on the date of the exchange was deemed to be the face value of the note.

The Company recorded a loss of \$605,000 and \$418,500 for the change in fair value in other expense in the consolidated statements of operations for the years ended December 31, 2022 and 2021, \$0.28, respectively.

#### LINICO Derivative Instruments Ionic Ventures, LLC Conversion Option

On February 15, 2021 December 16, 2022, we recorded a derivative asset liability on the consolidated balance sheets in connection with the LINICO Stock Purchase Agreement, Ionic Note. On that date, the \$420,000 fair value of the derivative liability was determined based on bifurcation of the derivative liability from the convertible note. At December 31, 2022, the derivative was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the average price capped at \$0.50, discount rate of 35%, risk-free rate of 4.40%, and volatility of 60.0%. At December 31, 2023, the derivative was fully converted. The derivative liability was classified within Level 3 of the valuation hierarchy.

In 2023, the range of variables used to calculate the fair value of the derivative asset was determined based on liabilities associated with the excess conversion of the fair value of 3,000,000 shares of our common stock issued to and held by LINICO over the \$6,250,000 contractual consideration required under the agreement. The value of the shares was based on the \$2.25 closing price per share of our common stock on that date. The derivative was settled in December 2021 when the Company purchased Ionic Note using a majority interest in LINICO (see Note 2, *Acquisitions and Investments*). We recorded an unrealized loss of \$2,049,966 which was recognized Monte Carlo valuation model are as a change in fair value of the derivative instruments in the consolidated statements of operations for the year ended December 31, 2021, follows.

Stock Price	Discount Rate	Volatility	Risk Free Rate
Conversion price equal to 90% of the average price capped at \$0.50	35.0%	85.0% to 99%	4.17% to 5.44%

#### Kips Bay Select LP Conversion Option

On December 30, 2021, the Company entered into an agreement to acquire 3,129,081 LINICO common shares from its former chief executive officer and director in exchange for 3,500,000 shares of the Company's common stock. If and to the extent that the sale of the shares results in net proceeds greater than \$7,258,162, then former chief executive officer is required to pay all of such excess proceeds to the Company. If and to the extent that the sale of the shares results in net proceeds less than \$7,258,162, then the Company is required to pay the former chief executive officer equal to such shortfall. The fair value of the shares was based on the closing price per share of our common stock of \$0.28 and \$1.29 at December 31, 2022 and 2021, respectively. As of December 31, 2022, the Company had paid the former chief executive officer \$225,000 which resulted in a decrease in contractual stock consideration. We recorded an unrealized loss on the change in fair value of the derivative liability of \$3,535,000 and \$2,743,162 in the consolidated statements of operations for the years ended December 31, 2022 and 2021, respectively. The derivative liability is classified within Level 2 of the valuation hierarchy.

#### GenMat Derivative Instruments

On June 24, 2021 December 27, 2023, we recorded a derivative asset liability on the consolidated balance sheets in connection with the GenMat Membership Interest Purchase Agreement (see Note 2, *Acquisitions and Investments*). Kips Bay Note. On that date, the \$530,000 fair value of the derivative asset was determined based on the excess of the fair value of 3,000,000 shares of our common stock issued to and held by GenMat over the \$10,000,000 contractual stock consideration required under the agreement. The value of the shares was based on the \$3.51 closing price per share of our common stock on that date. The fair value of the shares was based on the closing price per share of our common stock of \$0.28 and \$1.29 at December 31, 2022 and 2021, respectively. As of December 31, 2022, the Company paid GenMat make whole payments of \$2,450,000 which resulted in a decrease in contractual stock consideration. We recorded an unrealized loss on the change in \$1,360,000 fair value of the derivative liability of \$2,912,638 and \$6,660,000 in the consolidated statements of operations for the years ended December 31, 2022 and 2021, respectively. The derivative liability is classified within Level 2 of the valuation hierarchy.

#### Haywood Derivative Instruments

On April 7, 2022, we recorded a derivative asset on the consolidated balance sheets in connection with the Haywood acquisition and lease from Decommissioning Services (see Note 8, *Leases*). On that date, the \$245,000 fair value of the derivative asset was determined based on the excess bifurcation of the fair value of 1,500,000 shares of our common stock issued to derivative liability from the convertible note. At both December 27, 2023 and held by Decommissioning Services and a deposit of \$50,000 over the \$2,100,000 contractual stock consideration required under the agreement. As of December 31, 2022 December 31, 2023, the Company had paid Decommissioning Services \$150,000 which resulted in a decrease in contractual stock consideration. At December 31, 2022, the fair value of the shares was based on the closing price per share of our common stock of \$0.28 and the fair value of the derivative liability was \$1,480,000. We recorded an unrealized loss on the change in fair value \$1,360,000 and was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the derivative liability average price capped at \$1.00, discount rate of \$1,875,000 in the consolidated statements 35%, risk free rate of operations for the year ended December 31, 2022 4.54%, and volatility of 96.0%. The derivative liability is was classified within Level 2 3 of the valuation hierarchy.

#### LPB Derivative Instrument

On July 23, 2021, we recorded a derivative asset on the consolidated balance sheets in connection with the LPB Contribution Agreement. On that date, the \$6,642,000 fair value of the derivative asset was determined based on the excess of the fair value of 3,500,000 shares of our common stock issued to and held by LPB over the \$4,173,000 fair value of our contractual consideration under the LPB Partnership Interest Purchase Agreement. The value of the shares was based on the \$3.09 closing price per share of our common stock on that date. At December 31, 2021, the fair value of the shares was based on the closing price per share of our common stock of \$0.28. On February 28, 2022, the Company and the other parties to the LPB transactions mutually agreed to terminate the transaction documents. Prior to settlement, the fair value of the shares was based on the closing price per share of our common stock of \$1.46, and we recorded a gain on the change in fair value of the derivative liability of \$595,000 in the consolidated statements of operations for the year ended December 31, 2022. The fair value of the derivative as of the settlement date of \$937,000 was derecognized, along with the value of the investment in LPB, and the fair value of the 3,500,000 shares was \$5,110,000 and was recognized as a decrease first to the par value of the common stock returned, and the remainder as a reduction to additional paid in capital.

#### MCU Derivative Instrument American Battery Technology Investment

On December 4, 2020, the Company recorded a derivative asset on the consolidated balance sheets in connection with its \$2.0 million purchase of 15% of MCU membership interests. During the year ended December 31, 2021, MCU sold 625,000 shares, resulting in a final derivative asset fair value of \$762,377 based on the excess of actual net proceeds and cash payments to MCU over the \$2,000,000 purchase price. We received a cash payment of \$762,377 from MCU in February 2021 in full satisfaction of any excess proceeds from the sale of the Manufacturing Facility (See Note 9, *Sale of Manufacturing Facility*), the Company received 11 million shares of restricted common stock which was applied to from the derivative asset, resulting in no remaining purchaser of the Manufacturing Facility, ABTC, with an initial fair value at December 31, 2021, of \$9,365,000. The derivative liability was classified within Level 2 fair value of the valuation hierarchy.

#### Ionic Ventures, LLC Conversion Option

On December 16, 2022, we recorded a derivative liability on the consolidated balance sheets our investment in ABTC restricted common shares acquired in connection with the Ionic 2022 Convertible Note. On that date, the \$420,000 fair value sale of the derivative liability was determined based on bifurcation of the derivative liability from the convertible note. At December 31, 2022, the fair value of the derivative liability was \$420,000. The derivative Manufacturing Facility was valued using a Monte Carlo valuation model with a conversion price equal to 90% of the average price capped at \$0.50 discount rate of 35%, risk free rate of 4.40%, and volatility of 60.0%. The derivative liability is classified within Level 3 of the valuation hierarchy.

#### Other Financial Instruments

At December 31, 2022, the carrying amount of cash and cash equivalents, notes receivable and debt carried at amortized costs, approximates fair value because of the short-term maturity of these financial instruments.

#### ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A NONRECURRING BASIS



Following is a description of the valuation methodologies used in determining the fair values of the nonrecurring stock purchase price consideration and intangible assets recorded in connection with the three acquisitions completed during the year ended December 31, 2022, all of which are classified within Level 3 of the valuation hierarchy.

#### *PSI Stock Purchase Price Consideration*

On September 7, 2021, the Company entered into and closed under a Securities Exchange Agreement with the shareholders of Comstock Innovations Corporation (F/K/A/Plain Sight Innovations Corporation) ("Comstock Innovations"), in order to acquire 100% of the issued and outstanding equity of the Company, in exchange for 8,500,000 restricted shares of the Company's common stock with a fair value of \$14,952,806. Such shares are subject to transfer restrictions, of which 28% will be released from the Lock-Up 180 days after closing, and the remaining 72% will be released in eight (8) equal installments of 9% every six months thereafter. In determining the fair value of the shares issued, we assessed the lack of marketability of the shares issued utilizing the European and Asian Protective Put Models and, in order to estimate the volatility for Comstock's future business, we evaluated selected guideline companies from the same industry to determine discounts for lack of marketability associated with the lockup restrictions of 18.2% for the six-month lockup and 54.0% for the longer-term lockups. Related inputs for the six-month lockup include stock price \$1.00, exercise price \$1.00, term 0.5 years, volatility 101.3%, risk free rate 0.05% and dividend yield 0.0%. Related inputs for the longer-term lockups include stock price \$1.00, exercise price \$1.00, term 2.5 years, volatility 130.5%, risk free rate 0.30% and dividend yield 0.0%. The purchase price consideration is classified within Level 2 of the valuation hierarchy, as follows.

#### *Comstock Innovations Intangible Assets*

The Company's intangible assets acquired from PSI consist of technology-related assets, including third-party license agreements and internally developed technology. Because adequate information is not available to determine the fair value of one of the license agreements using income (economic benefit stream) or market (comparable assets) valuation approaches, the fair values are based on a cost approach (to replace the future service capability of the asset) and an 80.0% opportunity cost to negotiate the agreement over a one-month period, resulting in an estimated fair value of \$10,800. The second license agreement has been recorded at the cost of the minimum license fee less amortization, resulting in an estimated fair value of \$483,333. The estimated fair value of the internally developed technology is based on the relief from royalty approach, estimating the present value of related future cash flows after tax discounted at an estimated 80.0% per annum weighted average cost of capital, resulting in an estimated fair value of \$6,579,400. All three intangible assets are being amortized on a straight line basis over their 10-year estimated useful lives. The intangible assets are classified within Level 3 of the valuation hierarchy.

#### *MANA Stock Purchase Price Consideration*

On July 23, 2021, we entered into a Securities Purchase Agreement to purchase 100% of MANA equity and voting shares from the former shareholders of MANA. Under the agreement, the purchase price was paid through the issuance of 4,200,000 restricted shares of our common stock to the former shareholders, with an estimated fair value of \$6,528,453. The restricted shares issued are subject to lockup provisions wherein 28% of the restricted shares are released from resale restrictions 180 days, or six months, after the closing. The remaining 72% of the restricted shares are released from resale restrictions in eight equal installments of 9% every six months thereafter. In determining the fair value of the shares issued, we assessed the lack of marketability of the shares issued utilizing the European and Asian Protective Put Models and, in order to estimate the volatility for Comstock's future business, we evaluated selected guideline companies from the same industry to determine discounts for lack of marketability associated with the lockup restrictions of 39.4% for the six-month lockup and 53.7% for the longer-term lockups. Related inputs for the six-month lockup include stock price \$1.00, exercise price \$1.00, term 0.5 years, volatility 209.9%, risk free rate 0.05% and dividend yield 0%. Related inputs for the longer-term lockups include stock price \$1.00, exercise price \$1.00, term 2.5 years, volatility 129.6%, risk free rate 0.30% and dividend yield —%. The purchase price consideration is classified within Level 2 of the valuation hierarchy.

#### *Renewable Process Solutions, Inc. ("RPS") Stock Purchase Price Consideration*

On June 18, 2021, we entered into a Securities Purchase Agreement to purchase 100% of RPS equity and voting shares from the former shareholder of RPS. Under the agreement, the purchase price is paid through the issuance of 1,000,000 restricted shares of our common stock to the former shareholder, with an estimated fair value of \$2,304,806. The restricted shares issued are subject to lockup provisions wherein 28.0% of the restricted shares are released from resale restrictions 180 days, or six months, after the closing. The remaining 72.0% of the restricted shares are released from resale restrictions in eight equal installments of 9.0% every six months thereafter. In determining the fair value of the shares issued, we assessed the lack of marketability of the shares issued utilizing the European and Asian Protective Put Models and, in order to estimate the volatility for Comstock's future business, we evaluated selected guideline companies from the same industry to determine discounts for lack of marketability associated with the lockup restrictions of 26.2% for the six-month lockup and 37.5% for the longer-term lockups. Related inputs for the six-month lockup include stock price \$1.00, exercise price \$1.00, term 0.5 years, volatility 142.4%, risk free rate 0.06% and dividend yield 0%. Related inputs for the longer-term lockups include stock price \$1.00, exercise price \$1.00, term 2.49 years, volatility 90.8%, risk free rate 0.36% and dividend yield 0%. The purchase price consideration is classified within Level 2 of the valuation hierarchy.

#### *RPS Intangible Assets*

RPS intangible assets acquired consist of technology-related and contract-related assets. The technology-related asset is a third-party license agreement with an estimated fair value of \$16,619, and the contract-related assets include a third-party distribution agreement with an estimated fair value of \$19,733, and a customer contract with an estimated fair value of \$122,885. Because adequate information is not available to determine the fair values of the license and distribution agreements using income (economic benefit stream) or market (comparable assets) valuation approaches, their fair values are based on a cost approach (to replace the future service capability of the assets) and an 11.8% opportunity cost to negotiate the agreements over a six-month period. The fair values of the license and distribution agreements are being amortized on a straight-line basis over their estimated 24 and 79 month estimated useful lives, respectively. The fair value of the customer contract is based on the income approach, estimating the present value of related future cash flows after tax discounted at an estimated 11.8% per annum weighted average cost of capital. The customer contract is being amortized on a straight-line basis over the estimated nine-month period to complete the related services. The intangible assets are classified within Level 3 of the valuation hierarchy.

#### *LINICO Intangible Assets*

LINICO intangible assets acquired consist of internally developed technology with an estimated fair value of \$11,803,000, a lease intangible related to a purchase option with an estimated fair value of \$3,621,488, and a trademark with an estimated fair value of \$7,000. The estimated fair value of the internally developed technology is based on a relief from



royalty method, with estimated revenue over 12 years, attrition of 8.3%, gross royalty charges of 7% and a discount rate of 74.0%. The lease intangible is based on a Black Scholes model with an estimated fair value of the battery recycling facility of \$17,130,000, a purchase option price of \$14,250,000, a term of 0.8 years, a risk-free rate of 0.29% and volatility of 21.6%. The trademark is valued based on a cost model, which includes attorney advice and preparation of the trademark application, plus filing costs. The developed technology and trademark will be amortized on a straight line basis over their 10-year estimated useful lives and the lease intangible will be amortized on a straight-line basis over its 10-month estimated useful life. Intangible assets of \$15,431,488 were recognized upon acquisition based on their relative fair value to the fair value of other net assets acquired. The intangible assets are classified within Level 3 of the valuation hierarchy.

Date	Description	Fair Value	Beginning Stock Price	Volatility	Risk Free Rate
April 6, 2023	10 million ABTC shares (make-whole provision \$6.6 million to \$7.6 million)	\$ 7,000,000	\$ 0.78	94.0 %	4.80 %
April 21, 2023	Change in fair value on the 10 million ABTC shares for a change in make-whole commitment	\$ 2,000,000	\$ 0.86	95.0 %	5.00 %
May 12, 2023	1 million ABTC shares	\$ 365,000	\$ 0.74	95.0 %	5.07 %

NOTE 1415 STOCK-BASED COMPENSATION

2022 EQUITY INCENTIVE PLAN

In 2022, the Company adopted the Comstock Inc. 2022 Equity Incentive Plan (the “2022 Plan”). The maximum number of shares of our common stock that may be delivered pursuant to awards granted under the 2022 Plan is 6,000,000. The 2022 Plan provides for the grant of various types of awards, including but not limited to, restricted stock (including performance and cash awards), incentive and non-qualified stock options, stock appreciation rights and other equity-based awards. As of December 31, 2022December 31, 2023, the Company has not granted any options or shares under the 2022 Plan.

2020 EQUITY INCENTIVE PLAN

In 2020, the Company adopted the Comstock Mining Inc. 2020 Equity Incentive Plan (the “2020 Plan”). The maximum number of shares of our common stock that may be delivered pursuant to awards granted under the 2020 Plan is 1,800,000. The 2020 Plan provides for the grant of various types of awards, including but not limited to, restricted stock (including performance awards), restricted stock units, stock options, and other types of stock-based compensation.

During the years ended December 31, 2022December 31, 2023 and 2021, 2022, the Company recognized \$143,100 and \$190,800, in both periods respectively, for the vesting of stock awards issued in 2020. TheDuring the year ended December 31, 2023, 45,000 shares, which were issued in 2021 under the 2020 Plan, were forfeited totaling \$11,925 in compensation recaptured. No remaining compensation \$190,800 on these awards will be recognized from January 1, 2023 through after December 31, 2023.

During 2021, we granted 1,170,000 performance shares, share awards, net of 30,000 shares which were forfeited during the year ended December 31, 2022, to employees under the Comstock Mining Inc. 2020 Equity Incentive Plan (the “2020 Plan”).Plan. During 2022, we granted 60,000 shares, net of 40,000 shares forfeited during the year ended December 31, 2022 to additional employees. During 2023, we granted 30,000 shares to an additional employee and 30,000 shares were forfeited during the year ended December 31, 2023. The vesting of 50% of the employee performance share awards is contingent on the achievement of performance goals over the next three years, and vesting of the remaining 50% is contingent on the achievement of our common stock market price goals over the next five years, defined on a per share value basis. Vesting is dependent on the employee remaining with the Company from the grant date through the vesting date. The performance shares that vest based on the achievement of performance goals were valued using the Company’s common stock price on the grant date, and stock-based compensation was determined based on the probability of achieving each goal.

The performance market-based vesting based on the Company share price were valued using a path-dependent model with the following range of inputs:

		December 31, 2022	December 31, 2021		
		During the Year Ended		During the Year Ended	
		December 31, 2023		December 31, 2023	December 31, 2022
Total shares granted	Total shares granted	20,000	1,140,000		
Performance condition valuation inputs:	Performance condition valuation inputs:				
Performance condition shares	Performance condition shares	20,000	570,000		
Performance condition shares					
Performance condition shares					
Stock price at grant date	Stock price at grant date	\$0.62 to \$1.68	\$1.10 to \$3.51	Stock price at grant date	\$ 0.28
				\$0.62 to \$1.68	\$0.62 to \$1.68



Other income (expense) net consisted of the following for the years ended **December 31, 2022** **December 31, 2023** and **2021**; **2022**:

	December 31, 2023		December 31, 2022	
	December 31, 2023		December 31, 2022	
Change in fair value				
Tonogold note receivable				
LPB settlement and related expenses				
Amendment fee associated with Manufacturing Facility sale				
	12/31/22	12/31/21		
Change in fair value				
Tonogold note receivable	\$ (605,000)	\$ (418,500)		
Tonogold amendment fee and charges	—	362,500		
LINICO dividend income	—	426,763		
LPB settlement and related expenses	(250,000)	—		
Impairment of LPB related assets	—	(1,076,258)		
Write off of MCU-P note receivable, net of recovery	(1,038,935)	—		
Write off of Pelen option				
Write off of Pelen option	Write off of Pelen option	(150,000)	—	
Equity loss in affiliates	Equity loss in affiliates	(1,133,633)	(2,049,070)	
All other	All other	116,167	(224,798)	
Total other income (expense)	Total other income (expense)	<u><u>\$ (3,061,401)</u></u>	<u><u>\$ (2,979,363)</u></u>	

## NOTE 16 17 INCOME TAXES

The results of the Company's operations are included in a federal income tax return. The Company provides deferred income taxes on the net differences between the carrying amounts of assets and liabilities for financial and income tax reporting.

No benefit (provision) has been recognized for the years ended December 31, 2023 and 2022.

The difference between the provision for income taxes reported in the consolidated financial statements and the provision for income taxes based on federal statutory rates results principally from **1**) (1) valuation allowance adjustments, **2**) (2) goodwill impairment and **3**) (3) certain other permanent differences.

The provision for income taxes for the years ended December 31, 2022 and December 31, 2021 consisted of the following:

	12/31/22	12/31/21
<b>Current provision:</b>		
Federal	\$ —	\$ —
State	—	—
Total current provision	—	—
<b>Deferred provision (benefit) for tax:</b>		
Federal - due to acquisition of intangibles	—	(5,748,105)
State	—	—
Total deferred provision (benefit) for tax	—	(5,748,105)
Total provision for tax	\$ —	\$ (5,748,105)

Reconciliation of the statutory federal income tax rates consist of the following:

	12/31/22	12/31/21		
<b>December 31, 2023</b>			<b>December 31, 2023</b>	<b>December 31, 2022</b>
Federal statutory rate	(21.0) %	(21.0) %	Federal statutory rate	21.0 %
Goodwill impairment	5.8 %	4.3 %	Goodwill impairment	— %
Change in valuation allowance	15.4 %	(1.6) %	Change in valuation allowance	(21.0) %
Other	(0.2) %	(0.7) %	Other	5.8 %
Total	— %	(19.0) %	Total	15.4 %
				(0.2) %
				— %

The Company's total deferred income taxes at **December 31, 2022** December 31, 2023 and **2021** 2022 consisted of the following:

	12/31/22	12/31/21		
<b>December 31, 2023</b>			<b>December 31, 2023</b>	<b>December 31, 2022</b>
Asset retirement obligation	\$ 1,097,566	\$ 1,143,591		
Mineral rights and properties, plant, and equipment	697,805	1,172,407		
Mining exploration, development, claims, and permit costs	404,649	335,572		
Lease liability	2,695,912	2,739,135		
Net operating loss carryforward	46,020,993	41,897,036		
Capital loss carryforward	1,024,983	—		
Mark-to-market adjustments	3,827,353	3,697,424		

Fair value adjustments			
Capitalized research expenditures	Capitalized research expenditures	1,327,372	—
Other	Other	624,764	453,712
Total deferred tax asset	Total deferred tax asset	57,721,397	51,438,877
Valuation allowance	Valuation allowance	(50,171,780)	(43,102,265)
Net deferred tax assets	Net deferred tax assets	7,549,617	8,336,612
Deferred tax liabilities:	Deferred tax liabilities:		
Deferred tax liabilities:			
Right of use asset – leases			
Right of use asset – leases			
Right of use asset – leases	Right of use asset – leases	(3,469,304)	(2,739,135)
Intangible assets	Intangible assets	(4,080,313)	(5,597,477)
Fair value adjustments			
Total deferred tax liabilities	Total deferred tax liabilities	(7,549,617)	(8,336,612)
Net deferred tax assets and liabilities	Net deferred tax assets and liabilities	\$ —	\$ —

The Company records a valuation allowance if, based on the weight of all available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. At **December 31, 2022** **December 31, 2023**, and **2021**, 2022, the Company has determined that a full valuation allowance is necessary against its net deferred tax assets based on the weight this evidence and have valuation allowances of all available evidence. The resulting valuation allowance recorded **\$48.1 million** and **\$50.2 million**, respectively, against the net deferred tax assets of the Company is **\$50.2 million** and **\$43.1 million** at **December 31, 2022**, and **2021**, respectively, assets.

At **December 31, 2022** **December 31, 2023**, the Company has total net operating and capital loss carryforwards of approximately **\$168.2 million** **\$225.6 million**. Of this total, the Company has approximately **\$168.2 million** in net operating loss carryforwards for federal income tax purposes which, if not utilized, will begin to expire in 2024 and could be subject to certain limitations under section 382 of the Internal Revenue Code. Additionally, at **December 31, 2022**, the Company has net operating loss carryforwards Code of 1986, as amended, approximately **\$50.9 million** **\$51.3 million** for federal income tax purposes with no expiration, but which are subject to 80% limitation upon utilization. At **December 31, 2022**, the Company has utilization, and approximately **\$6.1 million** of capital loss carryforwards of approximately **\$4.9 million** for federal income tax purposes which, if not utilized, will begin to expire in 2027.

At **December 31, 2022** **December 31, 2023**, and **2021**, 2022, the Company did not have any unrecognized tax benefits. The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense. The Company currently has no federal or state tax examinations in progress nor has it had any federal or state tax examinations since its inception. The Company is subject to U.S. federal and state income tax examination for tax years **2019** **2020** and forward. Tax returns for years prior to **2019** **2020** may remain open with respect to net operating loss carryforwards that are utilized in a later year, as tax attributes from prior years can be adjusted during an audit of a later year.

#### NOTE 17 18 NET INCOME (LOSS) PER COMMON SHARE

Net Income (loss) Basic earnings per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares of common stock outstanding during the period. Diluted income (loss) per share reflects the potential dilution that could occur if outstanding stock options were exercised into common stock. For the years year ended **December 31, 2022** and **2021**, we had no common stock equivalent shares that were potentially dilutive, including warrants to purchase common stocks, stock options, stock awards and conversion option options on a convertible debenture.

The following is a reconciliation of the numerator and denominator used in the basic and diluted computation of net income (loss) per share:

	December 31, 2023	December 31, 2022
<b>Numerator:</b>		
Net income (loss) attributed to Comstock Inc.	\$ 9,161,821	\$ (45,948,744)
<b>Denominator:</b>		
Basic weighted average shares outstanding	105,126,754	74,458,028
Incremental shares	42,610	—
Diluted weighted average shares outstanding	105,169,364	74,458,028
<b>Net income (loss) per common shares:</b>		
Basic EPS	\$ 0.09	\$ (0.62)
Diluted EPS	\$ 0.09	\$ (0.62)

For the years ended December 31, 2022, December 31, 2023 and 2021, 2022, the weighted average number of shares outstanding, for the purpose of calculating earnings per share, were reduced by treasury shares of 2,520,388, 2,605,322 and 2,694,300, 2,293,495, respectively, which is the number of treasury shares through our ownership in LINICO. The remaining 311,827

For the year ended December 31, 2023, the calculation of incremental shares for diluted weighted average treasury shares are deemed outstanding did not include the following items due to be owned by AQMS, their anti-dilutive impact: 580,000 performance award shares, 580,000 market condition award shares, and 1,700,000 warrant shares. For the year ended December 31, 2022, all potentially dilutive shares were anti-dilutive due to the net loss incurred in that period.

#### NOTE 18 19 SEGMENT REPORTING

We have the following segments: production segments and sale reporting units: Fuels, Metals, Mining, Strategic Investments and Corporate. The Company's goal is to accelerate the commercialization of metals decarbonizing technologies. Once a technology achieves a certain technology readiness or a justifiable critical mass or market distinction, we strategically plan its commercialization and mining, renewable energy, and strategic and other dedicate resources toward that end. Until then, it is managed with corporate investments, resources.

Summarized financial information relating to our reportable segments is provided below. In 2023, our chief operating decision maker ("CODM") reassessed the Company's performance and allocation of resources. Based on this reassessment, the Company's segments were determined to be Fuels, Metals, Mining, Strategic Investments and Corporate. Previously, our CODM assessed performance and allocation of resources to three business segments and reporting units including Renewable Energy, Mining and Strategic Investments. Certain amounts have been reclassified to conform to the current period presentation most notably to reclassify our historical activities to our all other on a comparable basis. The Company's strategic plans, executes and monitors each reporting segment and has dedicated personnel responsible for each reportable segment. Our Fuels Segment represents our lignocellulosic biomass into biointermediates for refining into renewable energy segment includes fuels. Our Metals Segment represents our new technologies and the resulting renewable energy recycling of electrification products. Our mining segment Mining Segment includes our gold and silver mining assets and related real estate. Our strategic Strategic Investments Segment includes our investments in GenMat, Green Li-ion and other investments segment SSO and our Corporate Segment includes all other activities, including real estate, equity method investments assets and general corporate costs. Strategic and other investments Mining revenue is from leasing mineral claims and other real estate activities, estate.

December 31, 2022	Renewable Energy	Mining	Strategic and Other Investments	Total
Revenue	\$ —	\$ 146,950	\$ 31,200	\$ 178,150
Depreciation and amortization	\$ 1,600,877	\$ 314,114	\$ 1,413,579	\$ 3,328,570
Loss from Operations	\$ (10,619,429)	\$ (346,115)	\$ (8,395,738)	\$ (19,361,282)
Change in fair value of derivative instruments	\$ 595,000	\$ —	\$ (8,322,638)	\$ (7,727,638)
Impairment of intangibles	\$ —	\$ —	\$ (338,035)	\$ (338,035)
Impairment of investment, net recovery	\$ —	\$ 2,204,715	\$ —	\$ 2,204,715
Impairment of goodwill	\$ (12,788,671)	\$ —	\$ —	\$ (12,788,671)
Total other income (expense), net	\$ (13,708,801)	\$ (2,369,679)	\$ (11,298,497)	\$ (27,376,977)
Net Loss	\$ (24,328,228)	\$ (2,715,794)	\$ (19,694,237)	\$ (46,738,259)

Total Assets:	\$	12,524,408	\$	8,322,920	\$	79,206,431	\$	100,053,759
Capital Expenditures:	\$	1,014,070	\$	—	\$	—	\$	1,014,070

Twelve-Months Ended December 31, 2023	Fuels	Metals	Mining	Strategic Investments	Corporate/Other	Total
Revenue	\$ —	\$ —	\$ 1,014,776	\$ 237,473	\$ 22,200	\$ 1,274,449
Depreciation and amortization	\$ 885,070	\$ 1,245,448	\$ 165,731	\$ 61,472	\$ 119,804	\$ 2,477,525
(Loss) income from operations	\$ (6,836,194)	\$ (1,855,549)	\$ (1,284,753)	\$ (3,176,886)	\$ 548,945	\$ (12,604,437)
Change in fair value of derivative instruments	\$ —	\$ —	\$ 405,000	\$ 1,655,672	\$ (1,099,587)	\$ 961,085
Gain (loss) on investments	\$ —	\$ —	\$ —	\$ 25,034,875	\$ —	\$ 25,034,875
Total other income (expense), net	\$ 3,210	\$ —	\$ 439,241	\$ 25,055,208	\$ (2,366,970)	\$ 23,130,689
Net income (loss)	\$ (6,832,984)	\$ (1,855,549)	\$ (845,512)	\$ 21,878,323	\$ (1,818,026)	\$ 10,526,252
Total Assets	\$ 7,257,580	\$ 11,797,921	\$ 25,003,871	\$ 57,082,301	\$ 5,324,671	\$ 106,466,344
Capital Expenditures	\$ 68,582	\$ 997,993	\$ 736,595	\$ —	\$ 15,895	\$ 1,819,065

Twelve-Months Ended December 31, 2022	Fuels	Metals	Mining	Strategic Investments	Corporate/Other	Total
Revenue	\$ —	\$ —	\$ 146,950	\$ —	\$ 31,200	\$ 178,150
Depreciation and amortization	\$ 888,780	\$ 1,180,300	\$ 318,594	\$ 684,116	\$ 256,780	\$ 3,328,570
Loss from operations	\$ (7,928,025)	\$ (1,180,300)	\$ (346,115)	\$ (1,843,510)	\$ (8,063,332)	\$ (19,361,282)
Change in fair value of derivative instruments	\$ —	\$ —	\$ (1,875,000)	\$ (6,069,888)	\$ 217,250	\$ (7,727,638)
Impairment of intangible assets	\$ —	\$ —	\$ —	\$ —	\$ (338,035)	\$ (338,035)
Impairment of investments and note receivable, net recovery	\$ —	\$ —	\$ (2,452,788)	\$ (54,587)	\$ (736,275)	\$ (3,243,650)
Impairment of goodwill	\$ (2,202,275)	\$ —	\$ —	\$ —	\$ (10,586,396)	\$ (12,788,671)
Total other income (expense), net	\$ (2,196,608)	\$ —	\$ (4,394,679)	\$ (8,276,973)	\$ (12,508,717)	\$ (27,376,977)
Net income (loss)	\$ (10,124,633)	\$ (1,180,300)	\$ (4,740,794)	\$ (10,120,482)	\$ (20,572,050)	\$ (46,738,259)
Total Assets	\$ 8,101,196	\$ 10,618,187	\$ 25,563,028	\$ 60,536,258	\$ (4,764,910)	\$ 100,053,759
Capital Expenditures	\$ —	\$ —	\$ —	\$ 998,175	\$ 15,895	\$ 1,014,070

December 31, 2021	Renewable Energy	Mining	Strategic and Other Investments	Total
Revenue	\$ 634,042	\$ 196,923	\$ 31,200	\$ 862,165
Depreciation and amortization	\$ 567,520	\$ 394,157	\$ 72,809	\$ 1,034,486
Loss from Operations	\$ (1,801,595)	\$ (81,125)	\$ (4,523,201)	\$ (6,405,921)
Change in fair value of derivative instruments	\$ (6,300,000)	\$ —	\$ (6,855,946)	\$ (13,155,946)



Impairment of intangibles	\$ (230,764)	\$ —	\$ —	\$ (230,764)
Impairment of goodwill	\$ (6,163,846)	\$ —	\$ —	\$ (6,163,846)
Total other income (expense), net	\$ (12,791,336)	\$ 450,517	\$ (11,584,985)	\$ (23,925,804)
Net Loss	\$ (13,078,628)	\$ 369,392	\$ (11,874,384)	\$ (24,583,620)
Total Assets:	\$ 43,001,837	\$ 11,304,024	\$ 72,648,771	\$ 126,954,632
Capital Expenditures:	\$ 78,467	\$ —	\$ —	\$ 78,467

Prior to December 30, 2021, RPS other services revenue of \$905,942 were recognized for LINICO prior to our acquisition. Of this amount, \$371,900 was considered intersegment revenue and was eliminated in consolidation. RPS's revenue is included in the Renewable Energy segment.

## NOTE 19 20 RELATED PARTY TRANSACTIONS

In addition to the related party disclosures included in Note 2, *Acquisitions and Investments*, the following related party transactions occurred during the years ended December 31, 2022, December 31, 2023 and 2021, 2022.

### TRANSACTIONS INVOLVING SIERRA SPRINGS OPPORTUNITY FUND

On December 29, 2023, the Company and SSOF agreed to convert total advances into 3,880,556 shares of SSOF common stock (See Note 2, *Investments*). At December 31, 2023, the Company's total investment in SSOF was recorded at a fair value of \$19,045,000, representing 10,580,556 common shares, or 17.11% of the total SSOF outstanding common shares on a fully diluted, if converted basis.

**AMENDMENT TO ASSET PURCHASE AGREEMENT** The Company's executive chairman and chief executive officer co-founded SSOF and SSE, and serves as the chief executive officer of SSOF and as an executive of SSE along with a diverse team of qualified financial, capital markets, real estate and operational professionals that together govern, lead and manage SSOF and SSE. The \$525,000 investment and 9,167,666 voting shares of our CEO and two of our directors represent 14.82% of total as converted SSOF common shares. The Company's chief executive officer has not received compensation from either SSOF or SSE.

SSOF is a qualified opportunity zone fund, that owns 100% of SSE, a qualified opportunity zone business. SSE and its subsidiaries own or control approximately 2,500 acres of land, a manufacturing facility, significant senior, junior and effluent water rights, sewer rights and also owns and operates the Silver Springs Regional Airport LLC. The substantial majority of these properties are contiguous and strategically located within immediate proximity of Highway 50, State Route 492, the Northern Nevada Industrial Center and the Tahoe Reno Industrial Center where companies like Tesla, Switch, Google, Microsoft, and Redwood Materials, amongst many others that are currently located, expanding or locating in this industrializing region.

### TRANSACTIONS INVOLVING FLUX PHOTON CORPORATION ("FPC")

On September 7, 2021, the Company entered and closed under on an asset purchase agreement (the "FPC Asset Purchase Agreement") with Flux Photon Corporation ("FPC"), in order to acquire certain intellectual property and related photovoltaic and photocatalysis laboratory equipment (the "FPC Assets"). The purchase price payable for the FPC Assets is \$18,000,000 payable in cash to FPC at a rate equal to 20% of the future monthly consolidated sales, less total variable costs, less operating expenses, maintenance, tax payments, and debt service payments of the Company and its now and hereafter-existing subsidiaries, until the purchase price of \$18,000,000 has been fully paid. The Company assigned the FPC Assets to its wholly-owned Comstock IP Holdings subsidiary immediately after closing. On December 10, 2021, the FPC Asset Purchase Agreement was amended to provide for the payment by the Company of a \$350,000 down payment against the purchase price, corresponding to with a potential remaining performance-based cash payment of \$17,650,000 required under the FPC Asset Purchase Agreement. The Company's chief technology officer and the president of the Company's Comstock Fuels subsidiary are indirect beneficiaries of all payments made to FPC under the FPC Asset Purchase Agreement. The Company additionally agreed to appoint the Company's president/chief technology officer to the Company's Board of Directors in connection with the Company's acquisition of Comstock Innovations Corporation (F/K/A Plain Sight Innovations Corporation) ("Comstock Innovations") on September 7, 2021 (see Note 2, *Acquisitions and Investments*). We recognized an impairment loss of \$338,035 on the FPC Assets in other income (expense) in the consolidated statement of operations during the year ended December 31, 2022 in the Fuels Segment.

On December 28, 2023, the Company amended the FPC Asset Purchase Agreement. The remaining purchase price payable for the Assets was \$17,650,000, payable only from 20% of future cash flows defined as the future monthly consolidated sales, less total variable costs, less operating expenses, maintenance, tax payments, and debt service payments of Comstock Inc. and its now and hereafter-existing subsidiaries until the purchase price has been fully paid. The 2023 amended FPC Asset Purchase Agreement reduced the purchase price payable to \$16,850,000. On the date of the amendment, the Company paid \$200,000 with the remaining balance of \$16,650,000 payable to Flux from future cash flows and accounted for as an acquisition of intellectual property. Mr. Kreisler, a member of the Company's board of directors and the Company's chief technology officer, is also the owner of 100% of the outstanding common stock of Flux and as such was the indirect beneficiary of all payments made to Flux pursuant to the FPC Asset Purchase Agreement.

### LEASE AND PURCHASE AGREEMENT FOR BATTERY RECYCLING FACILITY

On February 15, 2021, LINICO and Aqua Metals Reno Inc. (the "Landlord"), a subsidiary of AQMS, entered into an industrial lease (the "AQMS Lease Agreement"), for the 136,750 square foot facility, land, and related improvements located at 2500 Peru Drive, McCarran, Nevada 89343 (the "Battery Recycling Facility"). The Company committed a plan to sell certain land, buildings and related improvements under the Battery Recycling Facility. As of December 31, 2022, the Company has assets with a net book value of \$21,684,865 that met the criteria to be classified as assets held for sale. Those criteria specify that the

asset must be available for immediate sale in its present condition (subject only to terms that are usual and customary for sales of such assets), the sale Since 2021, LINICO, a majority-owned subsidiary of the asset must be probable, and its transfer expected to qualify for recognition as a completed sale generally within one year. Proceeds from the sale of these assets are required to be used to satisfy obligations due under the terms of the Battery Recycling Facility in which LINICO has Company, had a finance lease, as lessee, with Aqua Metals Reno Inc. AQMS, for the Manufacturing Facility. The chief financial officer of AQMS was on the Company's board of directors until he resigned effective as of April 5, 2023. On April 26, 2023, the Company closed on the purchase of AQMT, a subsidiary of AQMS, (See whose sole asset was the Facility, and paid \$12.0 million due to AQMS, effectively taking full ownership of the Manufacturing Facility. The previously existing lease between LINICO and AQMS was terminated (see Note 8, Leases). In March 2023, the Company sold the related building, land and equipment for \$27,000,000 (See Note 20, Subsequent Events). Sale of Manufacturing

## LINICO CORPORATION

During the year ended December 31, 2022, the Facility). The Company and AQMS invested \$1,140,000 and \$500,000, respectively, in cash investments to LINICO. As of December 31, 2022, we own 88.21% of LINICO's outstanding equity and the remaining 11.79% is owned by AQMS. One of the members of the Company's board of directors, is the chief financial officer of AQMS.

LINICO purchased \$782,500 in equipment from AQMS for the year ended December 31, 2022 which is classified as assets held for . This equipment was included in the sale (See Note 8, Leases). of the Manufacturing Facility in 2023.

## TRANSACTIONS INVOLVING SIERRA SPRINGS OPPORTUNITY FUND PURCHASE OF METAL RECYCLING FURNACE

On December 15, 2023, the Company and Dr. Fortunato Villamagna, president of Comstock Metals Corporation, signed an agreement in which Dr. Villamagna agreed to contribute a metal recycling furnace to the Company. The Company agreed to make payments for the metal recycling furnace totaling \$375,000 from an amount not exceeding 20% of excess cash flow generated by Comstock Metals Corporation, defined as excess cash available after the satisfaction of all planned growth capital for Comstock Metals Corporation and the repayment of intercompany loans. At December 31, 2023, the metal recycling furnace is included in Properties, plant and equipment, net and the corresponding liability is included in other liabilities (long-term) on the consolidated balance sheet.

The On March 1, 2023, the Company provided SSOF entered into a separate employment agreement with a total of \$4,990,000 in advances ("SSOF Advances"), including \$55,000 and \$4,935,000 provided during the years ended December 31, 2022 and 2021, respectively. SSOF was required to use the corresponding proceeds to pay deposits and other payments on land and other facilities related to investments in qualified businesses in the opportunity zone. The SSOF Advances are non-interest-bearing and are expected to be repaid on or before the closing Dr. Villamagna which provides that he receive 20% of the Company's sale equity of the Silver Springs Properties to SSE Comstock Metals Corporation vesting evenly over a five-year period (see Note 2, 15, Acquisitions and Investments Stock-Based Compensation). SSOF has assigned all assignable rights, title and interest in SSOF's property purchases until such time as the SSOF Advances are repaid.

The Company's executive chairman and chief executive officer co-founded SSOF and SSE, and serves as the chief executive officer of SSOF and as an executive of SSE along with a diverse team of qualified financial, capital markets, real estate and operational professionals that together govern, lead and manage SSOF and SSE. The \$450,000 investment and 9,000,000 voting shares of our CEO and two of our directors represent 15.93% of total as converted SSOF common shares. The Company's chief executive officer has not received compensation from either SSOF or SSE.

## OTHER

The Company is currently assessing an agreement with an affiliate company of Kevin Kreisler, the Company's director and chief technology officer, pursuant to which the Company would agree to acquire the majority of the issued and outstanding equity of a publicly traded entity in connection with the Company's ongoing evaluation of various alternatives to monetize certain non-strategic assets. Pursuant to the agreement, Mr. Kreisler agreed to contribute his beneficial ownership interest in the entity to the Company for no additional consideration, and the Company agreed to reimburse certain transaction expenses of approximately \$100,000 incurred by Mr. Kreisler. As of the year ended December 31, 2022, the Company had paid \$100,000 to Mr. Kreisler. As of the year ended December 31, 2023, no agreement has been determined between the Company and the affiliated company of Mr. Kreisler. In 2023, the Company recognized expense of \$42,000 that was paid to Mr. Kreisler for rental of office space.

Sierra Clean Processing LLC, a wholly owned subsidiary of SSOF, owns the building at 600 Lake Avenue, Silver Springs, Nevada which the Company entered into the Building Lease on August 15, 2023 (see Note 8, Leases). The Company's CEO is an executive and director of Sierra Clean Processing LLC.

## NOTE 20 21 SUBSEQUENT EVENTS

From January 11, 2023 On January 2, 2024 and on February 2, 2024, the Company paid \$500,000, respectively, for a total \$1.0 million to March 6, 2023, Ionic Ventures converted \$1,000,000 GenMat related to the make whole provision associated with interest of \$13,185 at an average price of \$0.32 per share for 3,177,691 shares. the Company's common stock.

From January 10, 2023 On January 2, 2024, the Company paid \$250,000 to February 21, 2023 RenFuel K2B AB ("RenFuel") for a bridge term loan, bearing interest at 7% per annum and maturing on February 15, 2024. On February 12, 2024, Comstock Fuels and RenFuel entered into an amendment to extend the deadlines to finalize the transaction documents to March 15, 2024, and the closing of the transactions to March 31, 2024 associated with the Company's December 22, 2023 announced intention to advance the Company's first commercial biorefinery and make a strategic \$3,000,000 investment in RenFuel. These new transactions are in addition to the Exclusive License Agreement

executed by RenFuel and Comstock Fuels on October 11, 2023, pursuant to which RenFuel granted Comstock Fuels an exclusive license to use RenFuel's patented catalytic esterification and related technologies in North America, Central America, and South America.

On January 4, 2024, the Company's Compensation Committee of the Board of Directors determined that the criteria for both the performance and market share award units granted under the 2020 Plan were not sufficiently met and that the granted share awards shall be canceled, forfeited and terminated without issuance of any shares of the Company.

On January 5, 2024, the Company reacquired and retired the 2,605,322 shares of treasury stock, for cancellation upon receipt. The transaction reduced the Company's outstanding shares from 117,862,081 to 115,256,759.

On January 11, 2024, for consideration to enter into the Kips Bay Note, the Company issued 308,931 restricted shares of its common stock equal to 3% of the principal amount of the Kips Bay Note, or \$157,895 at \$0.511 per share. On January 16, 2024, the Company issued 3,214,599 an additional 180,210 registered shares of its common stock equal in value to Tysadco, for an aggregate sales price 1.75% of \$1,350,000 the principal amount of the Kips Bay Note, or \$92,105, also at an average price \$0.511 per share of \$0.42 share.

From February 15, 2023

During January 2024, the Company invested \$350,000 in SSOF at \$1.80 per share increasing our equity ownership to February 24, 2023 17.37%.

On February 1, 2024, the Company issued 2,875,677 registered 75,080 shares of common stock to Leviston pursuant to the Company's Form S-3 filed with the U.S. Securities and Exchange Commission, for an aggregate sales price of \$800,000 at an average price per share of \$0.28, and an additional 963,445 unregistered restricted common shares at with a fair value of \$350,000 \$36,822 to Alvin Fund in commitment and due diligence fees. As lieu of March 16, 2023, cash payment from interest under the Alvin Fund 2023 Leviston Sales Agreement has \$4,200,000 of remaining capacity. Note.

On March 1, 2023, Comstock Inc. announced that LINICO Corporation, a corporation that is 88.21% owned by the Company, entered into agreements to sell certain assets owned by LINICO for \$27.0 million. Pursuant to the terms of the LINICO sale agreements, \$1.5 million of the purchase price will be held in escrow for up to 18 months and be available for the settlement of indemnification claims made by the buyer under the LINICO sale agreements. The LINICO facility was being leased pursuant to an agreement that permitted LINICO to purchase the facilities for a purchase price of \$15.25 million, \$3.25 million of which, was previously paid in the form of deposits. The Company has already received \$6 million in proceeds and expects to receive a total net proceeds of over \$12.5 million from the sale of the LINICO facility and related equipment, on or before March 31, 2023.

## ITEM 9 CHANGES AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

## ITEM 9A CONTROLS AND PROCEDURES.

### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our principal executive officer and principal financial officer participated in and supervised the evaluation of our disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Exchange Act and SEC's rules, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Our principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective at December 31, 2022 December 31, 2023.

### MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over our financial reporting, which is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

Because of its inherent limitations, any system of internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements due to the possibility that a control can be circumvented or overridden or that misstatements due to error or fraud may occur that are not detected. Also, because of changes in conditions, internal control effectiveness may vary over time.

Management assessed the effectiveness of our internal control over financial reporting at December 31, 2022 December 31, 2023, using criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and concluded that we have maintained effective the Company's internal control over financial reporting is effective at December 31, 2022, December 31, 2023 based on these criteria. There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2022, December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B OTHER INFORMATION

During the quarter ended December 31, 2023, none of our directors or executive officers adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" as such terms are defined under Item 408 of Regulation S-K.

ITEM 9C DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE  
DIRECTORS AND EXECUTIVE OFFICERS

Set forth below is information concerning the age, principal occupation, employment and directorships held during the past five years and positions with the Company of each director and executive officer, and the year that they first became a director of the Company. Also set forth below is a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that such director should serve as a director of the Company. The Nominating and Governance Committee of the Board of Directors reviews at least annually the skills and characteristics for the election of new and continuation of existing directors, including diversity.

Name	Age	Position
Leo M. Drozdoff	57	Director
Walter A. "Del" Marting Jr.	76	Director
Judd B. Merrill	52	Director
William J. Nance	79	Director
Kristin Slanina	53	Director
Corrado De Gasperis	57	Director, Executive Chairman and Chief Executive Officer
Kevin E. Kreisler	50	Director, Chief Technology Officer
William J. McCarthy	43	Chief Operating Officer
David J. Winsness	55	President, Comstock Fuels Corporation
Rahul Bobbili	47	Chief Engineering Officer

Directors

Corrado De Gasperis, Director, Executive Chairman and Chief Executive Officer

Mr. De Gasperis brings over 35 years of industrial manufacturing, financial, governance, operational and project management experience in the metals, mining, and recycling industries. Mr. De Gasperis has served as Comstock's chief executive officer since 2010 and executive chairman since 2015. He is also a director and president of each of the Company's wholly- and majority-owned subsidiaries, and Sierra Springs Opportunity Fund, Inc., a strategic investee of Comstock since July 2019. From 2006 to 2009, Mr. De Gasperis served as the chief executive officer of Barzel Industries Inc. ("Barzel") and its predecessors. Barzel operated a network of 15 steel-based manufacturing, processing and distribution facilities in the United States and Canada that offered a wide range of metal solutions to various industries, from construction and industrial manufacturing to transportation and mining. From 1998 to 2006, Mr. De Gasperis held roles of increasing responsibility at GrafTech International Ltd. ("GrafTech"), a global manufacturer of graphite and carbon cathodes and electrodes. From 2001 to 2006, he served as the Chief Financial Officer, in addition to his duties as vice president and chief information officer and a leader of its transformation and recapitalization. From 1998 to 2000, he served as the controller of GrafTech. From 1987 to 1998, Mr. De Gasperis was a Certified Public Accountant with KPMG LLP, an international provider of financial advisory and assurance services where he served clients such as General Electric Company and Union Carbide Corporation. KPMG announced his admittance into the partnership, as a Partner, effective July 1, 1998. Mr. De Gasperis is also a director and the chairman of the of the Board of Directors of LiNiCo Corporation and the chairman of the member committee and board of Quantum Generative Materials, LLC. He is also a director of ROK-On Building Systems, a manufacturer of low-carbon, renewable building materials and a strategic investee of Sierra Springs Opportunity Fund Inc and he is also a founding member and the chairman of the Board of Directors of the Comstock Foundation for History Registrant

Information concerning our directors is set forth in our 2024 Definitive Proxy Statement and Culture, a tax-exempt organization under Section 501(c)(3) is incorporated herein by this reference.

Executive Officers of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). Mr. DeGasperis previously served as a director and as chairman of the Virginia City Tourism Commission. He also has served as a director of GBS Gold International Inc., where he was chairman of the Audit and Governance Committee and the Compensation Committee and a member of the Nominations and Advisory Committees. Mr. De Gasperis holds a BBA from the Ansell School of Business at Western Connecticut State University, with honors. Registrant

Leo M. Drozdoff, Director Information concerning our executive officers is included in Part I, Item 1, Business, of this Annual Report.

Mr. Drozdoff serves as the Chairman Compliance with Section 16(a) of the Compensation and Environmental Committees. Mr. Drozdoff has extensive experience in Nevada's mining industry, including engineering, legislation, environmental regulation, economic development, legislation and historical preservation. He joined the Company's Board of Directors Exchange Act

Information on February 12, 2018. Since 2016, Mr. Drozdoff owns and operates The Drozdoff Group, a natural resource consulting firm and in 2018, became a Partner in The Perkins Company, a government affairs and registered lobbying firm in Nevada, representing a variety of mining and other environmental relevant companies. He most recently served as the Director compliance with Section 16(a) of the Nevada Department of Conservation Exchange Act is set forth in our 2024 Definitive Proxy Statement and Natural Resources from 2010 to 2016, and was a Cabinet member reporting to two Nevada Governors, where Mr. Drozdoff oversaw 900 state employees responsible for mining, environmental protection, water resources, forestry, state parks, state lands and the State Historic Preservation Office. Mr. Drozdoff also served as lead Administrator of Nevada's Division of Environmental Protection from October 2004 to April 2010, and from 1998 to 2001 as Bureau Chief over Water Control and Mining Regulation from 1996 to 1998, two of the most critical Nevada mining regulatory bureaus. He also chaired the Nevada Public Employee Benefits Program Board, overseeing the benefits of more than 30,000 public employees, retirees and their families. Mr. Drozdoff is a graduate of Bucknell University with a Bachelor of Science in Civil Engineering. He also holds an MBA in Management from the University of Nevada, Reno, incorporated herein by this reference.

#### **Walter A. "Del" Marting, Jr., Director Code of Ethics**

Mr. Marting serves as Information concerning the Chairman code of the Risk Management Committee. He ethics, or code of business conduct, is the Founder set forth in our 2024 Definitive Proxy Statement and Managing Member of CereCare, LLC, D/B/A Brain Health Restoration since March 2017, a firm focused on providing breakthrough rehabilitation treatment for individuals, including numerous veterans, suffering from brain disease, traumatic brain injury and related substance use disorders, most commonly alcoholism and opioid addictions. Mr. Marting is also an experienced mining executive, having started his mining career with Amax Inc., working there from 1975 to 1984. He held positions of increasing responsibility at Amax starting as a shift boss at Amax's largest underground and open pit molybdenum mine, Climax Molybdenum, and later becoming head of worldwide strategic planning for all of Amax's new properties. He was appointed Vice President of Finance and Administration for Amax Europe in 1982 and had responsibility for all of Amax's treasury and financial operations at Amax's European headquarters in Paris, France. He also consolidated and oversaw all of Amax's metal trading for molybdenum, tungsten, copper, coal and iron ore in Paris. Amax eventually was acquired incorporated herein by Freeport-McMoRan, the largest molybdenum producer in the world. In 1984, Mr. Marting became the Chairman and CEO of Lucky Chance Mining Co., a Nevada-based junior gold mining firm that successfully reopened and restarted production at the famed 16-1 Mine in Allegheny, California. More recently, Mr. Marting served as a merchant banker with JFP Holdings, Inc., a US firm based in Beijing, China which has overseen a wide portfolio of cross-border merger and acquisition transactions. Mr. Marting graduated from Yale University in 1969, with a BA in English and holds an MBA from Harvard Business School. Mr. Marting is also a Navy veteran, including service as a member of the US Navy SEAL Team Two. Mr. Marting joined the Company's Board of Directors on April 6, 2018, this reference.

#### **Judd B. Merrill, Director Nominating Procedures**

Mr. Merrill serves as Information concerning the Chairman of the Audit and Finance Committee. He nominating procedures is currently the Chief Financial Officer of Aqua Metals, Inc. since November 2018. Aqua Metals is reinventing lead recycling with its patented and patent-pending AquaRefining™ technology. These systems reduce environmental impact and scale lead acid recycling production capacity to meet the growing demand for lead-driven innovations set forth in batteries, solar, wind, and grid scale energy storage. Mr. Merrill has extensive mining industry experience. Prior to joining Aqua Metals, Mr. Merrill was the Director of Finance/Accounting at Klondex Mines Ltd., a Nevada based international mining company. Before its acquisition by Hecla, Klondex was a \$500 million, publicly traded company listed on the New York and the Toronto Stock Exchanges. From 2011 to 2017, Mr. Merrill was employed by Comstock Inc. with financial positions of increasing responsibility, including Chief Financial Officer and Corporate Secretary. Mr. Merrill was instrumental in establishing financial processes and driving efficiencies, and managing and maintaining the Company's liquidity and efficient access to the capital markets. He worked directly with bankers, lenders, investment funds and major shareholders related to the company's capital management. Mr. Merrill previously worked as a controller at Frontier Gold Inc. and as an assistant controller at Newmont Mining Corp., where he acquired and developed strong financial planning, cost management, treasury and cash management experience. Mr. Merrill began his career at Deloitte & Touche LLP and spent six years working in broad financial accounting, reporting, auditing, internal control, and corporate financial activities. Mr. Merrill holds a Bachelor of Science in Accounting from Central Washington University and a Master's of Business Administration from the University of Nevada, Reno, our 2024 Definitive Proxy Statement and is a Certified Public Accountant. Mr. Merrill joined the Company's Board of Directors on September 11, 2020.

#### **William J. Nance, Director**

Mr. Nance serves as the Chairman of the Nominating and Governance Committee and the Executive and Strategic Planning Committee. He is the President and CEO of Century Plaza Printers, Inc., a company he founded in 1979 and has served as a consultant in the acquisition and disposition of commercial real estate. Mr. Nance is a Certified Public Accountant and, from 1970 to 1976, was with Kenneth Leventhal & Company where he specialized in the area of REITS, restructurings of real estate companies, mergers and acquisitions, and most phases of real estate development and financing. Mr. Nance has been a Director of InterGroup Corporation since 1984, and of Santa Fe Financial Corporation and Portsmouth Square, Inc. since May 1996. He holds a Bachelor's degree in Business Administration from California State University in Los Angeles. Mr. Nance has extensive management experience within a wide range of businesses and brings more than 35 years of public company director experience. Mr. Nance joined the Company's Board of Directors on October 26, 2005.

#### **Kristin Slanina, Director**

Ms. Slanina was elected to the Company's Board of Directors on May 26, 2022. Ms. Slanina is currently the Chief Innovation Officer of Parkmyfleet since September 2021, creating electric vehicle (EV) mobility hubs. She was the managing director of Charge Across America, leading the documentary of an electric vehicle rally from NY to LA, where she personally drove over 3300 miles in an EV to gain first-hand insights for mass adoption. She was Chief Operating Officer of TrueCar, an online portal for car-buying consumers and a network of over 10,000 certified dealers. Ms. Slanina was also the Chief Transformation Officer of Thirdware, an IT consulting firm, where she led the Emerging Technology group and paved the way to augment Thirdware's partner with Ford and other OEMs/Tier 1's on vehicle software development and machine learning. She was also the Executive Director of Automotive & Transportation Mobility for Ernst & Young's global mobility practice, advising clients on mobility and smart cities. Ms. Slanina restructured and lead Fiat-Chrysler's fuel economy/greenhouse gas and propulsion, strategy after spending over two decades with the Ford Motor Company, including ten years as a core engine engineer and subsequently responsible for architecting Ford's Future of Mobility. She was the first female engineer in Ford of Germany and the first female on Ford's all-male German soccer league. She has been and is a champion who supports women at all career levels, having voluntarily mentored hundreds of women throughout her career. Ms. Slanina brings a diverse pedigree and over 30 years of experience to Comstock's board, including as core automotive engine engineer, mobility expert, automotive consumer-fulfillment strategist,



and management and board leadership. She is a board member of Velodyne Lidar and serves on both their Compensation and Nominating & Governance committees. She holds both Bachelor's and Master's Degrees of Science in Mechanical Engineering from the Massachusetts Institute of Technology, Cambridge, MA, with a minor in French.

*Kevin E. Kreisler, Director, Chief Technology Officer*

Mr. Kreisler joined Comstock in September 2021. He is currently our chief technology officer. Mr. Kreisler joined the Company's Board of Directors on May 26, 2022. He is also a director and chief technology officer of each of the Company's wholly- and majority-owned subsidiaries, and a director of Quantum Generative Materials, LLC. Mr. Kreisler has a diverse background in agriproducts, renewable fuels, hazardous waste, and intellectual property development, with deep expertise in building and scaling commercial production processes and companies in regulated markets. Mr. Kreisler served from 2003 to 2021 as managing director for Viridis Asset Management LLC, a family-owned investment company focused on the development of early-stage companies and technologies, with a specialization in commercializing technology-driven profitability incentives that leverage existing infrastructure and consumption behaviors to produce globally-meaningful sustainability gains. In that capacity, Mr. Kreisler founded GreenShift Corporation in 2005 and served as its chairman and chief executive officer through 2021. GreenShift developed and commercialized patented technologies that integrated into the backend of corn ethanol plants to extract and recover a historically-overlooked natural resource – inedible crude corn oil, for use in the production of advanced carbon-neutral liquid fuels and other biomass-derived alternatives to fossil fuel derivatives. Today, upwards of 95% of the U.S. corn ethanol industry uses that technology to displace more than 20 million barrels of fossil fuel, trillions of cubic feet of natural gas, and tens of millions of metric tons of greenhouse gases every year. In total, those gains are globally-meaningful and have accumulated to industry-wide savings exceeding 250 million barrels of fossil fuel. From 1998 to 2004, Mr. Kreisler served as a director and officer of Veridium Corporation, which developed and commercialized an array of selective metals separation technologies, where he led the design, engineering, and construction of an advanced facility for the recycling and reuse of inorganic hazardous and industrial wastes from thousands of different waste streams from dozens of industrial processes. Mr. Kreisler is a graduate of Rutgers University College of Engineering (B.S., Civil and Environmental Engineering, 1994), Rutgers University Graduate School of Management (M.B.A., 1995), and Rutgers University School of Law (J.D., 1997). Mr. Kreisler is admitted to practice law in New Jersey and the United States District Court for the District of New Jersey.

*William J. McCarthy, Chief Operating Officer*

Mr. McCarthy joined Comstock as its chief operating officer in July 2021. He is also the chief operating officer of each of the Company's wholly- and majority-owned subsidiaries. He brings over 20 years of experience to Comstock, focused on the development and implementation of systemic, scalable business strategies to drive profitability and revenue growth across a diverse range of industries. Previously, Mr. McCarthy was a co-founder and chief executive officer of Mana Corporation, a developer of biomass-based business strategies. From 2017 to 2020, Mr. McCarthy was the principal of Normandy Road Partners, a boutique advisory firm focused on empowering scalable growth in emerging industries. From 2005 to 2016, Mr. McCarthy held roles of increasing responsibility at SVP Global, a global investment firm focused on distressed debt, special situations and private equity opportunities, most recently as Director of Risk Management. From 2003 to 2005, Mr. McCarthy was an Associate with Resurgence Asset Management, a private equity manager. He began his career at the Principal Financial Group. Mr. McCarthy earned a B.A. in Economics from Tufts University.

*David J. Winsness, President, Comstock Fuels Corporation*

Mr. Winsness joined Comstock in September 2021. He is currently its president of its Comstock Fuels subsidiary. He is also the chief technology officer of each of the Company's wholly- and majority-owned subsidiaries. Mr. Winsness has spent his professional career targeting the extraction and recovery of materials from byproduct streams and repurposing those recovered materials into high value markets. Mr. Winsness previously served as GreenShift's chief technology officer from 2006 to 2018, where he invented, developed, and commercialized the largest innovation to occur in the corn ethanol industry: backend corn oil extraction. The technology efficiently extracts corn oil from byproduct streams so that it can be sold separately without consuming any additional power or corn. The technology has been adopted **incorporated herein** by more than 95% of the 209 U.S. corn ethanol plants, where it generates more than an estimated \$3.2 billion annually in additional profit for the industry. Mr. Winsness subsequently served as chief executive officer of Plain Sight Innovations LLC and its predecessor, FLUX Carbon LLC, where he led the development of a technology portfolio for cellulosic fuels and other clean technologies, focusing on advanced carbon-neutral fuels and alternatives to fossil fuels. Mr. Winsness attended Clemson University and graduated with a Bachelor of Science degree in Mechanical Engineering.

*Rahul Bobbili, Chief Engineering Officer*

Mr. Bobbili joined Comstock as its chief engineering officer in June 2021. He has nearly 20 years of experience in process design, patent licensing, equipment manufacturing, commissioning, project management, and start-up. From 2006 to 2021, Mr. Bobbili served as the chief executive officer of Renewable Process Solutions, Inc., a recently acquired wholly-owned subsidiary of Comstock. Mr. Bobbili invented multiple chemical processes in the renewable industry and built twenty-six biofuel refineries in the last fourteen years. Mr. Bobbili has managed multiple industrial-scale projects from construction phases, commissioning, and operations. Mr. Bobbili received a B.S. in Production Engineering from Osmania University, India, a M.S. in Mechanical Engineering from Old Dominion University, Virginia, and an Executive Finance certification from Stanford University, California.

## CORPORATE GOVERNANCE

We are managed under the direction of the Board of Directors, which has adopted Corporate Governance Guidelines to set forth certain corporate governance practices. The Corporate Governance Guidelines are available on our website at <http://www.comstock.inc/investors/sec> filings. The information contained on our website is not part of this annual report on Form 10-K. These guidelines cover such matters as purpose and powers, Board size and composition, director qualifications, meetings, procedures, management reporting to the Board, director orientation and continuing education programs, director and executive officer compensation, required director responsibilities, director access to officers, employees and others, and discretionary activities that our Board or the appropriate committee should periodically consider undertaking. Each committee is authorized to exercise all power of our Board with respect to matters within the scope of its charter. The Corporate Governance Guidelines require, among other things, that:

- a majority of the directors shall be independent within the NYSE American listing standards;
- a director shall advise our Nominating and Governance Committee (and receive written confirmation from counsel for the Company that there are no legal or regulatory impediments to such service) prior to accepting an invitation to serve on another public company board;
- if a member of the Audit and Finance Committee simultaneously serves on an audit committee of more than three public companies, our Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit and Finance Committee and make disclosure of such determination either in our Annual Report on Form 10-K or on or through our website;
- our Board shall meet in regular sessions at least four times annually (including telephonic meetings); and,
- our independent directors meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without management present; and our Board shall be comprised of that number of directors (but not less than three nor more than nine) as shall be determined from time to time by the Board (with the Board's sense that five to seven directors is the right size for the Board, but that a slightly larger size may be justifiable in order to accommodate the availability of an outstanding candidate).

Our Corporate Governance Guidelines and committee charters are not intended to, and do not, expand or increase the duties, liabilities or responsibilities of any director under any circumstance beyond those that a director would otherwise have under applicable laws, rules and regulations in the absence of such Corporate Governance Guidelines or committee charters.

#### INDEPENDENCE OF DIRECTORS [reference](#).

The Board of Directors has determined that Messrs. Drozdoff, Marting, Merrill, Nance [Audit](#) and Ms. Slanina are “independent” directors within the listing standards of the NYSE American and the independence standards of our Corporate Governance Guidelines. Messrs. Drozdoff, Marting and Nance are also independent within the standards set forth in Rule 10A-3 of the Exchange Act. Generally, in order for a director to be considered “independent” by the Board of Directors, he or she must (1) be free of any relationship that, applying the rules of the NYSE American, would preclude a finding of independence and (2) not have any relationship (either directly or as a partner, shareholder or officer of an organization) with us or any of our affiliates or any executive officer of us or any of our affiliates (exclusive of relationships based solely upon investment) that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. On an annual basis, each director and executive officer is obligated to disclose any transactions with our Company and any of its subsidiaries that a director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. In evaluating the materiality of any such relationship, the Board of Directors takes into consideration whether disclosure of the relationship would be required by the proxy rules under the Exchange Act. If disclosure is required, the Board of Directors must make a determination that the relationship is not material as a prerequisite to finding that the director is independent. [Finance Committee](#)

#### BOARD OF DIRECTORS MEETINGS

The Board of Directors meets on a regularly scheduled basis to review significant developments affecting us and to act on matters requiring Board of Directors' approval, and may hold special meetings between scheduled meetings when appropriate. During 2022, the Board of Directors and its committees held 18 meetings of the Board of Directors that the directors then served. The directors attended 100% of the aggregate of the total number of meetings of all committees that the director then served, and the total number of meetings of the Board of Directors.

#### BOARD OF DIRECTORS LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

The Company is led by Mr. De Gasperis, who has served as Executive Chairman of the Board since September 2015, and Chief Executive Officer since April 2010. The Board of Directors believes that the current Board leadership structure, in which the roles of Chairman and Chief Executive Officer are held by one person, is appropriate for the Company and its shareholders at this time. The current Board leadership structure is believed to be appropriate because it demonstrates to all of our shareholders, employees, suppliers, customers, and other stakeholders that the Company is under strong and focused leadership, who facilitates clear, aligned, transparent strategic planning, execution and communication with a single person setting the tone and having accepting full and primary responsibility for managing the Company's operations ensuring the Company and its systems achieve our stated goals.

The Board will continue to reexamine our corporate governance policies and leadership structure on an ongoing basis to ensure that they continue to meet the Company's stated needs and supports and enables our goals. The Company will review these policies and may adopt a different approach in the future if circumstances warrant a change. The Board is responsible for overseeing strategic planning, organizational design and effectiveness, systemic risk management and progress of our critical projects, and receives frequent, periodic reports from management. Management and the Board are focused on a singular the vision, mission and goal of the Company, and delivering financial, natural and social impacts, that are all designed to enhancing shareholder value, management and strategic planning and oversight of Company operations. We believe that our directors provide independent and effective oversight of the systemic risk management function process, especially through strategic and organization reviews and continuous dialogue between the Board and our management.

#### BOARD DESIGNATION RIGHTS

On September 7, 2021, Comstock entered into and closed under a Securities Exchange Agreement with the shareholders of Comstock Innovations Corporation (F/K/A Plain Sight Innovations Corporation) (“Comstock Innovations”), in order to acquire 100% of the issued and outstanding equity of Comstock Innovations. In connection with the acquisition, the Company agreed to appoint a designee of one of the former shareholders of Triple Point Asset Management LLC (“TPAM”), to the Company's Board of Directors for so long as TPAM continues to hold more than 4.9% of the Company's issued and outstanding common stock. TPAM designated Kevin Kreisler, the Company's current president and chief technical officer, for appointment to the Company's Board of Directors in connection with the foregoing agreement. Mr. Kreisler was elected to the Board of Directors of the Company on May 26, 2022.



## CODE OF CONDUCT AND ETHICS

The Code of Conduct and Ethics applies to all employees, including senior executives, and all directors. It is intended, at a minimum, to comply with the listing standards of the NYSE American, the Sarbanes-Oxley Act of 2002 and the SEC rules adopted thereunder. Only our Board of Directors or Information concerning the Audit and Finance Committee may waive the provisions of is set forth in our Code of Conduct and Ethics for executive officers and directors. Our Code of Conduct and Ethics constitutes a code of ethics for purposes of Item 406 of Regulation S-K, 2024 Definitive Proxy Statement and is posted on our website at [www.comstockinc.com](http://www.comstockinc.com).

## BOARD COMMITTEES

The Board has established four standing committees (the Audit and Finance Committee, the Compensation Committee, the Environmental and Sustainability Governance Committee and the Nominating and Governance Committee), and periodically establishes other committees, in each case so that certain important matters can be addressed in greater depth than may be possible in a meeting of the entire Board. Under the committee charters described below, members of the three standing committees must be independent directors within the meaning of the listing standards of the NYSE American. Further, members of the Audit and Finance Committee must be independent directors within the meaning of the Sarbanes-Oxley Act of 2002 and Rule 10A-3 under the Securities Exchange Act of 1934, must satisfy the expertise requirements of the listing standards of the NYSE American and must include at least one "audit committee financial expert" within the meaning of SEC rules. Our Board has determined that the three standing committees currently consist of members who satisfy such requirements.

AUDIT AND FINANCE COMMITTEE incorporated herein by this reference.

The Audit and Finance Committee assists our Board in discharging and performing its duties and responsibilities with respect to the financial affairs of the Company. Without limiting the scope of such activities, Financial Experts

Information concerning the Audit and Finance Committee has responsibility to, among other things: Financial Experts is set forth in our 2024 Definitive Proxy Statement and is incorporated herein by this reference.

- select, retain, determine appropriate compensation of (and provide for payment of such compensation), evaluate and, as appropriate, terminate and replace the independent registered public accounting firm;
- review and, as appropriate, approve, prior to commencement, all audit and non-audit services to be provided by the independent registered public accounting firm;
- review regularly with management, the director of internal audits, where applicable, and the independent registered public accounting firm any audit problems or difficulties and management's responses thereto;
- resolve or direct the resolution of all material disagreements between management and the independent registered public accounting firm regarding accounting and financial reporting;
- review with management and the independent registered public accounting firm, among other things, all reports delivered by the independent registered public accounting firm regarding critical accounting policies and practices used or to be used, alternative treatments of financial information available under generally accepted accounting principles and other material written communications between the independent registered public accounting firm and management;
- review with management major issues regarding auditing, accounting, internal control and financial reporting principles, policies and practices and regulatory and accounting initiatives, and presentation of financial statements, and the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;
- meet annually and separately with management and the independent registered public accounting firm;

The Executive

### Compensation Committee

- review, prior to filing with the SEC, all annual and quarterly reports (and all interim reports on Form 8-K to be filed that contain financial disclosures of similar scope and magnitude as annual reports and quarterly reports);
- assess at least annually the adequacy of codes of conduct, including codes relating to ethics, integrity, conflicts of interest, confidentiality, public disclosure and insider trading and, as appropriate, adopt changes thereto;
- direct the establishment and maintenance of procedures for the receipt and retention of, and the treatment of, complaints received regarding accounting, internal control or auditing matters; and,
- direct the establishment and maintenance of procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Information

concerning the Executive Compensation Committee is set forth in our 2024 Definitive Proxy Statement and is incorporated herein by this reference.

### Members of The Corporate Governance Committee

Information concerning the Audit Corporate Governance Committee is set forth in our 2024 Definitive Proxy Statement and Finance is incorporated herein by this reference.

The Executive Committee are Mr. Merrill (Chairman), Mr. Nance

Information concerning the Executive Committee is set forth in our 2024 Definitive Proxy Statement and Mr. Marting Jr. is incorporated herein by this reference.

## Committee Charters

The Board has determined that each member of the Audit and Finance Committee meets the financial literacy requirements of the NYSE American and SEC, and that no members of Audit and Finance Committee violate the prohibition on serving as an Audit and Finance Committee member due to having participated in the preparation of our financial statements at any time during the past three years. Mr. Merrill and Mr. Nance qualify as “audit committee financial experts” as that term is defined in the rules and regulations of the SEC, and therefore meet the NYSE American financial sophistication requirement for at least two Audit and Finance Committee members. The designation of Mr. Merrill and Mr. Nance as “audit committee financial experts” does not impose on them any duties, obligations or liability that are greater than those that are generally imposed on them as members full text of our Audit and Finance Committee and the Board, and their designations as “audit committee financial experts” pursuant to this SEC requirement does not affect the duties, obligations or liability of any other member of our Audit and Finance Committee or the Board.

## COMPENSATION COMMITTEE

The charter, Executive Compensation Committee assists our Board in discharging and performing its duties with respect to management compensation, succession planning, employee relations and employee benefits, plan administration and director compensation. Without limiting the scope of such activities, the Compensation Committee shall, among other things:

- review and approve annually the goals and objectives relating to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer against such goals and objectives and annually determine the annual compensation of the Chief Executive Officer based on such evaluation;
- review and approve, as appropriate, annually the compensation of the other executive officers and directors and review compensation of other members of senior management and other employees generally;
- assess organizational systems and plans, relating to management development and succession planning;
- administer compensation arrangements including stock-based compensation and other benefit and welfare policies, plans and programs; and,
- review the Compensation Discussion and Analysis for inclusion in the annual proxy statements or annual report as the case may be.

Members of the Compensation Committee are Mr. Drozdoff (Chairman) and Mr. Nance, each of whom satisfies the independence requirements of NYSE American and SEC rules and regulations. Each member of our Compensation Committee is a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee was at any time an officer or employee of the Company, nor is any member of the Compensation Committee related to any other member of the Compensation Committee, any other member of the Board of Directors or any executive officer of the Company. No executive officer of the Company served as a director or member of the compensation committee of another entity, one of which executive officers is a member of the Company's Compensation Committee.

## ENVIRONMENTAL, SUSTAINABILITY, AND GOVERNANCE COMMITTEE

We are an emerging leader in the global shift to a circular economy. Our systemic management methodology, corporate social responsibility (“CSR”) and environmental, social, and governance (“ESG”) policies and framework defines, seeks, and accounts for benefits in ways that align all of our stakeholder interests with sustainability objectives that are designed to rise to the realities of our time; where benefits are defined in terms of three different interdependent forms of capital – financial, natural, and social, that we generate while making a positive impact on the economy, the environment, and our local and global communities.

## THE NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and charter, Corporate Governance Committee assists our Board in discharging charter and performing its duties Executive Committee charter are published on and responsibilities with respect to nomination of directors, selection of committee members, assessment of performance of our Board and other corporate governance matters. Without limiting the scope of such activities, the Nominating and Governance Committee shall, among other things review candidates for nomination for election as directors submitted by directors, officers, employees and stockholders; and, review at least annually the current directors of our Board to determine whether such individuals are independent under the listing standards of the NYSE American and the SEC rules under the Sarbanes-Oxley Act of 2002 (and non-employee directors (as defined under Exchange Act Rule 16b-3) and outside directors (as defined under Internal Revenue Code Section 162 (m))). Members of the Nominating and Governance Committee are Mr. Nance (Chairman) and Mr. Marting Jr., each of whom satisfies the independence requirements of NYSE American and SEC rules and regulations. The charter of the Nominating and Governance Committee sets forth the minimum qualifications to serve as a director. As set forth in such charter, each director and nominee should have the following skills and characteristics:

- high personal standards: integrity, honesty, and desire to make full disclosure of all present and future conflicts of interest;
- the ability to make informed business judgments;
- literacy in financial and business matters;
- the ability to be an effective team member;
- a commitment to active involvement and an ability to give priority to the Company;
- no affiliations with competitors;
- achieved high levels of accountability and success in his or her given fields;
- no geographic travel restrictions;
- an ability and willingness to learn the Company's business;
- experience in the Company's business or in professional fields (i.e. finance, accounting, law or banking) or in other industries or as a manager of international businesses so as to have the ability to bring new insight, experience or contacts and resources to the Company;
- a willingness to make a personal substantive investment in the Company;
- no direct affiliations with major suppliers or vendors; and,
- previous public company board experience together with good references.

Shareholders may communicate with the full Board of Directors (including shareholder nominations), a specified committee of the Board of Directors or a specified individual member of the Board of Directors in writing by mail addressed to Comstock Inc., P.O. Box 1118, Virginia City, Nevada 89440, Attention: Chairman of the Nominating and Governance Committee. The Chairman of the Nominating and Governance Committee and his or her duly authorized agents are responsible for collecting and organizing shareholder communications. Absent a conflict of interest, the Chairman of the Nominating and Governance Committee is responsible for evaluating the materiality of each shareholder communication and determining whether further distribution is appropriate, and, if so, whether to (i) the full Board of Directors, (ii) one or more committee members, (iii) one or more Board members and/or (iv) other individuals or entities. Mr. De Gasperis was elected as a director of the Company in 2011, pursuant to the terms of his employment agreement. Mr. Kreisler was nominated as a director, pursuant to the terms of the acquisition and securities exchange agreement with Comstock Innovations on September 7, 2021, and was elected as a director of the Company on May 26, 2022.

#### ATTENDANCE AT ANNUAL MEETING

We expect all directors to attend the annual general meeting of shareholders each year. All seven directors attended the Company's 2022 Annual Meeting.

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Our certificate of incorporation provides that we shall indemnify and hold harmless our directors and executive officers to the fullest extent permitted by, and in the manner permissible under the laws of the State of Nevada, any person made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director or officer, or served any other enterprise as director, officer or employee at our request. The board of directors, in its discretion, has the power on our behalf to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he/she is or was one of our employees. Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers printed from our website at [www.comstockinc.com](http://www.comstockinc.com) and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act, and is therefore, unenforceable.

#### SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors, and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based solely on the Company's review of copies of such forms received by the Company, the Company believes that during the year ended December 31, 2022, all filing requirements applicable to all officers, directors, and greater than 10% beneficial stockholders were complied with, also available from our corporate secretary upon request.

#### ITEM 11 EXECUTIVE COMPENSATION

The following summary compensation table sets forth all compensation awarded to, earned by, or paid by the Company and its subsidiaries (or by third parties as compensation for services to the Company or its subsidiaries) to its executive officers, including the Company's principal executive officer, principal financial officer, and principal accounting officer during 2022 and 2021.

Name and Principal Position	Year (6)				Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Non-qualified deferred compensation earnings	All Other Compensation (7)	Total
		Salary (6)	Bonus (6)							
Corrado De Gasperis <sup>(1)</sup>	2022	\$ 468,234	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 35,126	\$ 503,360
Chief Executive Officer	2021	\$ 318,462	\$ —	\$ —	\$ —	\$ 147,729	\$ 196,623	\$ —	\$ 16,818	\$ 679,632

Kevin E. Kreisler <sup>(2)</sup>	2022	\$	390,566	\$	—	\$	—	\$	—	\$	—	\$	390,566
Chief Technology Officer	2021	\$	138,269	\$	—	\$	—	\$	—	\$	—	\$	138,269
William J. McCarthy <sup>(3)</sup>	2022	\$	390,566	\$	150,000	\$	—	\$	—	\$	—	\$	540,566
Chief Operating Officer	2021	\$	142,800	\$	—	\$	—	\$	—	\$	—	\$	142,800
David J. Winsness <sup>(4)</sup>	2022	\$	390,566	\$	—	\$	—	\$	—	\$	—	\$	390,566
President, Comstock Fuels Corporation	2021	\$	137,221	\$	—	\$	—	\$	—	\$	—	\$	137,221
Rahul Bobbili <sup>(5)</sup>	2022	\$	390,566	\$	—	\$	—	\$	—	\$	—	\$	390,566
Chief Engineering Officer	2021	\$	109,423	\$	—	\$	—	\$	—	\$	—	\$	109,423

- (1) Mr. De Gasperis was hired as the chief executive officer and president of the Company effective April 21, 2010 and was appointed Executive Chairman in September 2015. Mr. De Gasperis has also periodically served and currently serves as both the principal financial officer and principal accounting officer. Mr. De Gasperis' salary was voluntarily reduced from \$360,000 to \$288,000 during 2016 in conjunction with the Company's efforts to reduce administrative expenses. Non-equity incentives represent the opportunity for Mr. De Gasperis to earn back amounts voluntarily reduced between 2016 and July of 2021. The July 2021, payments of \$196,623 represent the conclusion of that program. All other reflects amounts paid for personal time off ("PTO") not taken.
- (2) Mr. Kreisler was hired to serve as the Company's president and chief financial officer effective September 7, 2021, becoming the Company's chief technology officer effective July 1, 2022.
- (3) Mr. McCarthy was hired to serve as the Company's chief operating officer effective July 23, 2021. On January 20, 2022, the compensation committee authorized a special cash award of \$150,000 to Mr. McCarthy.
- (4) Mr. Winsness was hired as the Company's chief technology officer effective September 7, 2021.
- (5) Mr. Bobbili was hired to serve as the Company's chief engineering officer effective June 23, 2021.
- (6) On July 1, 2022, the Board of Directors approved base salaries for executives of \$495,000 with the opportunity for up to 100% performance bonuses.
- (7) All other compensation reflects amounts paid as match contribution made by our PEO under our 401(k) Plan and for personal time off ("PT") not taken. The Company did not match 401(K) contributions in 2022 or 2021. Beginning on January 1, 2023, the Company will match 100% of employee deferrals up to the first 2% of compensation for the period.

On July 1, 2022, the Board of Directors of the Company reviewed and ratified company-wide compensation programs, including new compensation for the named executive officers and independent directors of the Company, which were recommended by the Compensation Committee of the Board. The Board also modified the roles of certain named executives.

On July 1, 2022, the Board of Directors approved a performance objective based, cash incentive bonus for executives of the Company, with the potential to earn a performance bonus of up to 100% of base salary. The bonuses are discretionary and based Information on the progress and achievement of performance objectives as depicted in the strategic plan approved by the Board of Directors. The final assessment of progress and achievement requires the compensation.

The Company philosophy is to align total compensation of its employees, including the named executive officers, with performance-based incentives that are fully with the Company's goals for delivering value for the Company's shareholders. These company-wide programs will include market-based salaries, profit sharing and stock-based compensation. The adoption and implementation of compensation programs are intended to support that philosophy and the interest of the Company and its shareholders by providing appropriate forms of performance-based cash and stock-based compensation alternatives that strengthen the ability of the Company to attract and retain employees and others who focus their efforts and abilities on realizing the Company's specific objectives, and in particular, at a time when the Company is implementing aggressive development and growth plans. The roles of the Company's named executive officers were modified as follows:

Corrado De Gasperis – Chief Executive Officer

Rahul Bobbili – Chief Engineer;

Kevin Kreisler – Chief Technology Officer;

William McCarthy – Chief Operating Officer; and

David Winsness – President Comstock Fuels.

Mr. De Gasperis is also the Company's acting principal financial and accounting officer.

The following table sets forth the outstanding equity awards as of December 31, 2022:

Name	Option Awards					Stock Awards				
			Equity incentive plan					Equity incentive plan		Equity incentive plan
	Number of securities	Number of securities	awards: Number of	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	awards: Number of unearned shares, units or other rights that have not vested (#)	awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)	
	underlying	underlying	securities							
	unexercised options (#) exercisable	unexercised options (#) unexercisable	underlying unexercised unearned options (#)							
Corrado De Gasperis <sup>(1)</sup>	—	—	—	\$	—	—	\$	—	500,000	\$
Chief Executive Officer										
Kevin E. Kreisler	—	—	—	\$	—	—	\$	—	-	\$
Chief Technology Officer										

William J. McCarthy	—	—	— \$	—	—	— \$	—	- \$	—
Chief Operating Officer									
David J. Winsness	—	—	— \$	—	—	— \$	—	- \$	—
President, Comstock Fuels Corporation									
Rahul Bobbili	—	—	— \$	—	—	— \$	—	- \$	—
Chief Engineering Officer									

(1) Under the 2020 Equity Incentive Plan, Mr. De Gasperis was awarded 250,000 performance condition shares and 250,000 market condition shares with a grant date of January 4, 2021 and vesting date of January 4, 2022. The vesting of 50% of the performance share awards is contingent on the achievement of performance goals over the next three years, and vesting of the remaining 50% is contingent on the achievement of our common stock market price goals over the next five years, defined on a per share basis. Vesting is dependent on the employee remaining with the Company from the grant date through the vesting date. The performance shares that vest based on the achievement of performance goals were valued using the Company's common stock price on the grant date, and stock-based compensation was determined based on the probability of achieving each goal

## EMPLOYMENT, RETIREMENT AND SEVERANCE PLANS AND AGREEMENTS

The Company has entered into employment agreements with its executive officers that provide for an annual salary, periodic bonuses, vacation, and participation in any employee plans made available to all Company employees.

### Employment Agreement with Corrado De Gasperis

Mr. De Gasperis was hired to serve as our Chief Executive Officer and President effective April 21, 2010. In connection with his employment, the Company entered into an Employment Agreement with Mr. De Gasperis, which also provided for his election as a director upon closing of the recapitalization and the capital raise transactions in 2010 ("De Gasperis Employment Agreement"). The original term of the De Gasperis Employment Agreement ended on April 21, 2014, but is automatically extended for additional one-year periods unless notice of termination is provided. If a "change in control" of the Company (as defined in the agreement) occurs with less than three years remaining, then the term will be extended to three years beyond the date of the change in control. Under the agreement, Mr. De Gasperis is entitled to an annual base salary of \$360,000, which Mr. De Gasperis voluntarily agreed to reduce to \$288,000 until July 1, 2021, when the Board of Directors agreed to reinstate the full salary basis. On July 1, 2022, the Board of Directors agreed to increase the base salary to \$495,000. Mr. De Gasperis is entitled to participate in each of our medical, pension or other employee benefit plans generally available to employees. Mr. De Gasperis is also entitled to participate in any of our incentive or compensation plans. The agreement also requires us to adopt a profit-sharing plan whereby 10% of net cash profits before principal payments of indebtedness and investments in fixed assets will be set aside for semi-annual payments to employees. The profit-sharing plan has not yet been established. If the De Gasperis Employment Agreement is terminated without cause, or due to disability, or if Mr. De Gasperis resigns for good reason (each term as defined therein), subject to execution of a release in the Company's favor, Mr. De Gasperis shall be entitled to (i) a lump sum payment of all accrued amounts due to him through the date of his termination, (ii) continued base salary for twelve months (or thirty-six months if the termination is during the three year period following a change in control), and (iii) continuation of health and life insurance benefits for the longer of the period during which base salary is payable following termination or 18 months (unless he is entitled to participate in the health plan of a new employer). If Mr. De Gasperis' employment is terminated due to his death, his estate is entitled to the benefits (other than continued life insurance coverage) outlined above. Upon a termination of Mr. De Gasperis' employment for cause or his resignation without good reason, he shall be entitled to a lump sum payment of all amounts due to him through the date of his termination. The De Gasperis Employment Agreement prohibits Mr. De Gasperis from competing with us during the term of his employment and for one year thereafter.

### Other Executive Officer Employment Agreements

Effective September 7, 2021, the Company and Kevin E. Kreisler entered into an employment letter agreement, which shall be deemed binding with regard to the essential business and economic terms thereof, until such time as the Company and Mr. Kreisler execute and deliver more formal definitive agreements, which the parties intended to occur in connection with the approval of Company's updated Company-wide Annual Profit Sharing Plan and Equity Compensation Plan, which shall be adopted no later than December 31, 2023 under the letter agreement. The letter agreement calls for a \$250,000 base salary and an initial term of five years, subject to automatic renewal for consecutive one-year terms until either party provides conforming notice of termination. On July 1, 2022, the Board of Directors agreed to increase the base salary to \$495,000. The letter agreement additionally includes restrictive covenants protecting the Company's confidential information and competitive interests, as well as terms providing for the automatic assignment to the Company of intellectual properties developed during the term of the agreement. The Company entered into substantially similar agreements and base salary adjustments with William J. McCarthy, the Company's chief operating officer, David J. Winsness, the president of the Company's Comstock Fuels subsidiary, and Rahul Bobbili, the Company's chief engineering officer, on July 23, 2021, September 7, 2021, and June 23, 2021, respectively.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to our common stock that may be issued upon the exercise of stock options under our incentive stock option plans at December 31, 2022:

	(A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans <sup>(1)</sup>
2020 Equity Compensation Plan - Directors <sup>(2) (3)</sup>	540,000	—	—

2020 Equity Compensation Plan - Management <sup>(2) (3)</sup>		1,230,000	—	30,000
(1)	Excluding securities reflected in column (A) above.			
(2)	There are 540,000 restricted shares granted and outstanding under the 2020 plan, which vest evenly on January 1st of each year over the three-year term, ending on January 1, 2024. The restricted shares were valued at \$1.06 fair value on the grant date, and the compensation cost will be recognized on a straight-line basis over the vesting term. As of December 31, 2022, there are 30,000 shares available for issuance under the 2020 plan.			
(3)	The Company recognizes forfeitures under the 2020 Plan as they occur.			

2011 EQUITY INCENTIVE PLAN

In 2011, the Company adopted the Comstock Mining, Inc. 2011 Equity Incentive Plan (the “2011 Plan”). The maximum number of shares of our common stock that may be delivered pursuant to awards granted under the 2011 Plan is 1,200,000. The 2011 Plan provides for the grant of various types of awards, including but not limited to, restricted stock (including performance awards), restricted stock units, stock options, and other types of stock-based awards. The 2011 Plan expired in June 23, 2021. At December 31, 2021, there were no shares available to be issued under the Plan.

Also in May 2020, employees were granted 138,000 fully vested options to acquire common shares with an exercise price equal to the closing price of our common stock on the date of the grant and expiring on the second anniversary of the grants. During

2022 and 2011, 22,650 and 66,150 of the stock options, respectively, were repurchased and cancelled in lieu of being exercised. Cash paid for the stock options totaling \$12,195 and \$247,156, respectively, for the years ended December 31, 2022, and 2011 were deemed to be the incremental fair value of the stock options at the repurchase date, and was recorded as a reduction in additional paid-in capital on the consolidated balance sheets. There were no remaining stock options outstanding as of December 31, 2022.

2020 EQUITY INCENTIVE PLAN

In 2020, the Company adopted the Comstock Mining Inc. 2020 Equity Incentive Plan (the “2020 Plan”). The maximum number of shares of our common stock that may be delivered pursuant to awards granted under the 2020 Plan is 1,800,000. The 2020 Plan provides for the grant of various types of awards, including but not limited to, restricted stock (including performance awards), restricted stock units, stock options, and other types of stock-based compensation.

During the years ended December 31, 2022 and 2021, the Company recognized \$190,800 in both periods for the vesting of stock awards issued in 2020. The remaining compensation of \$190,800 will be recognized from January 1, 2023 through December 31, 2023.

During 2021, we granted 1,170,000 performance shares, net of 30,000 shares which were forfeited during the year ended December 31, 2022, to employees under the Comstock Mining Inc. 2020 Equity Incentive Plan (the “2020 Plan”). During 2022, we granted 60,000 shares, net of 40,000 shares forfeited during the year ended December 31, 2022 to additional employees. The vesting of 50% of the employee performance share awards is contingent on the achievement of performance goals over the next three years, and vesting of the remaining 50% is contingent on the achievement of our common stock market price goals over the next five years, defined on a per share value basis. Vesting is dependent on the employee remaining with the Company from the grant date through the vesting date. The performance shares that vest based on the achievement of performance goals were valued using the Company’s common stock price on the grant date, and stock-based compensation was determined based on the probability of achieving each goal.

The performance vesting based on the share price were valued using a path-dependent model with the following range of inputs:

	December 31, 2022	December 31, 2021
Total shares granted	40,000	1,140,000
Performance condition valuation inputs:		
Performance condition shares	20,000	570,000
Stock price at grant date	\$0.62 to \$1.6	\$1.10 to \$3.5
Market condition valuation inputs:		
Market condition shares	20,000	570,000
Stock price	\$0.62 to \$1.6	\$1.10 to \$3.5
Volatility	95% to 96%	77% to 95%
Risk-free rate	2.51% to 2.82%	36% to 79%
Number of iterations	100,000	100,000
Fair value per share	\$0.17 to \$0.91	\$0.41 to \$2.71
Term (in years)	2.2 yrs to 2.5 yrs	1.7 yrs to 3.2 yrs

Stock-based compensation for all employee performance share grants totaling \$291,197 and \$273,186, respectively was recorded in the consolidated statements of operations for the years ended December 31, 2022, and 2021. No shares have vested at December 31, 2022. During the year ended December 31, 2022, 70,000 performance shares were forfeited and \$41,124 in compensation that was reversed. At December 31, 2022, unamortized stock-based compensation for the 2020 equity incentive plan was \$279,656 and will be amortized over the remaining vesting terms.

Remaining vesting terms for the employee performance share grants are as follows:

	2023 \$	265,772
	2024	13,884
Total remaining	\$	279,656

## 2022 EQUITY INCENTIVE PLAN

In 2022, the Company adopted the Comstock Inc. 2022 Equity Incentive Plan (the "2022 Plan"). The maximum number of shares of our common stock that may be delivered pursuant to awards granted under the 2022 Plan is 6,000,000. The 2022 Plan provides for the grant of various types of awards, including but not limited to, restricted stock (including performance and cash awards), incentive and non-qualified stock options, stock appreciation rights and other equity-based awards. The Company has not yet issued any grants associated with the 2022 Plan.

Year	Summary compensation table total for PEO	Compensation paid to PEO	Average summary compensation table for non-PEO NEOs	Average compensation actually paid to non-PEO NEOs	Total Shareholder Return (1)	Net Income (Loss)
2022	\$ 503,360	\$ 503,360	\$ 428,066	\$ 428,066	21	\$ (46,738,259)
2021	\$ 679,632	\$ 335,280	\$ 131,928	\$ 131,928	117	\$ (24,583,620)

(1) Total shareholder return is based on the value of initial fixed \$100 investment

We structure our executive compensation program to align the interests of our named executive officers with the interest of our shareholders. We believe a named executive officer's compensation should be tied directly to the achievement of our strategic, financial and operating goals, which are designed to deliver value to our shareholders. Our current executive compensation structure accounts for base salary and bonuses of approximately 98% of the total compensation for our executives. Our total shareholder return decreased 79% in 2022 as compared to a return of 17% in 2021. The market price of our common stock on December 30, 2022 was \$0.28 per share, a decrease of approximately 79% in 2022 from the closing price of \$1.32 on January 4, 2022. Our total shareholder return decrease in 2022 correlates to an approximately 87% increase in our net loss in 2022 of \$46,738,259 as compared to 2021 of \$24,583,620. 2024 Definitive Proxy Statement and is incorporated herein by this reference.

## DIRECTOR COMPENSATION

In May 2020, independent directors were granted a total of 135,000 common shares for past services and 180,000 common shares for current services for a total of 315,000 common shares. The fair value of the common shares issued was \$0.56 per share, based on the closing price of the Company's common shares on May 28, 2020. In December 2020, directors were granted a total of 135,000 shares each of common stock, resulting in a total grant of 540,000 shares of common stock for future services, vesting in three equal increments of 45,000 shares for each director, or a total of 180,000 shares on each of January 1, 2022, 2023 and 2024. The fair value of the common shares issued was \$1.06 per share, based on the closing price per share of the Company's common stock on December 30, 2020. Compensation cost totaling \$572,400 will be recognized on a straight-line basis over the three-year vesting period. Compensation cost totaling \$190,800 was recorded as a general and administrative expense in the consolidated statements of operations for the year ended December 31, 2022. The following table summarizes the independent directors' compensation for 2022:

Name	Fees Earned or Paid in Cash	Stock Awards	Total(1)
Leo M. Drozdoff (1) (3)	\$ 52,000	\$ 47,700	\$ 99,700
Walter A. Marting Jr. (2) (4)	47,000	47,700	94,700
Judd B. Merrill (2) (5)	52,000	47,700	99,700
William J. Nance (2) (6)	47,000	47,700	94,700
Kristin Slanina	30,000	—	30,000
Total directors cash compensation	\$ 228,000	\$ 190,800	\$ 418,800

(1) No payment included interest.

(2)	Under the 2020 Equity Incentive Plan, each member was granted 135,000 shares of common stock under the Plan besting in three equal 1/3 increments of 45,000 shares on January 1, 2022, January 1, 2023 and January 1, 2024. The total value on grant date of December 31, 2020 was \$143,100 with a stock price of \$1.06 on grant date.
(3)	Includes \$10,000 in committee chair fees paid in 2022.
(4)	Includes \$5,000 in committee chair fees paid in 2022.
(5)	Includes \$10,000 in committee chair fees paid in 2022.
(6)	Includes \$5,000 in committee chair fees paid in 2022.

## ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS



The following table sets forth, at March 16, 2023, information regarding the voting stock beneficially owned by any person who, to our knowledge, owned beneficially more than 5% Security Ownership of any class of voting stock as well as by the members of our Board of Directors and by all officers and directors as a group. Certain Beneficial Owners

Name and Address <sup>(1)</sup>	Title of Class	Amount of Beneficial Ownership	Percentage of Class <sup>(2)</sup>
Kevin E. Kreisler <sup>(3)</sup>	Common	5,000,000	4.9 %
David J. Winsness <sup>(4)</sup>	Common	2,000,000	2.0 %
William J. McCarthy	Common	1,500,000	1.5 %
Rahul Bobbili	Common	1,000,000	1.0 %
Corrado De Gasperi <sup>(5)</sup>	Common	608,180	0.6 %
Leo M. Drozdoff <sup>(6)</sup>	Common	360,000	0.4 %
William J. Nance <sup>(6)</sup>	Common	232,000	0.2 %
Walter A. Marting Jr. <sup>(6)</sup>	Common	225,000	0.2 %
Judd B. Merrill <sup>(6)</sup>	Common	135,100	0.1 %
All directors and officers as a group	Common	11,060,280	10.9 %
<sup>(1)</sup> The address of each shareholder is c/o Comstock Inc., 117 American Flat Road, Virginia City, Nevada 89440.			
<sup>(2)</sup> Applicable percentage of ownership is based on 101,673,430 shares of common stock outstanding as of March 16, 2023, together with all applicable options and warrants for such stockholder. Beneficial ownership is determined in accordance with the rules of the SEC, and includes voting and investment power with respect to shares. Shares of our common stock subject to options, warrants or other convertible securities are deemed outstanding for computing the percentage ownership of the person holding such options, warrants or other convertible securities. Except as otherwise noted, the named beneficial owner has the sole voting and investment power with respect to the shares of common stock shown.			
<sup>(3)</sup> All shares listed for Mr. Kreisler are owned of record by Triple Point Asset Management LLC, an entity owned by Mr. Kreisler.			
<sup>(4)</sup> All shares listed for Mr. Winsness are owned of record by Global Catalytic Disruptor Fund LLC, an entity owned by Mr. Winsness.			
<sup>(5)</sup> Includes a grant of 500,000 unvested performance share units, a grant of 50,000 options to acquire shares of common stock and 58,180 shares owned directly.			
<sup>(6)</sup> Includes 135,000 unvested restricted shares for board compensation, with one-third of shares vesting on January 1, 2022, 2023 and 2024, respectively.			

Information concerning the ownership of certain beneficial owners is set forth in our 2024 Definitive Proxy Statement and is incorporated herein by this reference.

Security Ownership of Management

Information on security ownership of directors and officers is set forth in our 2024 Definitive Proxy Statement and is incorporated herein by this reference.

Equity Compensation Plan Information

Information on equity compensation plans is set forth in our 2024 Definitive Proxy Statement and is incorporated herein by this reference.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Parties, which can be entities or individuals, are considered to be related if either party has the ability, directly or indirectly, to control or exercise significant influence over the other party in making financial and operational decisions. Entities and individuals are also considered to be related if they are subject to the common control or significant influence of another party. The Board of Directors has adopted a written related person transaction policy that governs the review, approval or ratification of covered related person transactions. The Audit and Finance Committee manages this policy. The policy generally provides that we may enter into a related person transaction only if:

- the Audit and Finance Committee approves or ratifies such transaction in accordance with the guidelines set forth in the policy and the transaction is Information on terms comparable to those that could be obtained in arm’s length dealings with an unrelated third party;
- the transaction is approved by the disinterested members of the Board of Directors; and,
- the transaction involves compensation approved by our Compensation Committee.

The following related party transactions occurred during the years ended December 31, 2022 and 2021.

RENEWABLE ENERGY SEGMENT

Amendment to Asset Purchase Agreement

On September 7, 2021, the Company entered and closed under an Asset Purchase Agreement with Flux Photon Corporation (“FPC”), in order to acquire certain intellectual property relationships and related photovoltaic transactions and photocatalysis laboratory equipment (the “FPC Assets”). The purchase price payable for the FPC Assets director independence is \$18,000,000 payable set forth in cash to FPC at a rate equal to 20% of the future monthly consolidated sales, less total variable costs, less operating expenses, maintenance, tax payments, our 2024 Definitive Proxy Statement and debt service payments of the Company and its now and hereafter-existing subsidiaries, until the purchase

price of \$18,000,000 has been fully paid. The Company assigned the FPC Assets to its wholly-owned Comstock IP Holdings subsidiary immediately after closing. On December 10, 2021, the Asset Purchase Agreement was amended to provide for the payment [is incorporated herein](#) by the Company of a \$350,000 down payment against the purchase price, corresponding to a potential performance-based cash payment of \$17,650,000 required under the Asst Purchase Agreement. The Company's chief technology officer and the president of the Company's Comstock Fuels subsidiary are indirect beneficiaries of all payments made to FPC under the Asset Purchase Agreement. The Company additionally agreed to appoint the Company's chief technology officer to the Company's Board of Directors in connection with the Company's acquisition of Comstock Innovations Corporation (F/K/A Plain Sight Innovations Corporation) ("Comstock Innovations") on September 7, 2021 (see Note 2, *Acquisitions and Investments*).

#### *Acquisition of Majority Equity Interest in LINICO Corporation*

During 2021, we executed and closed under a series of agreements under which we acquired 90% of the issued and outstanding equity of LINICO Corporation ("LINICO"), in exchange for aggregate consideration of \$4,500,000 in cash and 6,500,000 shares of Company common stock (See Note 2, *Acquisitions and Investments*).

#### *Lease and Purchase Agreement for Battery Recycling Facility*

On February 15, 2021, LINICO and Aqua Metals Reno Inc. (the "Landlord"), a subsidiary of AQMS, entered into an industrial lease (the "AQMS Lease Agreement"), for the 136,750 square foot facility, land, and related improvements located at 2500 Peru Drive, McCarran, Nevada 89343 (the "Battery Recycling Facility"). The AQMS Lease Agreement commences April 1, 2021 and expires on March 31, 2023. During the lease term, LINICO has the option to purchase the land and facilities at a purchase price of \$14,250,000 if the option is exercised and the sale is completed by October 1, 2022, and \$15,250,000 if the option is exercised and the sale is completed after October 1, 2022 and prior to March 31, 2023. The purchase option is subject to LINICO's payment of a nonrefundable deposit of \$1,250,000 by October 15, 2021, and a second nonrefundable deposit of \$2,000,000 by November 22, 2022, both of which will be applied towards the purchase price. The lease agreement is a triple-net lease pursuant to which LINICO will be responsible for all fixed costs, including maintenance, utilities, insurance, and property taxes. The lease agreement provides for LINICO's monthly lease payments starting at \$68,000 per month and increasing to \$100,640 in the last six months of the lease. The lease agreement allows AQMS to retain the use of a portion of the facility for ongoing research and development activities, including operation of the lab and the use of office space. . The Company committed a plan to sell certain land, buildings and related improvements under the Battery Recycling Facility. As of December 31, 2022, the Company has assets with a net book value of \$21,684,865 that met the criteria to be classified as assets held for sale. Those criteria specify that the asset must be available for immediate sale in its present condition (subject only to terms that are usual and customary for sales of such assets), the sale of the asset must be probable, and its transfer expected to qualify for recognition as a completed sale generally within one year. Proceeds from the sale of these assets are required to be used to satisfy obligations due under the terms of the Battery Recycling Facility in which LINICO has a finance lease, as lessee, with Aqua Metals Reno Inc., a subsidiary of AQMS. (See Note 8 Leases). In March 2023, the Company sold the related building, land and equipment for \$27,000,000 (See Note 20, *Subsequent Events*).

#### LINICO CORPORATION

During the year ended December 31, 2022, the Company and AQMS invested \$1,140,000 and \$500,000, respectively, in cash investments to LINICO. As of December 31, 2022, we own 88.21% of LINICO's outstanding equity and the remaining 11.79% is owned by AQMS. One of the members of the Company's board of directors, is the chief financial officer of AQMS.

#### *Transactions Involving Sierra Springs Opportunity Fund*

The Company provided SSOF with a total of \$4,990,000 in advances ("SSOF Advances"), including \$55,000 and \$4,935,000 provided during the years ended December 31, 2022, and 2021, respectively. SSOF was required to use the corresponding proceeds to pay deposits and other payments on land and other facilities related to investments in qualified businesses in the

opportunity zone. The SSOF Advances are non-interest-bearing and are expected to be repaid on or before the closing of the Company's sale of the Silver Springs Properties to SSE (See Note 2, *Acquisitions and Investments*). SSOF has assigned all assignable rights, title and interest in SSOF's property purchases until such time as the SSOF Advances are repaid.

SSOF is currently raising additional equity financing, including sufficient proceeds to fully pay the \$4,990,000 in SSOF Advances and the \$9,740,000 required to close under its pending purchase agreement for Comstock's Silver Springs Properties. The Company expects that transaction to be completed during 2023, thereby providing the Company with \$14,635,000 estimated cash proceeds.

The Company's executive chairman and chief executive officer co-founded SSOF and SSE, and serves as the chief executive officer of SSOF and as an executive of SSE along with a diverse team of qualified financial, capital markets, real estate and operational professionals that together govern, lead and manage SSOF and SSE. The \$450,000 investment and 9,000,000 voting shares of our CEO and two of our directors represent 15.93% of total as converted SSOF common shares. The Company's chief executive officer has not received compensation of any kind from either SSOF or SSE.

#### *Other*

The Company is currently assessing an agreement with an affiliate company of Kevin Kreisler, the Company's director and chief technology officer, pursuant to which the Company would agree to acquire the majority of the issued and outstanding equity of a publicly traded entity in connection with the Company's ongoing evaluation of various alternatives to monetize certain non-strategic assets. Pursuant to the agreement, Mr. Kreisler agreed to contribute his beneficial ownership interest in the entity to the Company for no additional consideration, and the Company agreed to reimburse certain transaction expenses of approximately \$100,000 incurred by Mr. Kreisler. As of the year end December 31, 2022, no agreement has been determined between the Company and the affiliated company of Mr. Kreisler. [this reference.](#)

#### ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Audit and Finance Committee of the Board of Directors is composed of three independent directors and operates under a written charter adopted by the Board of Directors. The Audit and Finance Committee approves the selection of our independent registered public accounting firm.

Management Information on the principal accountant's fees and services is responsible for our disclosure controls, internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon. The Audit and Finance Committee's primary responsibility is to monitor and oversee these processes and to report thereon to the Board of Directors. In this context, the Audit and Finance Committee has met privately with management and Assure CPA, LLC ("Assure CPA"), our independent registered public accounting firm. Assure has had unrestricted access to the Audit and Finance Committee.

The Audit and Finance Committee has discussed with Assure CPA the matters required to be discussed by the Public Company Accounting Oversight Board's Auditing Standard 1301 Communications with Audit Committees, including the scope of the auditor's responsibilities and whether there are any significant accounting adjustments or any disagreements with management.

The Audit and Finance Committee also has received the written disclosures and the letter from Assure CPA required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit and Finance Committee concerning independence and has discussed with Assure CPA that firm's independence from the Company.

The Audit and Finance Committee has reviewed and discussed the Consolidated Financial Statements with management and Assure CPA. Based on this review and these discussions, the representation of management that the Consolidated Financial Statements were prepared in accordance with generally accepted accounting principles, and the report of Assure CPA to the Audit and Finance Committee, the Audit and Finance Committee recommended that the Board of Directors include the audited consolidated financial statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC.

The Audit 2024 Definitive Proxy Statement and Finance Committee also reviews with management and the independent registered public accounting firm the results of the firm's review of the unaudited financial statements that are included in our quarterly reports filed with the SEC on Form 10-Q. is incorporated herein by this reference.

INDEPENDENT AUDITOR FEES

The Company's Audit and Finance Committee reviews the fees charged by our independent registered public accounting firm. The Company's independent registered public accounting firm for the years ended 2022 and 2021 was Assure CPA. For the years ended December 31, 2022 and 2021, the fees set forth below were incurred in connection with services provided by those firms.

	2022	2021
	Assure CPA, LLC	Assure CPA, LLC
Audit Fees	\$309,172	\$214,222
Tax Fees	16,028	—
Other Fees	39,543	3,108
Total fees	\$364,743	\$217,330

Audit Fees

Audit fees represent fees and expenses for professional services rendered by the independent registered public accounting firms for the audit of the financial statements included in our annual report on Form 10-K and the reviews of the financial statements included in our quarterly reports on Form 10-Q filed with the SEC. This category also includes fees for audits provided in connection with statutory filings, or services that generally only the independent registered public accounting firm reasonably can provide to a client, including implementation of new financial and accounting reporting standards and audit consents.

Other Fees

Other fees and expenses include fees for professional services not deemed to be audit, audit related or tax fees, including fees related to assistance with review of Forms S-3 and S-8 and related consents, and expenses associated with all fee categories.

AUDIT AND FINANCE COMMITTEE PRE-APPROVAL POLICY

The charter of our Audit and Finance Committee provides that the duties and responsibilities of our Audit and Finance Committee include the pre-approval of all audits, audit-related, tax, and other services permitted by law or applicable SEC regulations (including fee and cost ranges) to be performed by our independent auditor. Any pre-approved services that will involve fees or costs exceeding pre-approved levels will also require specific pre-approval by the Audit and Finance Committee. Unless otherwise specified by the Audit and Finance Committee in pre-approving a service, the pre-approval will be effective for the 12-month period following pre-approval. The Audit and Finance Committee will not approve any non-audit services prohibited by applicable SEC regulations or any services in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported by the Internal Revenue Code and related regulations.

To the extent deemed appropriate, the Audit and Finance Committee may delegate pre-approval authority to the Chairman of the Audit and Finance Committee or any one or more other members of the Audit and Finance Committee provided that any member of the Audit and Finance Committee who has exercised any such delegation must report any such pre-approval decision to the Audit and Finance Committee at its next scheduled meeting. The Audit and Finance Committee will not delegate to management the pre-approval of services to be performed by the independent auditor.

Our Audit and Finance Committee requires that our independent auditor, in conjunction with our Chief Executive Officer who is also the Chief Accounting Officer, be responsible for seeking pre-approval for providing services to us and that any request for pre-approval must inform the Audit and Finance Committee about each service to be provided and must provide detail as to the particular service to be provided. Our Audit and Finance Committee Chair and Audit and Finance Committee financial expert is Judd Merrill.

PART IV

ITEM 15 EXHIBIT AND FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statements and notes are filed as part of this annual report on Form 10K:

<a href="#">Report of Independent Registered Public Accounting Firm</a> (Assure CPA, LLP, Spokane, WA, PCAOB ID: 444)	<a href="#">73</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">F-374</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">F-476</a>
<a href="#">Consolidated Statements of Changes in Equity</a>	<a href="#">F-577</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">F-678</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-981</a>

FINANCIAL STATEMENT SCHEDULES

All schedules have been omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

EXHIBITS

The following are exhibits filed as part of the Company's Form 10K for the year ended **December 31, 2022** **December 31, 2023**:

Index to Exhibits

Exhibit Number	Exhibit
<a href="#">3.1</a>	<a href="#">Articles of Incorporation</a> (previously filed with Securities and Exchange Commission on <a href="#">June 2, 2022</a> as exhibit 3.1 to the Company's Current Form 8-K (file number 001-35200/ <a href="#">film number 22988695</a> ), <a href="#">film number 22988695</a> ) and incorporated herein by reference).
<a href="#">3.2</a>	<a href="#">Amended and Restated Bylaws</a> (previously filed with Securities and Exchange Commission on <a href="#">June 2, 2022</a> as <a href="#">June 2, 2022</a> as exhibit 3.2 to the Company's Current Report on Form 8-K (file number 001-35200/ <a href="#">film number 22988695</a> ) <a href="#">22988695</a> ) and incorporated herein by reference).
<a href="#">10.2#</a>	<a href="#">Comstock Inc. 2022 Equity Incentive Plan</a> ( <a href="#">previously</a> ( <a href="#">previously</a> filed with the Securities and Exchange Commission on <a href="#">April 15, 2022</a> as <a href="#">Annex</a> Annex B to the Company's Definitive Proxy Statement on Schedule 14A (file number 001-35200/ <a href="#">file</a> <a href="#">lm number 22828907</a> ), <a href="#">22828907</a> ) and incorporated herein by reference).
<a href="#">10.3#</a>	<a href="#">Employment Agreement, dated as of April 21, 2010, between the Company and Corrado De Gasperis</a> (previously filed with the Securities and Exchange Commission on <a href="#">April 26, 2010</a> as exhibit 10.1 to the Company's Form 8-K (file number 000-32429/ <a href="#">film number 10769447</a> ) and incorporated herein by reference).
<a href="#">10.4</a>	<a href="#">Limited Liability Company Operating Agreement of Northern Comstock LLC, dated as of October 19, 2010</a> (previously filed with the Securities and Exchange Commission on <a href="#">October 21, 2010</a> as exhibit 10.5 to the Company's Form 8-K (file number 000-32429/ <a href="#">film number 101134166</a> ) and incorporated herein by reference).
<a href="#">10.5</a>	<a href="#">First Amendment to the Limited Liability Company Operating Agreement of Northern Comstock LLC, dated August 27, 2015</a> (previously filed with the Securities and Exchange Commission on <a href="#">August 27, 2015</a> as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/ <a href="#">film number 151077115</a> ) and incorporated herein by reference).
<a href="#">10.6</a>	<a href="#">Second Amendment to the Limited Liability Company Operating Agreement of Northern Comstock LLC, dated September 28, 2015</a> (previously filed with the Securities and Exchange Commission on <a href="#">October 23, 2015</a> as exhibit 10.1 to the Company's Form 10-Q (file number 001-35200/ <a href="#">film number 151173376</a> ) and incorporated herein by reference).

10.7#	<a href="#">Amendment to Employment Agreement dated November 2, 2012 (previously filed with the Securities and Exchange Commission on March 21, 2014 as exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (file number 001-35200/film number 14707727) and incorporated by reference herein)</a>
10.8#	<a href="#">Amendment to No. 2 To Employment Agreement dated January 31, 2014 (previously filed with the Securities and Exchange Commission on March 21, 2014 as exhibit 10.14 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (file number 001-35200/film number 14707727) and incorporated by reference herein)</a>
10.35	<a href="#">Common Stock Purchase Agreement, dated March 1, 2021 (previously filed with the Securities and Exchange Commission on March 3, 2021 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 21705215 and incorporated herein by reference)</a>
10.36	<a href="#">Letter Agreement, dated February 22, 2021 between Comstock Mining Inc. and Noble Capital Markets, Inc. (previously filed with the Securities and Exchange Commission on March 3, 2021 as exhibit 10.2 to the Company's Form 8-K (file number 001-35200/film number 21705215 and incorporated herein by reference)</a>
10.37	<a href="#">Common Stock Purchase Agreement, dated March 2, 2021 (previously filed with the Securities and Exchange Commission on March 3, 2021 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 21705215 and incorporated herein by reference)</a>
10.38	<a href="#">Membership Interest Purchase Agreement, dated June 24, 2021, between Quantum Generative Materials LLC and Comstock Mining Inc. (previously filed with the Securities and Exchange Commission on June 28, 2021 as exhibit 10.01 10.1 to the Company's Form 8-K (file number 001-35200/film number 211053603) and incorporated herein by reference)</a>

1

10.39	<a href="#">Limited Liability Company Operating Agreement of Quantum Generative Materials LLC, dated June 24, 2021 (previously filed with the Securities and Exchange Commission on June 28, 2021 as exhibit 10.02 10.2 to the Company's Form 8-K (file number 001-35200/film number 211053603) and incorporated herein by reference)</a>
10.40	<a href="#">Securities Exchange Agreement, dated September 7, 2021 between Comstock Mining Inc., Plain Sight Innovations Corporation, Triple Point Asset Management LLC and Global Catalytic Disruptor Fund LLC (previously filed with Securities and Exchange Commission on September 9, 2021 as exhibit 10.1 to the Company's Form 8-K</a>

[Company's Form 8-K](#)  
(file number 001-  
35200/film number  
21143134), and  
incorporated herein by  
reference).

10.41 [Asset Purchase Agreement, dated September 7, 2021 between Comstock Mining Inc., and Flux Photon Corporation \(previously filed with Securities and Exchange Commission on September 9, 2021 as exhibit 10.2 to the Company's Form 8-K \(file number 001-35200/film number 21143134\), and incorporated herein by reference\).](#)

10.42 [Securities Exchange Agreement, dated July 23, 2021 between Comstock Mining Inc. and MANA Corporation \(previously filed with Securities and Exchange Commission on July 29, 2021 as exhibit 10.1 to the Company's Form 8-K \(file number 001-35200/film number 211124379\), and incorporated herein by reference\).](#)

10.47 [Amended and Restated Asset Purchase Agreement, dated December 10, 2021 between Comstock Mining Inc., and Flux Photon Corporation \(previously filed with Securities and Exchange Commission on December 16, 2021 as exhibit 10.1 to the Company's Form 8-K \(file number 001-35200/film number 211495448 and](#)

	<a href="#">incorporated herein by reference).</a>
10.48	<a href="#">Promissory Note, dated December 15, 2021 between Comstock Mining Inc. and GHF Inc. (previously filed with Securities and Exchange Commission on December 21, 2021 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 211509781 and incorporated herein by reference).</a>
10.49* 10.49	<a href="#">Promissory Note, dated October 25, 2022, between Comstock Inc. and Alvin Fund LLC (previously filed with Securities and Exchange Commission on March 16, 2023 as exhibit 10.49 to the Company's Form 10-K (file number 001-35200/film number 23738729 and incorporated herein by reference).</a>
10.50 10.52	<a href="#">SECURITIES PURCHASE AGREEMENT First Amendment to Second Amended and Restated Membership Interest Purchase Agreement dated May 11, 2023 (previously filed with Securities and Exchange Commission on May 15, 2023 as of December 16, 2022 exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 23923059 and incorporated herein by reference).</a>
10.53	<a href="#">Third Amended and Restated Membership</a>



[Interest Purchase Agreement, is dated June 30, 2023 \(previously filed with Securities and Exchange Commission on July 6, 2023 as exhibit 10.1 to the Company's Form 8-K \(file number 001-35200/film number 231071455 and incorporated herein by reference\)](#)

10.54 [Mineral Exploration and among Mining Lease Agreement, dated June 30, 2023 \(previously filed with Securities and Exchange Commission on July 6, 2023 as exhibit 10.1 to the Company's Form 8-K \(file number 001-35200/film number 231071513 and incorporated herein by reference\)](#)

10.55 [Promissory Note, dated November 12, 2023, between Comstock Inc. and Ionic Ventures, Alvin Fund LLC \(previously filed with Securities and Exchange Commission on December 19, 2022 November 13, 2023 as exhibit 10.1 to the Company's Form 8-5 8-K \(file number 001-35200/film number 221469570 231399497 and incorporated herein by reference\),](#)

10.51	10.56	<a href="#">8.0% CONVERTIBLE PROMISSORY NOTE DUE MARCH 16, 2024</a> 27, 2025, dated December 27, 2023 (previously filed with Securities and Exchange Commission on <del>December 19, 2022</del> December 27, 2023 as exhibit 10.2 to the Company's Form 8-K (file number 001-35200/film number <del>221469570</del> 231518383 and incorporated herein by reference).
10.58		<a href="#">Asset Purchase Agreement</a> , dated December 28, 2023 (previously filed with Securities and Exchange Commission on December 29, 2023 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 231528044 and incorporated herein by reference).
10.59		<a href="#">Amendment to Convertible Note Term Sheet</a> , dated December 22, 2023 (previously filed with Securities and Exchange Commission on December 27, 2023 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 231518451 and incorporated herein by reference).
10.60		<a href="#">Stock Redemption Agreement</a> , dated December 19, 2023 (previously filed with Securities and Exchange Commission on December 26, 2023 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 231513556 and incorporated herein by reference).
10.61		<a href="#">Amendment to Convertible Note Term Sheet</a> , February 12, 2024 (previously filed with Securities and Exchange Commission on February 14, 2024 as exhibit 10.1 to the Company's Form 8-K (file number 001-35200/film number 24639438 and incorporated herein by reference).
21*		<a href="#">Subsidiaries</a>
23.1*		<a href="#">Consent of Assure CPA, LLC</a>
23.2*		<a href="#">Consent of Behre Dolbear Dolbear &amp; Company Company (USA) Inc.</a>
24*		<a href="#">Powers of Attorney</a> (included on signature page)
31*		<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended, pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended, amended</a>
32*		<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
95*		<a href="#">Mine Safety Disclosures</a>
96.1*	96.1	<a href="#">Technical Report Summary of the Dayton Consolidated Project (previously filed with Securities and Exchange Commission on March 16, 2023 as exhibit 96.1 to the Company's Form 10-K (file number 001-35200/film number 23738729 and incorporated herein by reference)</a>
97.1*		<a href="#">Comstock Inc. Clawback Policy</a>
101*		Interactive Data File (Annual Report

on Form 10-K,  
for the year  
ended  
December 31,  
2022 December  
31, 2023,  
furnished in  
XBRL  
(eXtensible  
Business  
Reporting  
Language)).

Attached as  
Exhibit 101 to  
this report are  
the following  
documents  
formatted in  
XBRL: (i) the  
Consolidated  
Statements of  
Income for the  
fiscal years  
ended  
December 31,  
2022 December  
31, 2023 and  
2021, 2022, (ii)  
the  
Consolidated  
Statements of  
Comprehensive  
Income for the  
fiscal years  
ended  
December 31,  
2022 December  
31, 2023 and  
2021, 2022, (iii)  
the  
Consolidated  
Balance  
Sheets at  
December 31,  
2022 December  
31, 2023 and  
2021, 2022, (iv)  
the  
Consolidated  
Statements of  
Changes in  
Equity for the  
fiscal years  
ended  
December 31,  
2022 December  
31, 2023 and  
2021, 2022, (v)  
the  
Consolidated  
Statements of

Cash Flows for  
the fiscal years  
ended  
December 31,  
2022 December  
31, 2023 and  
2021 2022 and  
(vi) the Notes  
to  
Consolidated  
Financial  
Statements

\* Filed herewith.

# Management contract or compensatory plan.

#### ITEM 16 FORM 10-K SUMMARY

None.

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the date indicated.

COMSTOCK INC.

By: /s/ CORRADO DE GASPERIS

CORRADO DE GASPERIS

Executive Chairman

Chief Executive Officer

(Principal Executive

Principal Accounting Officer

Principal Financial Officer)

Date: March 16, 2023 February 27, 2024

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Corrado De Gasperis as his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments to this Report together with all schedules and exhibits thereto, (ii) act on, sign and file with the Securities and Exchange Commission any and all exhibits to this Report and any and all exhibits and schedules thereto, (iii) act on, sign and file any and all such certificates, notices, communications, reports, instruments, agreements and other documents as may be necessary or appropriate in connection therewith and (iv) take any and all such actions which may be necessary or appropriate in connection therewith, granting unto such agent, proxy and attorney-in-fact, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, and hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact, or any of his or their substitute or substitutes may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated indicated.

In accordance with the Exchange Act, this Report has been signed below by the following persons, on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<div>/s/ CORRADO DE GASPERIS</div> <div>CORRADO DE GASPERIS</div>	Executive Chairman, Chief Executive Officer, Principal Executive Officer, Principal Financial Officer <b>Principal Accounting Officer</b>	<b>March 16, 2023</b> February 27, 2024
<div>/s/ MATTHEW J. BIEBERLY</div> <div>MATTHEW J. BIEBERLY</div>	<b>Principal Accounting Officer</b>	February 27, 2024
<div>/s/ KEVIN KREISLER</div> <div>KEVIN KREISLER</div>	Director	<b>March 16, 2023</b> February 27, 2024
<div>/s/ LEO M. DROZDOFF</div> <div>LEO M. DROZDOFF</div>	Director	<b>March 16, 2023</b> February 27, 2024
<div>/s/ WALTER A. MARTING, JR.</div> <div>WALTER A. MARTING, JR.</div>	Director	<b>March 16, 2023</b> February 27, 2024
<div>/s/ JUDD B. MERRILL</div> <div>JUDD B. MERRILL</div>	<b>Director</b>	<b>March 16, 2023</b>
<div>/s/ WILLIAM J. NANCE</div> <div>WILLIAM J. NANCE</div>	Director	<b>March 16, 2023</b> February 27, 2024
<div>/s/ KRISTIN SLANINA</div> <div>KRISTIN SLANINA</div>	Director	<b>March 16, 2023</b> February 27, 2024
<div>/s/ GUEZ J. SALINAS</div> <div>GUEZ J. SALINAS</div>	<b>Director</b>	February 27, 2024



slide1

EXHIBIT 21

Subsidiaries

- (1) Comstock Fuels Corporation, a Nevada corporation
- (2) Comstock Metals Corporation, a Nevada corporation that owns of **88.21%** **100.00%** of LINICO Corporation
- (3) Comstock Engineering Corporation, a California Corporation, formerly known as Renewable Process Solutions Inc.
- (4) Comstock Innovations Corporation, a Delaware Corporation, formerly known as Plain Sight Innovations Corporation
- (5) Comstock IP Holdings LLC, a Delaware limited liability company, formerly known as Plain Sight Innovations LLC
- (6) Comstock Exploration and Development LLC, a Nevada limited liability company
- (7) Comstock **Mining LLC, a Nevada limited liability company**
- (8) **Comstock** Northern Exploration LLC, a Nevada limited liability company
- (8) (9) Comstock Processing LLC, a Nevada limited liability company
- (9) (10) Comstock Royalty Holdings LLC, a Nevada limited liability company
- (10) (11) Comstock Real Estate Inc., a Nevada corporation formerly known as Gold Hill Hotel, Inc.

- (11) (12) Comstock Industrial LLC, a Nevada limited liability company
- (12) (13) Downtown Silver Springs LLC, a Nevada limited liability company
- (13) (14) Mana Corporation, an Oklahoma Public Benefit Corporation
- (14) (15) LINICO Corporation;
- (15) (16) MCU- Philippines Inc.

Exhibit 23.1

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements on Forms S-8 (Nos. 333-267628, 333-251791, and 333-179035) and Registration Statements on Forms S-3 (Nos. 333-272986, 333-263930, 333-175006 and 333-185846) of Comstock Mining Inc. of our report dated March 16, 2023 February 27, 2024, relating to the consolidated financial statements, which appear in this Form 10-K.

/s/ ASSURE CPA, LLC

Spokane, Washington

March 16, 2023 February 27, 2024

slide1

slide2

Office: +1 (303) 620 0020 • inquiry@dolbear.com • www.dolbear.com Behre Dolbear Group, Inc. 4255 South Buckley Road, #425 Aurora, Colorado 80013 USA February 3, 2023 Robert E. Cameron, Ph.D. Senior Associate of Behre Dolbear & Company (USA), Inc. The undersigned hereby consent to (i) the references to, and the information derived from, the technical report entitled TECHNICAL REPORT SUMMARY DAYTON CONSOLIDATED PROJECT LYON COUNTY, NEVADA, USA dated effective November 30, 2022; and (ii) the references, as applicable, to the undersigned's names included in or incorporated by reference in their Annual Report for the Fiscal Year ending December 31, 2022 on Form 10-K being filed by Comstock Inc. with the United States Securities and Exchange Commission, and any amendments thereto. Robert Cameron, Ph.D., a Senior Associate of Behre Dolbear & Company (USA), Inc., is responsible for authoring the Technical Report Summary and has read the Annual Report and consents to references to Robert Cameron, Ph.D. or Behre Dolbear & Company (USA), Inc., as applicable. Robert E. Cameron, Ph.D., MMSA, Senior Associate of Behre Dolbear & Company, USA, Inc. Dated: February 3, 2023 H. John Head Member, Executive Committee Behre Dolbear Group, Inc. Dated: February 3, 2023 [Exhibit 23.2](#)

 slide3

EXHIBIT 31

**CERTIFICATION PURSUANT TO 18 U.S.C SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, CORRADO DE GASPERIS, certify that:



1. I have reviewed this Annual Report on Form 10-K of Comstock Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and,
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ CORRADO DE GASPERIS

CORRADO DE GASPERIS

Executive Chairman

Chief Executive Officer

Principal Executive, Principal Accounting Officer,

Principal Financial Officer

March 16, 2023 February 27, 2024

Exhibit 32

#### CERTIFICATION OF PERIODIC REPORT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Comstock Inc. (the "Company"), certifies that:

1. The Annual Report on Form 10-K of the Company for the Year ended December 31, 2022 December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and,
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

slide4

By: /s/ CORRADO DE GASPERIS

CORRADO DE GASPERIS

Executive Chairman

Chief Executive Officer

Principal Executive, Principal Accounting Officer,

Principal Financial Officer

Date: March 16, 2023 February 27, 2024

Exhibit 95

The following disclosures are provided pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K, which requires certain disclosures by companies required to file periodic reports under the Securities Exchange Act of 1934, as amended, that operate mines regulated under the Federal Mine Safety and Health Act of 1977 (the "Mine Act").

Whenever the Federal Mine Safety and Health Administration ("MSHA") believes that a violation of the Mine Act, any health or safety standard, or any regulation has occurred, it may issue a citation or order which describes the violation and fixes a time within which the operator must abate the violation. In some situations, such as when the MSHA believes that conditions pose a hazard to persons, MSHA may issue an order requiring removal of persons from the area of the mine affected by the condition until the hazards are correction. Whenever MSHA issues a citation or order, it has authority to propose a civil penalty or fine, as a result of the violation.

The table below reflects citations and orders issued by MSHA during the year ended December 31, 2022 December 31, 2023.

Mining Operating Name	Section 104S&S Citations	Section 104(b) Orders	Section 104(d) Citations and Orders	Section 110(b)(2) Violations	Section 107(a) Orders	Total Dollar Value of MSHA Assessments Proposed	Total Number Of Mining Related Fatalities	Received Notice of Pattern of Violations Under 104(3)	Received Notice of Potential to Have Pattern of Violations Under Sections 104(3)	Legal Actions Pending as of Last Day of Period	Legal Actions Initiated During Period	Legal Actions Resolved During Period
26-01871	—	—	—	—	—	\$	—	—	No	No	—	—
26-02771	—	—	—	—	—	\$	—	—	No	No	—	—



sl

Slide 5



Office: +1 (303) 620 0020 • inquiry@dolbear.com • www.dolbear.com Behre Dolbear Group, Inc. 4255 South Buckley Road, #425 Aurora, Colorado 80013 USA TECHNICAL REPORT SUMMARY DAYTON CONSOLIDATED PROJECT LYON COUNTY, NEVADA, USA LATITUDE 39°15'15.63" NORTH LONGITUDE 119°38'16.45" WEST EFFECTIVE DATE: NOVEMBER 1, 2022 PUBLICATION DATE: NOVEMBER 30, 2022 Prepared For: Comstock Exploration and Development LLC, PO Box 1118 Virginia City, Nevada 89440 Prepared By: Behre Dolbear & Company (USA), Inc. 4255 South Buckley Road, #425 Aurora, Colorado 80013 Robert E. Cameron, Ph.D., QP #01357 Joseph A. Kantor, QP #01305



sl

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) i BEHRE DOLBEAR TABLE OF CONTENTS

1.0 EXECUTIVE SUMMARY .....	1.1 PROPERTY POSITION AND OWNERSHIP .....	2
1.2 GEOLOGY .....	1.3 MINERALIZATION.....	3
1.4 STATUS OF EXPLORATION .....	1.5 RESOURCES AND RESERVES .....	4
1.6 MINING METHODS .....	1.7 CONCLUSIONS .....	5

5 1.7.1 Geology, Exploration, Sampling, and Assaying	5 1.7.1 Geology, Exploration, Sampling, and Assaying
5 1.8 RECOMMENDATIONS	6 1.8.1 Geology, Sampling, and Quality Assurance/Quality Control (QA/QC)
6 2.0 INTRODUCTION	8 2.1 ISSUER
8 2.2 PURPOSE	8 2.3 SOURCES OF INFORMATION
8 2.4 BEHRE DOLBEAR TEAM MEMBERS	8 2.5 BEHRE DOLBEAR PERSONNEL PERFORMING INSPECTIONS
Exhibit 97.1	

slide7

## UNANIMOUS WRITTEN CONSENT OF THE PROPERTY

10 2.6

### INITIAL TECHNICAL REPORT

10 3.0 PROPERTY DESCRIPTION

#### 11 3.1 CURRENT LAND POSITION

11 3.1.1 Royalties, Encumbrances, and Significant Factors

13 4.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY

14 5.0

### HISTORY

15 6.0 GEOLOGICAL SETTING, MINERALIZATION, AND DEPOSIT

17 6.1 REGIONAL GEOLOGY

17 6.1.1 Regional

21 6.1.2 Stratigraphy

22 6.1.3 Regional Alteration

24 6.2

BOARD OF DIRECTORS OF COMSTOCK DISTRICT MINERALIZATION 24 6.3 DAYTON PROPERTY GEOLOGY 30 6.3.1 Dayton Property Structural Geology

35 6.4 DAYTON MINERALIZATION

36 6.4.1 Dayton Project Mineralized Lithologies

38 6.5 DRILL PLAN AND REPRESENTATIVE SECTIONS

40 6.6 DAYTON ADIT SAMPLING

60 6.7 DAYTON PROJECT GEOLOGIC MODEL 61 7.0 EXPLORATION

64 7.1 EXPLORATION PROCEDURES AND

PARAMETERS 64 7.1.1 Surface Sampling Methods and Sample Quality

64 7.1.2 Location and Nature of Surface Samples Collected

64

INC.

slide3

Dayton Consolidated Report Effective Date: November 1, 2022 TABLE OF CONTENTS (continued) Project 18-061 (S-K 1300) II BEHRE DOLBEAR 7.2 GEOPHYSICAL SURVEYS

64 7.2.1 Ground Magnetic Surveys	64 7.2.2 Airborne Versatile Time-domain Electromagnetic Survey (VTEM™)
66 7.2.2.1 Airborne Magnetic Survey	67 7.2.2.2 Airborne Electromagnetic Survey
68 7.3 DRILLING	70 7.3.1 Drilling Procedures
72 7.3.2 RC Drill Hole Cleaning	72 7.3.3 Hole Plugging
72 7.3.4 RC and Core Drill Costs	72 7.3.5 RC Drill Sampling
72 7.3.6 Core Drill Sampling	73 7.3.7 Drill Hole Logging Procedures
73 7.3.8 Drill Hole Surveying	74 7.3.9 Drill Sample Recovery
74 7.3.10 Noise Abatement	74 7.3.11 Security
74 7.3.12 Accuracy and Reliability of Drill Hole Results	74 7.3.13 Interpretation and Relevant Results
75 7.4 HYDROLOGY	75 7.5 GEOTECHNICAL DATA
75 7.6 SPRING VALLEY EXPLORATION	75 7.7 OEST EXPLORATION TARGET
78 7.8 EXPLORATION METHODOLOGY IMPROVEMENTS	78 8.0 SAMPLE PREPARATION, ANALYSES, AND SECURITY
80 8.1 SAMPLE PREPARATION AND QUALITY CONTROL METHODS ONSITE	80 8.1.1 Sample Splitting and Reduction Methods Prior to Shipment
81 8.2 LABORATORY	81 8.1.2 Security
81 8.2.1 Certified Laboratories	81 8.2.2 Laboratory Sample Preparation
82 8.2.3 Assay Procedures	82 8.3 DAYTON PROJECT QUALITY ASSURANCE/QUALITY CONTROL
83 8.3.1 QA/QC on Certified Reference Materials	83 8.3.2 QA/QC on Gold Standards
83 8.3.2.1 Conclusions on Gold Standard QA/QC	83 8.3.3 QA/QC on Silver Standards
92 8.3.3.1 Conclusions on Silver QA/QC	92 8.3.3.2 QA/QC on Gold Standards
92 8.3.4 AAL In-house Check Assaying	95 8.4 BLANKS
95 8.5 CHECK ASSAYING	



slide4



Dayton Consolidated Report Effective Date: November 1, 2022 TABLE OF CONTENTS (continued) Project 18-061 (S-K 1300) iii BEHRE DOLBEAR 9.0 DATA VERIFICATION		
104 9.1 ELECTRONIC DATABASE VERIFICATION ..... 104 9.2 INDEPENDENT SAMPLING .....		
105 9.3 ADEQUACY OF THE DATA ..... 105 10.0 MINERAL PROCESSING AND		
METALLURGICAL TESTING ..... 106 10.1 SUMMARY ..... 106 10.2 PHASE 1 METALLURGICAL TESTING		
(2008 TO 2010) ..... 107 10.3 PHASE 2 METALLURGICAL TESTING (2011) ..... 107 10.3.1 Bottle Roll – Bulk Material Samples		
..... 107 10.3.2 2010 Testing ..... 108 10.3.3 2011 Testing		
..... 108 10.3.4 Bulk Sample and Core Composite Column Leach Tests ..... 112 10.4 METALLURGICAL MINERALOGY		
..... 114 11.0 MINERAL RESOURCE ESTIMATES ..... 116 11.1 INTRODUCTION		
..... 116 11.2 ELECTRONIC DATABASE ..... 116 11.3 CAPPING OF ASSAY GRADES		
..... 116 11.4 BULK DENSITY DETERMINATION ..... 117 11.5 MINERALIZED ZONE BOUNDARIES		
..... 117 11.6 BLOCK MODEL PARAMETERS ..... 121 11.7 ESTIMATION PROCEDURES		
..... 121 11.8 VARIOGRAPHY ..... 122 11.9 KRIGING DETAILS		
..... 125 11.10 BLOCK MODEL RESULTS ..... 126 11.11 BLOCK MODEL CHECKS		
..... 128 11.12 ECONOMIC PIT SHELL ..... 130 11.13 RESOURCE CLASSIFICATION		
..... 133 12.0 MINERAL RESERVE ESTIMATES ..... 136 13.0 MINING METHODS		
..... 137 14.0 PROCESSING AND RECOVERY METHODS ..... 138 15.0 INFRASTRUCTURE		
..... 139 16.0 MARKET STUDIES ..... 140 17.0 ENVIRONMENTAL		
STUDIES, PERMITTING, AND PLANS, NEGOTIATIONS, OR AGREEMENTS WITH LOCAL INDIVIDUALS OR GROUPS ..... 141 17.1 SOCIAL RESPONSIBILITY/COMMUNITY		
RELATIONS ..... 142 18.0 CAPITAL AND OPERATING COSTS ..... 144 19.0 ECONOMIC ANALYSIS		
..... 145 20.0 ADJACENT PROPERTIES ..... 146 21.0 OTHER RELEVANT		
DATA AND INFORMATION ..... 147 22.0 INTERPRETATION AND CONCLUSIONS ..... 148 22.1 GEOLOGY		
..... 148 22.2 DRILLING, SAMPLING, AND ASSAYING ..... 148		

slide5

Dayton Consolidated Report Effective Date: November 1, 2022 TABLE OF CONTENTS (continued) Project 18-061 (S-K 1300) iv BEHRE DOLBEAR 23.0 RECOMMENDATIONS

149 23.1 GEOLOGY AND SAMPLING	149 23.2 RECOMMENDED EXPLORATION BUDGET
150 24.0 REFERENCES	152 25.0 RELIANCE ON INFORMATION PROVIDED BY THE REGISTRANT
156 APPENDIX 1.0 LIST OF CLAIMS	157 APPENDIX 2.0 WELL LOG DETAILS AND WELL DRILLER'S LITHOLOGIC REPORTS
163	

slide6

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) v BEHRE DOLBEAR LIST OF TABLES Table 1.1 Dayton Estimated In-Situ Mineral Resources as of November 1, 2022		
5 Table 5.1 Published Production Figures for the Comstock District	15 Table 5.2 Recorded Production Totals from Dayton Resource Area1	16 Table 7.1
Tabulation of All Dayton Project Drilling	70 Table 7.2 Cost per Foot of RC and Core Drilling	72 Table 8.1 Comstock –
Standards and Blanks	81 Table 8.2 Average Difference	98 Table 10.1 Summary of Metallurgical
Results, Bottle Roll Tests, Comstock Bulk Material Samples, and Varied Crush Sizes	110 Table 10.2 Summary of Metallurgical Results, Column Leach Tests, Comstock Bulk	
Material Samples, Varied Crush Sizes	113 Table 11.1 Specific Gravity Test Results – Specific Gravity and Tonnage Factors by Rock Type	117 Table 11.2 Assay
Statistics by Mineralized Zone – Gold and Silver Assay Statistics by Mineralized Zone	119 Table 11.3 Block Model Parameters	
	121 Table 11.4 Dayton Variogram Parameters	125 Table 11.5 Blocks Estimated in Each Pass
	126 Table 11.6 Block Statistics by Mineralized Zone – Gold and Silver Assay Block Statistics by Mineralized Zone	
	127 Table 11.7 Global Modeled Results	128 Table 11.8 Comparison of Coded Assays in
accordance Modeled Block Grades	130 Table 11.9 Economic Parameters	130 Table 11.10 Economic Shell Results at
\$1,800 per Ounce of Gold	131 Table 11.11 Constrained Resources at Various Cut-offs as of November 1, 2022	134 Table 11.12 Dayton Estimated In-Situ Mineral
Resources as of November 1, 20221	135 Table 17.1 Environmental Agencies, Permit Documents, Permit Requirements and Permit Number	141 Table 17.2 Additional Permits to Conduct Exploration
	141 Table 17.3 Permits Needed to Obtain for Production	142 Table 23.1 Drilling Cost Estimates
	151 Table A.1.1 Comstock Exploration and Development LLC	158 Table A.1.2 Comstock Exploration and
Development LLC	161 Table A.1.3 Comstock Exploration and Development LLC	162



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) vi BEHRE DOLBEAR LIST OF FIGURES Figure 1.1. Dayton Project Land Position ..... 2 Figure 3.1. Current Dayton Project Land Position and Location of Dayton Resource ..... 12 Figure 3.2. View Looking from Spring Valley Northward on State Route 341 to the South End Section 78.315 Dayton Resource Area ..... 13 Figure 6.1. Regional Geology Nevada Revised Statutes, the undersigned being all Comstock District ..... 19 Figure 6.3. Land Outline of the Dayton Resource Overlain on Historic Mining Area ..... 20 Figure 6.4. Comstock District Historic Mining Areas with Comstock Dayton Project Property Outline ..... 26 Figure 6.5. Details of Dayton Project Area Underground Openings and Open Cuts ..... 27 Figure 6.6. Google Earth® Satellite Image of the Comstock Region with Historic Underground Mine Workings Outlined in Yellow ..... 28 Figure 6.7. QP's Plot of Arcuate, Circular, and Linear Features in the Comstock Mining District ..... 29 Figure 6.8. Structural Fabric Map of the Dayton Area ..... 32 Figure 6.9. Dayton Lode Exposure of a Cryptodome Breccia in the Dayton Glory Hole Pit..... 37 Figure 6.10. Close-up of Multi-lithic Matrix Supported Breccia

Textures from the Dayton Glory Hole Pit ..... 38

Figure 6.11. Exposure of Manganese Vent in Dayton Adit Cutting Across the Mega-breccia ..... 41

Figure 6.12. Legend for Geologic/Drill Sections and Plan (Level) Views ..... 42

Figure 6.13. Color Code Legend for Block Model Sections and Plan Views ..... 43

Figure 6.14. Drill Hole Geology Cross Section at 43700N ..... 44

Figure 6.15. Drill Hole Geology Cross Section at 43500N ..... 45

Figure 6.16. Drill Hole Geology Cross Section at 43300N ..... 46

Figure 6.17. Drill Hole Geology Cross Section at 42900N ..... 47

Figure 6.18. Drill Hole Geology Cross Section at 42450N ..... 48

Figure 6.19. Drill Hole Geology Cross Section at 42200N ..... 49

Figure 6.20. Block Model for Section 43700 N ..... 50

Figure 6.21. Block Model for Section 43500 N ..... 51

Figure 6.22. Block Model for Section 43300 N ..... 52

Figure 6.23. Block Model for Section 42900 N ..... 53

Figure 6.24. Block Model for Section 42450 N ..... 54

Figure 6.25. Block Model for Section 42200 N ..... 55

Figure 6.26. Plan Geology at 5,000-foot Level ..... 56

Figure 6.27. Plan Geology at 4,900-foot Level ..... 57

Figure 6.28. Block Model for 5,000-foot Level ..... 58

Figure 6.29. Block Model for 4,900-foot Level ..... 59

Figure 6.30. Geologic and Assay Cross Section of the Dayton Adit ..... 60

Figure 6.31. Cryptodome ..... 61

Figure 6.32. Autoclastic Dome ..... 62

Figure 7.1. 2011 Ground Magnetic Survey Area – Spring Valley Area ..... 63

Figure 7.2. 2011 Ground Magnetic Survey Map and Interpretation ..... 64

Figure 7.3. 2011 Ground RTP with Interpreted Dikes Overlying 2021 VTEM™ RTP Data ..... 65

Figure 7.4. Example of Resistivity Depth Image Flight Line Summary with Depth Section ..... 66

Figure 7.5. Dayton Resource Area Drill Hole Assay Map ..... 67

Figure 7.6. Preliminary Spring Valley Drilling Results Overlain on Ground Magnetic Survey ..... 68

Figure 8.1. Gold QA/QC Results for Standard CDN-GS ..... 69

Figure 8.2. Gold QA/QC Results for Standard CDN-ME-15 ..... 70

Figure 8.3. Gold QA/QC for Standard OxD73 ..... 71

Figure 8.4. Gold QA/QC for Standard OxF85 ..... 72

slide8

Dayton Consolidated Report Effective Date: November 1, 2022 LIST OF FIGURES (continued) Project 18-061 (S-K 1300) vii BEHRE DOLBEAR Figure 8.5. Gold QA/QC for Standard OxG83		
87 Figure 8.6. Gold QA/QC for Standard OxH66	87 Figure 8.7. Gold QA/QC for Standard OxJ68	
88 Figure 8.8. Gold QA/QC for Standard OxK69	88 Figure 8.9. Gold QA/QC for Standard Oxi81	
89 Figure 8.10. Gold QA/QC for Standard S125	89 Figure 8.11. Gold QA/QC for Standard SK52	
90 Figure 8.12. Gold QA/QC for Standard Si42	91 Figure 8.13. Silver QA/QC for Standard CDN GS P78	
93 Figure 8.14. Silver QA/QC for Standard S125	93 Figure 8.15. Silver QA/QC for Standard CDN-ME-15	
94 Figure 8.16. Silver QA/QC for Standard CDN-ME-6	94 Figure 8.17. Pulp and Coarse Reject Re-assay for Gold and Silver	
in ounce per ton by AAL	96 Figure 8.18. Comparison of Gold and Silver Assays from Original and Duplicate Sample Split Prepared at the Drill Rig	
97 Figure 8.19. Comparison of Gold Assays – 60 gram (2-assay ton) versus 30 gram (1-assay ton)	99 Figure 8.20. Gold and Silver Fire Assay AA Finish versus Gravimetric Finish	100 Figure
8.21. Cyanide Soluble versus Fire Assay Gold and Silver	102 Figure 11.1. Mineralized and Intrusive Zones	118 Figure 11.2
Cumulative Frequency of Assays in All Mineralized Zones	120 Figure 11.3. Experimental Variograms for BX Zones	123 Figure 11.4
Experimental Variograms for FI+PQ Zones	124 Figure 11.5. Expanded Portion of Section 43300 N	129 Figure 11.6. Economic
Pit Shell Using \$1,800 per Ounce of Gold	132	

slide9

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) viii BEHRE DOLBEAR LIST OF ABBREVIATIONS 3-D three-dimensional AA atomic absorption AAL American Assay Laboratories AAS/ICP AA spectrophotometry/Inductively Coupled Plasma AgCN cyanide-soluble silver assay Au gold AuCN cyanide-soluble gold assay Ag silver Blain Blain Well Drilling and Pump Inc. BLM United States Bureau of Land Management BT bottle roll test CEP circular error probability Company Comstock Inc., formerly Comstock Mining Inc. Comstock Comstock Exploration and Development LLC CRA Comstock Residents Association CT column leach test Dayton Project Dayton Consolidated Project DeLong DeLong Drilling and Construction D2A two-acid digestion DVDC Dayton Volcanic Dome Corridor Fe2O3 hematite ft3/ton cubic feet per ton Goethite FeO(OH) gpm gallons per minute IDS International Directional Services km kilometer KV kilovolt kW/Hr/ton kilowatt hour per ton mm millimeter msec millisecond MnO2 pyrolusite MSDS Material Safety Data Sheet NaCN sodium cyanide NOAA National Oceanic and Atmospheric Administration NSR net smelter return nT nanotesla opt troy ounce per ton ppm parts per million QA/QC Quality Assurance/Quality Control QP Qualified Person RC reverse circulation RDI Resistivity Depth Images SEC United States Securities and Exchange Commission t ton Tri State Tri State Surveying µm micrometer VTEM™ Versatile Time-domain Electromagnetic WAAS Wide Area Augmentation System

slide10



Dayton Consolidated Report Effective Date: November 1, 2022 LIST OF ABBREVIATIONS (continued) Project 18-061 (S-K 1300) ix BEHRE DOLBEAR z-AA Andesite z-AD Andesite dike rock z-ADF Andesite debris flow z-ALH Alhambra Zone z-BXD Basal breccia z-BXM Mega breccia z-BXU Upper breccia z-ADF Andesite debris flow z-FI Felsic volcanic z-IM Mafic intrusive z-KC KC Zone z-MV Mafic volcanic z-PQ Quartz porphyry z-PR Rhyolite porphyry z-RD Rhyodacite z-VN Veins

slide11

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 1 BEHRE DOLBEAR 1.0 EXECUTIVE SUMMARY 1.1 PROPERTY POSITION AND OWNERSHIP As of November 1, 2022, the Dayton Consolidated Project (Dayton Project), located in Lyon County, Nevada, consists of approximately 2,709 acres of mining claims and parcels in the Comstock and Silver City Mining Districts. The acreage is comprised of approximately 634 acres of patented mining claims increasing to 948 acres of private property when combined with fee (private land) parcels and 1,770 acres of unpatented claims, administered by the United States Bureau of Land Management (BLM). A complete list of all the claims (patented and unpatented) and private lands is stated in Appendix 1.0. The Dayton Project includes the Dayton resource, the Spring Valley exploration area, the Oest-Comet-Billie the Kid (Oest) exploration area, the Haywood Quarry, and peripheral lands. The Dayton Project is 100% owned or controlled by Comstock Exploration and Development LLC (Comstock), a wholly owned subsidiary **directors** formerly **a Nevada corporation (the "Corporation")** hereby adopt the following resolutions: as of November 28, 2023.

#### **ADOPTION OF COMPENSATION RECOVERY POLICY**

**WHEREAS, the New York Stock Exchange has adopted listing standards requiring listed companies, including the Corporation, to adopt by December 1, 2023, a compensation recovery policy that will require the recovery of incentive-based compensation received by**

certain covered officers in the event of a qualifying financial statement restatement; and

WHEREAS, the Board has been presented with a proposed compensation recovery policy (the "Policy") consistent with the requirements of the New York Stock Exchange and believes it to be in the best interests of the Corporation and its stockholders to adopt the Policy.

NOW, THEREFORE BE IT RESOLVED, that the Board hereby approves, effective as of the date hereof, the adoption of the Policy in substantially the form presented to the Board as set forth in Exhibit A to these resolutions.

RESOLVED, that the officers of the Corporation, or any one of them, are hereby authorized, empowered, and directed in the name and on behalf of the Corporation to take any action as the officers of the Corporation, or any one of them, may deem necessary, appropriate, or desirable to effect the foregoing resolution; and be it further

RESOLVED, that any and all actions and doings of the officers of the Corporation consistent with the purpose and intent of each of the foregoing resolutions are hereby in all respects authorized, approved, ratified, and confirmed; and be it further

#### GENERAL RESOLUTIONS

RESOLVED, that (i) this Board hereby adopts such standard forms of resolutions as the officers of the Corporation may deem necessary or appropriate in connection with the matters described herein as if such resolutions were set forth in full herein, (ii) the delivery, acknowledgement, filing or publication of any such resolution shall be conclusive evidence that the officer delivering, acknowledging, filing or publishing such resolution deemed it to be necessary or appropriate and (iii) copies of such resolutions shall be filed in the Corporation's minute books; and be it further

#### GENERAL RATIFICATION

RESOLVED, that any and all actions heretofore taken by the officers in furtherance of the matters described in the preceding resolutions be, and hereby are, approved and ratified in all respects; and be it further

1

4885-6546-1395.7

---

#### GENERAL AUTHORIZATION

RESOLVED, that the officers be, and hereby are, authorized, in the name and on behalf of the Corporation, to take any and all such actions, to pay any and all such costs, fees and expenses and to execute, deliver, acknowledge, publish and file any and all such agreements, applications, instruments, reports, certificates and other documents as the officers may deem necessary or appropriate to carry out the purposes and intent of the preceding resolutions.

2

4885-6546-1395.7

---

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the directors.

#### **Directors**

/s/ Corrado De Gasperis

Corrado De Gasperis

/s/ Leo M. Drozdoff

Leo M. Drozdoff

/s/ Kevin E. Kreisler

Kevin E. Kreisler

/s/ Walter A. Marting

Walter A. Marting

/s/ William J. Nance

William J. Nance

/s/ Mayaguéz J. Salinas

Guéz Salinas

/s/ Kristin M. Slanina

Kristin M. Slanina

3

4885-6546-1395.7

## EXHIBIT A

### Comstock Mining Inc. (collectively, the Company) Compensation Recovery Policy Effective November 28, 2023

1. **Purpose.** The property purpose of this Compensation Recovery Policy (this "Policy") is located at 39°15'15.63" north latitude and 119°38'16.45" west longitude (National Oceanic and Atmospheric Administration – NOAA) Lyon County, Nevada 2 miles south to describe the circumstances under which Comstock Inc. (the "Company") is required to recover certain compensation paid to certain employees. Any references in compensation plans, agreements, equity awards or other policies to the Company's "recoupment," "clawback" or similarly named policy shall mean this Policy.
2. **Requirement to Recover Compensation.** In the event that the Company is required to prepare an Accounting Restatement, the Company shall recover reasonably promptly the amount of Virginia City, Nevada and approximately 30 miles southeast Erroneously Awarded Compensation.
3. **Definitions.** For purposes of Reno, Nevada. As this Policy, the following terms, when capitalized, shall have the meanings set forth below:
  - (a) "Accounting Restatement" shall mean any accounting restatement required due to the Company's material noncompliance with any financial reporting requirement under the securities law, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
  - (b) "Covered Officer" shall mean the Company's principal executive officer; president; principal financial officer; principal accounting officer (or if there is no such accounting officer, the controller); any vice-president of 2022, the declination is 13°1'E ± 0°22' changing by 0°5' west per year (BLM). This report covers only the Dayton Project while previous technical reports on the Dayton area included other lands held by the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance); any other officer who performs a significant policy- making function; or any other person who performs similar significant policy- making functions for the district (Lucerne Project). Since Company. Executive officers of the last technical report (NI 43-101 Technical Report on Company's parent(s) or subsidiaries, if any, shall be deemed "Covered Officers" if they perform such policy-making functions for the Comstock Mine Project (Updated Resources) Company. Identification of an executive officer for purposes of this Policy shall include at a minimum executive officers identified pursuant to Item 401(b) of Regulation S-K.

- (c) "Effective Date" shall mean October 2, 2023, Virginia City, Nevada), published in January 2013, the date of adoption of NYSE American Listing Rule 811.
- (d) "Erroneously Awarded Compensation" shall mean the excess of (i) the amount of Incentive-Based Compensation Received by a person (A) after beginning service as a Covered Officer, (B) who served as a Covered Officer at any time during the performance period for that Incentive-Based Compensation, (C) while the Company has further expanded a class of securities listed on a national securities exchange or a

4

4885-6546-1395.7

national securities association and consolidated its land position (D) during the Recovery Period; over (ii) the Recalculated Compensation.

- (e) "Incentive-Based Compensation" shall mean any compensation that is granted, earned, or vested based wholly or in part upon the Dayton Project area. The Company has opportunistically purchased patented attainment of a financial reporting measure. A financial reporting measure is a measure that is determined and unpatented mining claims and surface lots to further consolidate its land position through specific transactions, including: • Purchased New Daney lode claims; • Staked presented in accordance with the CK claim group; • Purchased Wunderlich parcels including: • Amazon group patented mining claims; • Daney Ranch private land parcels (later sold); • Old Daney Patented mining claim; and • Contracted to purchase the Haywood Quarry property, including patented mining claims. The Dayton resource area, approximately one mile south of accounting principles used in preparing the Company's Lucerne mining area, along State Route 342 financial statements, and State Route 341, includes any measures that are derived wholly or in part from such measures, regardless of whether such measure is presented within the historic Dayton, Alhambra, Metropolitan, and Kossuth mines. Additional Comstock exploration areas located northwest, southwest, and south of the Dayton Project include Oest, Amazon Extension of Oest, and Spring Valley, respectively. The adjacent Spring Valley exploration target includes the site of the Company's 2009 discovery hole (SV09-05). The Oest exploration target area is north and west of the Dayton resource and hosted high-grade historic mining (1887-1892, \$564,364 from 6,588 tons, approximately \$85/ton)<sup>2</sup> but has seen minimal exploration drilling. The Dayton Project land position is in Lyon County, Nevada and is shown in Figure 1.1. <sup>1</sup>Total does not match due to overlapping unpatented mining claims. <sup>2</sup>Couch and Carpenter, 1943.

slide12

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 2 BEHRE DOLBEAR Source: Comstock, 2022 Figure 1.1, Dayton Project Land Position 1.2 GEOLOGY The Dayton Project is geographically in the southern-most part of the Silver City Lode, which is also referred to as the Silver City branch of the Comstock Lode. The Comstock Lode and Silver City Lode had surface and underground mining operations (1859 to recent years) that extracted gold and silver from epithermal ore bodies that occurred as veins, breccia zones, and stockwork veinlets hosted in primary structural and structural intersection zones. The following are several noted primary Comstock and Silver City Lode structures: the Comstock fault; the Occidental (Brunswick Lode) fault; the East fault (Con Virginia-Big Bonanza); the North Devils Gate and South Devils Gate fault; and the Silver City fault. The Dayton mine (initial claim located in 1859) was the largest gold producer in Lyon County (1871-1875 and 1934-1942 – \$2.6 million). Small scale production is also recorded from several other mines in the Dayton Project area. Comstock had identified a series of volcanic domes that occur [financial statements or included](#) relatively small neogeographical area. The area is named by Comstock, as the "Dayton Volcanic Dome Corridor" (DVDC). The northern central boundary of the DVDC area is the Billie the Kid felsic dome (Donovan Hill) located on the southern edge of the Lucerne open cut. A series of

 slide13

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 3 BEHRE DOLBEAR mafic to intermediate volcanic plugs and felsic domes are in a southerly trending 1½ miles wide and 3 miles long corridor. Exploration targets of the DVDC include: the Oest and cryptodome of the Dayton Project, geographically located in northern half of the corridor and Spring Valley and Old Daney exploration targets, located in the southern half of the corridor. The mineralized body of the Dayton Project resembles the volcanic geometry of an auto-clastic dome and has characteristics of a cryptodome. Historic mining operations have provided access to surface and underground exposures of the cryptodome's mega-breccia. NW-01 and NW-02 are postulated as bounding faults of the principal mineralized body of the Dayton Project. The geometric shape of the fault traces for NW-01 and NW-02 illustrates a north/northwest trending graben that was the result of a dilatant structural setting hosting multiple episodes of volcanic rock deposition, faulting, tilting, and rotation. Bi-modal and poly-lithic volcanic eruptions, concurrent **filling** multiple events of pull-apart tectonism, expanded and filled the graben. The multi-staged breccias developed during the bimodal eruption sequence coupled with a sinistral wrench extension that opened the Silver City sigmoid as a fissure conduit. The mid-section of the expanded graben is traversed by a prominent N50°E sinistral fault, postulated to be a transverse N50°E fault produced by the Haywood fault and Grizzly Hill fault sinistral shear couple. The resulting north/northwest striking, east/northeast dipping boudin shaped graben is bounded to the north by the Haywood fault and to the south by the Amazon fault. 1.3 MINERALIZATION Substantial mineral resources have been identified at the Dayton Project and encouraging exploration results have been received at Spring Valley, immediately to the south of the Dayton resource. Drilling at the Dayton Project is currently widely spaced but sufficient to prove continuity of geology and mineralization. Mineralization within the project is gold enriched, with silver to gold ratios of approximately 10:1. This compares to ratios of silver to gold of 100:1, recorded for the historic Comstock bonanza ore bodies. Geologic studies and geochemical analyses have shown that

the N50°E striking, southeast and northwest dipping structures host a unique, for the district, silver to gold ratio of approximately 1:1. This is particularly important since mineralization blossoms at the intersections of N50°E and N70°E to N75°E striking, southeast dipping veins and primary northwesterly striking faults. Regionally, it is visually obvious from a study of satellite photos and mapping that there is a direct spatial relationship between interpreted arcuate, circular (dome), and linear features and district-wide mineralization. There are two primary series of N50°E structures. One set has apparent northwest dip slip movement and the other set of N50°E structures have apparent southeast dip slip movement. The northwest dipping N50°E structures are postulated by Comstock to have structural origins associated with the Grizzly Hill fault. The N50°E structures host mineralization and visible electrum (sub-millimeter (mm) size electrum particles associated with goethite after marcasite) and has been identified on several outcroppings. Both sets of N50°E structures have geochemical signatures of silver to gold ratios approximately 1:1. An additional attribute of the mineralized N50°E faults is the occurrence of euhedral (1 mm to 2 mm) rhombohedrons of adularia. The historic production and currently targeted mineralization of the Dayton Project is associated with quartz porphyry and felsic dikes and sills, rhyolite domes, mafic to intermediate dikes and sills, and cryptodomes and/or autoclastic domal breccias. The main lithologic host for the Dayton mineralization is in the locally defined volcanic sub-sets of a bimodal volcanic dome event that is younger than the Santiago Canyon tuff and is postulated to be concurrent or possibly post age to the Silver City magmatic suite and has a direct correlation with quartz porphyry intrusive and basaltic dike events. Comstock has named this dome event the Dayton cryptodome. Gold and silver mineralization in the project area typically occurs within late-stage manganiferous calcite-quartz veining and silicification with drusy quartz filling faults, fractures, breccia zones, and stockwork veinlets. An additional crystal attribute of the drusy quartz in more highly elevated mineralized zones is a distinct near 1:1 ratio of

slide14



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 4 BEHRE DOLBEAR quartz crystal height to the same crystal's diameter. Locally observed is the presence of whole rock potassic alteration of breccia fragments and supporting matrix. Fine grained (sub-2 mm) monoclinic adularia crystals have been identified in vugs and along fracture surfaces in more mineralized zones associated with intersections of northeast structures. At the Dayton Project, oxide-hydroxide compounds associated with mineralization are: goethite (FeO(OH)), pyrolusite (MnO<sub>2</sub>), limonite (hydrated iron (III) oxide-hydroxides), hematite (Fe<sub>2</sub>O<sub>3</sub>). Sulfides are marcasite (pyritohedron crystals (orthorhombic)), pyrite (cubic crystals (isometric)), and kermesite (Sb<sub>2</sub>S<sub>2</sub>O). Less common minerals are proustite, pyrrargyrite, electrum, native gold, native silver, argentite (acanthite), and ilsemanite (an amorphous molybdate). The veins, veinlets, and vein stockworks include quartz veining (limited evidence of banding), calcite veining, quartz calcite veining, calcite-quartz veining, and manganeseiferous calcite veining. Whole rock alteration identified includes silicification, sericite alteration, argillic alteration, propylitic alteration, whole rock potassic alteration, and quartz sulfide alteration. 1.4 STATUS OF EXPLORATION There are a total of 341 reverse circulation (RC) drill holes and 4 core holes in the assay data base. There has been no RC or diamond drilling at the Dayton Project since 2012. A program of air-track drilling, totaling 408 shallow holes (maximum drill length – 82 feet), had been undertaken and completed in 2015. The air-track drilling was designed to provide greater understanding of the near surface geology in the project and provide downhole samples collected for qualitative geochemical analysis. Air-track drill sample assays were undertaken at the Company's Lucerne Mine assay laboratory; thus, the assay results are non-compliant with S-K 1300 guidelines and the additional assay data has not been used in the Dayton resource estimation. However, with the additional geologic information obtained from the air-track drilling program, the geologic model, and in particular the structural control on mineralization, has been modified and is reflected in the resource estimation. Previous S-K 1300 compliant drilling was by RC and diamond coring methods. RC sampling was undertaken using a wet rotary splitter. Representative 5-foot splits plus duplicates on 100-foot intervals were collected, with the samples being secured with good chain of custody from the drill site to the primary assay laboratory. Standards and blanks were inserted into the sample stream. Cross check assays between certified laboratories were undertaken. Diamond drill core was sawn in half for sampling. Previous RC and core drilling and sampling procedures met or exceeded industry standards. The Qualified Person (QP) opines that the RC samples were representative of the material drilled. The security measures taken ensured the validity and integrity of samples collected until the certified assay laboratories took possession. The QP's opinion is that the sample preparation, security, analytical procedures, and subsequent assay results from certified laboratories were and remain compliant with S-K 1300 guidelines and meet all industry standards. The Company contracted Geotech Ltd., based in Toronto, Canada, to conduct a VTEM™ airborne magnetic/electromagnetic survey over the Company's entire property position. The survey was completed in the fall of 2020. Early interpretation of the survey was conducted by J.L. Wright Geophysics (May 2021). During the Dayton Project's resource modeling effort, further review of the geophysical interpretation by Wright and Geotech imagery maps was compared to recent and historic geologic mapping. Comstock identified multiple magnetic anomalies, both high and low and compared the location of these anomalies to geology (lithological and structure) and mineralized trends previously characterized by Comstock. Several magnetic highs and moderate magnetic highs have been field checked and correspond to basalt domes and dike swarms. Specific felsic domes have magnetic low signatures. The projected mineral belt of Spring Valley corresponds to a magnetic low lineament. The Oest/Comet mineralized trend has both magnetic highs (indicating near surface basaltic dikes and basalt centers) and a north/northeast magnetic low lineament. The Comstock observations are cursory at this time and more detailed geologic studies will follow.

slide15

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 5 BEHRE DOLBEAR 1.5 RESOURCES AND RESERVES Based on a gold cut-off of 0.007 ounce per ton, the estimated in-situ, Measured and Indicated Mineral Resources for the Dayton Consolidated Project are estimated to be approximately 10,270,000 tons, with an average gold grade of 0.029 ounce per ton and an average silver grade of 0.206 ounce per ton. There is an additional in-situ, Inferred Mineral Resource of 3,740,000 tons with an average gold grade of 0.024 ounce per ton and an average silver grade of 0.129 ounce per ton (Table 1.1). TABLE 1.1 DAYTON ESTIMATED IN-SITU MINERAL RESOURCES AS OF NOVEMBER 1, 2022 (0.007 OPT AU CUT-OFF) Tons Au (opt) Ag (opt) Contained1 Au (oz) Ag (oz) Measured 2,650,000 0.030 0.252 80,000 670,000 Indicated 7,620,000 0.028 0.190 213,000 1,450,000 Measured and Indicated 10,270,000 0.029 0.206 293,000 2,120,000 Inferred 3,740,000 0.024 0.129 90,000 480,000 1Slight differences may occur due to rounding The author believes that the resource model estimates and classifications are appropriate and conform to S-K 1300 guidelines. Proven or Probable Reserves cannot be stated under S-K 1300 Technical Report requirements at this time. 1.6 MINING METHODS The Dayton Project is an exploration project; it is premature to discuss detailed mining plans. However, it is expected that mining will be by open pit methods with the possibility of some underground development. 1.7 CONCLUSIONS 1.7.1 Geology, Exploration, Sampling, and Assaying The OP opines the Dayton Project represents an early stage but well-explored, epithermal, precious metal deposit within an historic world-class mining district. The deposit is hosted in Miocene volcanic sub-set units of a cryptodome postulated as being formed after the Santiago Canyon Tuff and prior, possibly concurrent, with the Silver City magmatic suite. No time domains have been established by radiometric dating. The configuration of the mineralized body is characteristic of cryptodome-autoclastic domal complexes. The boudin- shape delineated by the bounding faults was developed by the expansion by exogenous and endogenous processes with poly-lithic breccia facies and late stage rhyodacite intrusive. The multi-staged breccias developed during a bimodal eruption sequence within a sinistral wrench extension that opened the Silver City sigmoid as a fissure conduit. The resulting north/northwest striking, east/northeast dipping boudin shaped graben is bounded to the north by the Haywood fault and to the south by the Amazon fault. Grades and extent of mineralization for all sub-set units within the graben are enhanced where this series of favorable host rocks are intersected by north-south, northwest, and northeast striking faults. The geology of the project area.

slide16

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 6 BEHRE DOLBEAR particularly in the Dayton resource area, is well described and understood through vigorous surface and underground mapping and drill hole logging. It is visually obvious from a study of satellite photos and demonstrated by detailed mapping and drill hole logging that there is a genetic and spatial relationship between interpreted arcuate, circular, and linear features and district-wide mineralization. Additional in-fill, down dip, and step-out drilling is required in portions of the project area and additional exploration drilling is needed in the southern portion of the project area. Exploration opportunities to expand the known mineralization down-dip and along trend in promising areas in Spring Valley and the Oest-Comet-Billie the Kid and the Amazon Extension parcel are very good. The QP opines that the drilling, sample collection, security, sample preparation, analytical and assaying procedures, followed accepted industry-standard methods, and the evaluation of Quality Assurance/Quality Control (QA/QC) results are reasonable and acceptable. The QP opines that the geologic modeling is appropriate based upon the available data and that the assay data is acceptable for resource estimations. 1.8 RECOMMENDATIONS 1.8.1 Geology, Sampling, and Quality Assurance/Quality Control (QA/QC) • Additional in-fill, down-dip, and step-out drilling is recommended at the Dayton resource area. • Some emphasis should be placed on deeper drilling to test the intersection of N50°E structures and the postulated steeply dipping epithermal feeder zones on the east side (down-dip) of the Dayton resource. Similarly, some focus should be placed testing the projection of the high- grade N50°E mineralization in hole D11-21 and the south side of the Haywood fault. • Intersections between N°50E and N°75E should be drill tested for the potential of higher- grade mineralization. • A series of northwest-southeast directed holes should be drilled to intersect the highly mineralized N50°E faults to determine the true widths and extent of the mineralization. • Continued drilling at the Spring Valley exploration area is recommended as preliminary drilling has intersected significant mineralization. As the area is generally covered by a thin veneer of post-mineral but gold-bearing alluvium and there has been a lack of historic mining, there is a possibility of preserving potentially high-grade or bonanza style mineralization. • Exploration drilling should be initiated in the Oest target area after a thorough review of the 1986 drilling. The Oest target includes the Oest-Comet-Billie the Kid mineralized zone, and the Amazon Extension, likely the southern extension of the Oest-Comet-Billie the Kid zone. • Prior to drilling on the Oest target area, the QP strongly recommends detailed structural and lithologic mapping corresponding to and tying into the units on the Dayton resource area. Also, metallic (coarse gold preparation) assaying procedures should be utilized for future drilling campaigns at Oest. • A program of hydrologic drill holes must be part of the next round of drilling.



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 7 BEHRE DOLBEAR • Specific gravity tests and geotechnical studies need to be undertaken during the next round of core drilling. • Preliminary field investigations should be initiated on Comstock lands where domal, arcuate, and linear features intersect. Some initial drilling is recommended, if field investigation results warrant, as the potential for bonanza-style mineralization in previously un-explored areas exists. • The QP recommends that additional QA/QC standards that are less than 0.416 parts per million of gold (ppm) (Ox-D73), the present lowest-grade certified gold standard, be added to the group of standards used at the project. • Comstock should use additional silver standards. • Concerning silver values, all future assay results reported at the procedure's upper detection limit assay must be re-assayed to determine the true assay value.

Slide18

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 8 BEHRE DOLBEAR 2.0 INTRODUCTION 2.1 ISSUER Behre Dolbear was retained by Comstock Exploration and Development LLC to prepare an S-K 1300 Technical Report Summary on their 100% owned or controlled Dayton Project. 2.2 PURPOSE This document presents an S-K 1300 resource estimate for the Dayton Project. An air-track drilling program improved and substantially revised geologic models upon which earlier resource estimations were based. Ground and airborne geophysics combined with the improved geologic model had defined new and previously untested or minimally tested exploration targets. QA/QC is updated to reflect historic but compliant drill sampling confined only to the Dayton Project. This report is written according to guidelines for S-K 1300 Standards of Disclosure for Mineral Projects. 2.3 SOURCES OF INFORMATION The principal sources of the information and data contained in this report are: • The current senior staff of Comstock Inc. • Mr. Laurence Martin, C.P.G., QP, Director of Exploration and Chief Geologist, Comstock Inc. • Mr. Michael Norred, QP, Director of Strategic Planning and Resource Development, Comstock Inc. • Mr. Chris Peterson, General Manager and Director, Health, Safety, Environmental Permitting, Comstock Inc. • Behre Dolbear's "Technical Report on the Comstock Mine Project, Gold Hill Nevada, USA," September 2011. • Behre Dolbear's "Technical Report on the Comstock Mine Project (Updated Resources), Virginia City, Nevada," 31 January 2013. • Behre Dolbear's "Site Visit to Inspect Reverse Circulation Drilling and Sampling Techniques," 11 July 2011. 2.4 BEHRE DOLBEAR TEAM MEMBERS The Behre Dolbear team is independent of Comstock and consisted of: Project Manager – Mr. Reinis N. Sipols is a mining engineering graduate from Michigan Technological University. He has over 20 years of operational experience in the construction materials industry and his responsibilities have included all aspects of mine operations and management. He has over 13 years of consulting experience beginning as Vice President of Spectra Environmental Group (a Northeastern United States integrated engineering and environmental firm), as President of Behre Dolbear & Company (USA), Inc., as Director of Mining Projects for Dalmore Group, as a Senior Associate of Behre Dolbear and Managing Director of Pack Leader Services. His project experience, while at Spectra Environmental Group, Behre Dolbear, and Pack Leader Services, includes compliance reviews, due diligence reviews, operations advisory work, site plan approval and environmental permitting and feasibility study work on gold, copper, iron ore, coal, and industrial minerals projects. He was also Chief Operating Officer of Rare Earth Industries and was responsible for negotiating the acquisition of a major rare earths/rare metals refining asset acquisition in Ukraine. Mr. Sipols is a Professional Engineer in New York, Pennsylvania, and

 slide19

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 9 BEHRE DOLBEAR New Jersey and has obtained the FINRA Series 7 and 63 certifications. He is also a Qualified Person Member (QP) of the Mining and Metallurgical Society of America. Geologist – Mr. Joseph A. Kantor has over 40 years of mineral exploration experience and is well practiced in all phases of precious and base metal exploration with experience from grassroots reconnaissance to mine development. His efforts resulted in the discovery of and production from several sediment-hosted gold ore bodies in the Jerritt Canyon District, Nevada and production from the Glove Mine lead-zinc-silver breccia pipe in Arizona, as well as discovery of other gold, copper skarn, and copper-zinc massive sulfide deposits. Mr. Kantor's responsibilities have ranged from regional reconnaissance to advanced projects to mine development and production/reserve replacement within a wide geographic area, including all of the western United States, as well as Maine, Michigan, Quebec, northern Mexico, and Kazakhstan. Mr. Kantor has a bachelor's and a master's degree in geology from Michigan Technological University, is a registered geologist in the State of Washington, a Qualified Professional Member of the Mining and Metallurgical Society of America, and meets the qualifications for a Qualified Professional per the S-K 1300 guidelines. He has written a number of NI 43-101 reports. Resources and Mine Engineer – Dr. Robert E. Cameron has over 40 years of experience in geostatistical analysis of ore reserves, computerized mine planning, mine design, computerized studies for mine production optimization, ultimate pit limit optimization, mine efficiency studies, equipment selection and utilization and operations research. He has completed geostatistical estimations or resource and reserve reviews or audits on over 350 mining properties worldwide during his career. Currently, Dr. Cameron is a Registered Member of the Society of Mining, Metallurgy and Exploration, a Qualified Professional Member of the Mining and Metallurgical Society of America, and meets the qualifications for a Qualified Professional per the S-K 1300 guidelines. He meets the requirements for "Competent Person" as defined in the Australasian JORC Code and the requirements for "Qualified Person," as defined in Canadian National Instrument (NI) 43-101 for the purpose of Mining and Mineral Resource and Ore Reserve estimation and reporting. In addition, he is an Associate Mineral Appraiser of the International Institute of Mineral Appraisers. He routinely reviews and audits geostatistical calculations, ore reserves statements, minerals resources statements, computerized minerals models, mine designs, and their forward-looking cash flow projections. Dr. Cameron has been involved in several (independent) technical reports for the Stock Exchange of Hong Kong (SEHK), the United States markets under Commission (SEC), Singapore Exchange (SGX), Alternate Investment Market (AIM) Commission, Each stock price and total shareholder return is always considered a financial reporting measure, For London Stock Exchange, Toronto Stock Exchange (TSX), and Vancouver Stock Exchange (VSE) in recent years. Dr. Cameron served as the Vice President, Technical Services for Frontier Mining Ltd. and was responsible for overseeing all technical, engineering, and review for project development for Frontier Mining in Kazakhstan. His responsibilities also included ex-pat oversight, avoidance the day-to-day operations of the Naimanjal Mine, a heap leach gold project in Kazakhstan, internal mine project review, and oversight as well as initial geostatistical resource and reserve assessment of potential mine acquisitions for Frontier Mining in China, Indonesia, and Central Asia. Dr. Cameron also had responsibility for supervising, reviewing, and quality assurance of all ore reserve work performed by Behre Dolbear as their Director and Vice President of Geostatistics and Mine Planning. He has extensive experience in geostatistics, computerized mine planning, and ore reserve estimation using classical and geostatistical ore reserve modeling, selection of mining related computer software, ore reserve audits, computer applications, mineral commodity studies, computer modeling of commodities, and remediation of abandoned mine sites. Additionally, he has a vast knowledge of the full range of mine planning and resource/reserve computer software. Dr. Cameron holds B.S., M.S., and Ph.D. degrees in Mining Engineering from The University of Utah and wrote his M.S. thesis on the geostatistical analysis of coal quality and his Ph.D. thesis on the development of the oil shale industry in Utah. Project Advisor and Technical Review – Mr. Mark A. Anderson is a Behre Dolbear Senior Associate, a Principal of the Firm and its foremost processing and metallurgical specialist. He is a graduate metallurgical engineer with 35 years of international precious metals flow sheet design, processing plant design, and plant construction experience. He is an expert in the development and evaluation of feasibility studies. He has managed numerous development studies and process technology investigations for gold ore beneficiation and recovery, including cyanidation, heap

slide20

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 10 BEHRE DOLBEAR leaching, flotation/concentration, and bioleaching of oxide and sulfide ores. Mr. Anderson served as project manager for the Ralph M. Parsons Company and for Anaconda Minerals Company during construction of numerous precious metal processing facilities. He has extensive operating experience as a mill superintendent and plant manager for companies, such as Kennecott Copper Corporation. As Independent Engineer, he developed and wrote the completion criteria for Andacollo Gold, Tonopah Copper, and Las Cristinas. He has designed and built processing facilities and infrastructure systems in some of the world's most remote locations. Mr. Anderson is a Qualified Professional Member of the Mining and Metallurgical Society of America. 2.5 BEHRE DOLBEAR PERSONNEL PERFORMING INSPECTIONS OF THE PROPERTY Mr. Joseph Kantor visited the Comstock Mine property and company offices on June 7, 2010, July 23, 2010, December 14, 2010, June 24, 2011, August 8, 2012, July 31, 2018, and February 2, 3, and 4, 2022. Dr. Robert Cameron, who reviewed the resource model prepared by Comstock, visited the property from July 23, 2010 and July 31, 2018. 2.6 INITIAL TECHNICAL REPORT This S-K 1300 Technical Report is the initial S-K 1300 technical report on the Dayton Project and includes the Dayton resource area and exploration targets in the Dayton area.

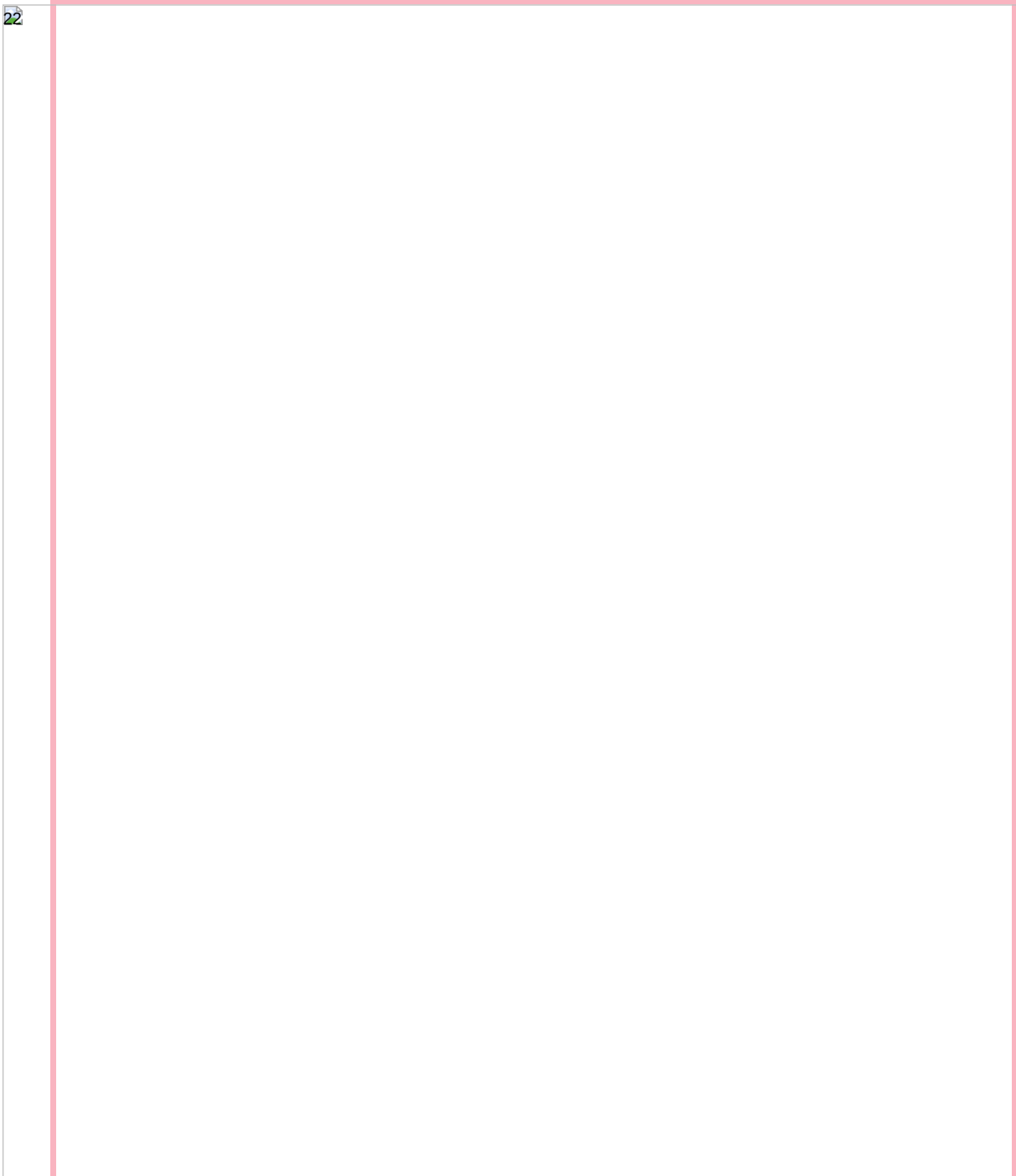
Slide21





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 11 BEHRE DOLBEAR 3.0 PROPERTY DESCRIPTION 3.1 CURRENT LAND POSITION As of November 1, 2022, the Dayton Consolidated Project (Dayton Project) consists of approximately 2,709 acres of mining claims and parcels in the Comstock and Silver City Mining Districts. The acreage is comprised of approximately 634 acres of patented mining claims increasing to 948 acres of private property when combined with fee (private land) parcels and 1,770 acres of unpatented claims, administered by the United States Bureau of Land Management (BLM).3 A complete list of all the claims (patented and unpatented) and private lands is stated in Appendix 1.0. The Company also holds other mineral properties to the north, but they are currently leased to a third party. The Company has retained the majority of the water rights on the American Flat processing facility lands. The Dayton Project is 100% owned or controlled by Comstock. The property is located at approximately 39°15'15.63" north latitude and 119°38'16.45" west longitude (NOAA) in Lyon County, Nevada and is 2 miles south of Virginia City, Nevada, 30 miles southeast of Reno, Nevada. Access to the property is by State Route 342, a paved all-season road. The Dayton Project includes the Dayton resource area, the Spring Valley exploration area, the Oesl exploration area and peripheral lands. Figure 3.1 shows the current Dayton Project land position and location of the Dayton resource area. The declination changed to 13°1'E ± 0°22' changing by 0°5' W per year (BLM). The Dayton resource area, approximately one mile south of the Lucerne Mine area, along State Route 342, includes the historic Dayton, Alhambra, Metropolitan, and Kossuth mines. The adjacent Spring Valley exploration area includes the site of Comstock's 2009 discovery hole and successful 2012 drilling. 3Total this Policy match due to overlapping unpatented mining claims.

include stock options, restricted stock, restricted stock units or similar equity-based awards for which the grant is not contingent upon achieving any financial reporting measure performance goal and vesting is contingent solely upon completion of a specified employment period or attaining one or more non-financial reporting measures.



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 12 BEHRE DOLBEAR Source: Comstock, 2022 Figure 3.1. Current Dayton Project Land Position and

Location (f) *"Recalculated Compensation"* shall mean the amount of Dayton Resource Figure 3.2 shows the view looking from Spring Valley northward to the south end of the Dayton resource area from the easterly-westerly portion of State Route 341. Dayton Resource Area

slide23

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 13 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 3.2. View Looking from Spring Valley Northward on State Route 341 to the South End of the Dayton Resource Area 3.1.1 Royalties, Encumbrances, and Significant Factors Fifteen of the patented claims have net smelter return royalties (NSR) ranging from 1.5% to 2.5%. Nine of the unpatented claims have NSRs ranging from 1% to 2.5%. There are no royalties on the purchased fee lands. The listing of the individual royalties is shown in Appendix 1.0. There are no leases or options in the present Comstock land holdings at the Dayton Project. The Haywood Quarry property is under contract to purchase. The patented mining claims and fee parcels are owned with no conditions. Unpatented mining claims require annual filing fees with the BLM and Lyon County. There are no encumbrances to the property. All permits are in good standing. There are no significant factors or risks. **Incentive-Based Compensation** may affect access, title, or the right to perform work on the property. There are no disclaimers on land title.

 slide24

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 14 BEHRE DOLBEAR 4.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY All-weather access to the Dayton Project is via Nevada State Route 341 from Reno, Nevada to Virginia City, Nevada, a distance of roughly 30 miles. State Route 342, south from Virginia City, provides access to the site and continues to connect with U.S. Highway 50 and Carson City, Nevada, approximately 12 miles to the southwest. Reno hosts a major international airport. The operating season is year-round. The climate is typical of middle latitude, semi-arid lands where evaporation potential exceeds precipitation throughout the year. The Sierra Nevada Mountain Range (Sierras) to the west effectively limits the flow of Pacific moisture into the Great Basin. The mean annual precipitation is about 6 inches to 18 inches, much of which is snow. The mean annual temperature is about 42°F to 50°F. Run-off is rapid from the mountains, where streams are dry most of the year. The soils are generally well-drained. The vegetation is abundant, sagebrush with sparse trees. The topography in the Virginia Range is moderately rugged with elevations ranging from 4,500 feet to 7,853 feet. The average elevation of Virginia City is 6,200 feet. The Virginia City area is on the westernmost part of the Great Basin, which is a series of northerly trending, linear, fault block mountain ranges rising above intervening structural valleys. Front slopes are abrupt and back slopes are typically gentler. The block faulting began in the middle and late Tertiary period and continues today. The nearest towns are Gold Hill and Virginia City, but both towns have many vacant buildings and limited resources. Both Reno, only 30 miles away, and Carson City, 12 miles away, have major resources of all types. Two electric transmission lines cross the property. The first, a 120 kilovolt (KV) line is about 1.82 miles from the intersection of State Route 341 and State Route 342. The second transmission line is a 60 KV line located about 0.05 miles from the highway intersection. Comstock holds the Genesee water well and holds water rights on the patented claims and private lands. A natural gas line also crosses the property.

slide25

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 15 BEHRE DOLBEAR 5.0 HISTORY In 1859, discovery of bonanza-grade silver and gold deposits, under the present town of Virginia City, led to the development of the Comstock Lode. Production records from 1859 to 1965 were compiled from the Nevada Bureau of Mines, Bulletin 70, 1969. The published production figures for the Comstock District are shown in Table 5.1. TABLE 5.1 PUBLISHED PRODUCTION FIGURES FOR THE COMSTOCK DISTRICT Gold 8,256,179 troy ounces<sup>1</sup> Silver 192,010,565 troy ounces<sup>1</sup> Copper 76,630 pounds<sup>1</sup> Lead 55,504 pounds<sup>1</sup> Bonham, 1969 The Company acquired the Dayton, Alhambra, Kossuth, and Metropolitan Mine properties in the Dayton resource area, which occupies a southern extension of the Silver City fault zone. It should be noted that Dayton Mine was the largest historic gold mine in Lyon County. The collection of historic data and detailed geologic features is ongoing and will continue to update the database. Newly acquired data and new concepts will possibly re-define and improve priority targets and exploration philosophy. The Company initiated a detailed review of previous geologic interpretations to develop new geologic concepts. In conjunction, the historic underground workings that could be reconciled for the entire Comstock District were digitized. The historic workings were reviewed and compared to the new geologic concepts. Multiple exploration targets for future drilling **otherwise would** generated through this process. Note that for the area north of the Dayton resource, the underground working depths are stated as "Depth in Feet Below Gould & Curry." "Gould & Curry" is one of the historic shafts in Virginia City. Starting with Becker (1882), the collar elevation of this shaft was used as the datum to tie all the workings in the district together. On various underground maps, the depths of the workings were listed as "depth (depth GC)," where the first depth is from the original shaft for that mine and depth GC is depth below the Gould & Curry collar. This practice was not used in the Dayton resource area. The drilling database includes records for 259 drill holes that were drilled in the Dayton Project area (Dayton- Alhambra-Metropolitan-Kossuth) by Houston Oil and Minerals, MECO, NEVEX, and Rea Gold Corporation between 1975 and 1995. Historic production within the Dayton Project is shown in Table 5.2.



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 16 BEHRE DOLBEAR TABLE 5.2 RECORDED PRODUCTION TOTALS FROM DAYTON RESOURCE AREA1 County Patent Patent Date Mine/Mining Company Years Tons Gross Value Lyon Alhambra Metropolitan 2/6/1874 6/30/1874 Gordon (i.e., Dayton) 1937-1940 2,185 \$10,529 Lyon Comet Comet South Extension 2/7/1891 6/17/1891 Oest Mining Company 1887-1892 6,588 \$564,364 Lyon Dayton 11/1/1873 Dayton Gold & Silver Mining Company 1871-1875 30,588 \$315,001 Lyon Dayton 11/1/1873 Dayton Consolidated Mines 1934-1940 194,070 \$2,160,819 Lyon Dayton 11/1/1873 Dayton Consolidated Mines (Dayton Cut) 1941-1942 18,476 \$131,054 Lyon Kossuth 1/25/1875 Kossuth Mining Company 1870-1872 3,800 \$50,000 Lyon Haywood 5/23/1912 St. Joe Consolidated Mines Corporation 1880-1913 N/A \$650,000 Lyon Haywood 5/23/1912 Lessees St. Joe Consolidated Mines Corporation 1931 1,800 \$14,500 Lyon Santiago 4/8/1912 St. Joe Consolidated Mines Corporation 1880-1913 N/A \$1,000,000 Lyon Daney Old Daney 7/25/1868 3/4/1912 Daney Gold and Silver Mining Co., San Francisco 1862-1881 15,000 \$225,000 Lyon Wedge Unpatented (Staked 8/19/1925) Dayton Consolidated Mines 1948 295 \$962 1Sources for the Dayton resource area: Nevada's Metal and Mineral Production 1859 to 1940 inclusive, Nevada Bureau of Mines, Vol. 37, No. 4, Dayton Consolidated Mines Company, Company Report, December 26, 1942, Dayton Consolidated Mines Company, Company Reports, 1949 to 1950, Legal Information Institute (LII), Heydenfeldt vs. Daney Gold and Silver Mining Company, Supreme Court 1876, Mines and Mills of Silver City, Nevada, Nevada Bureau of Mines, Vol. 26, No. 5, Mines and Mills of the Comstock Region, Western Nevada, Mary B. Ansari, March 1989, Comstock, Martin, L.G. and Norred, M.N., personal communication, 2022.


slide27



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 17 BEHRE DOLBEAR 6.0 GEOLOGICAL SETTING, MINERALIZATION, AND DEPOSIT 6.1 REGIONAL GEOLOGY Due to its bonanza grades and major production of gold and silver ores, its historic significance prior to and during the United States Civil War, and its close proximity to major population centers, the historic world-class Comstock District is well represented in the geologic literature. The papers by Hudson (2003), Anderson (2009), Calkins (1944 and 1945), Giannella (1936), prior NI 43-101 Technical Reports, and other technical reports were freely used by the QP. Nonetheless, as Comstock continues its detailed exploration mapping and close-spaced drilling, new details have emerged that have significantly influenced the understanding of the local and regional geology. The Comstock District is located within the western portion of the Basin and Range Province of Nevada, between Reno and Carson City. The Comstock and Silver City Lodes are located on the northwestern extension of the Walker Lane mineral belt of Nevada. The Walker Lane is a northwesterly striking geologic break that separates the Basin and Range Province of Nevada on its eastern flank from the Sierra Nevada range and Eastern California shear zone on its western flank. The Walker Lane is approximately 200 kilometers (km) wide and 1,000 km long and hosts multiple world class historic mines and currently operating mines that collectively have produced tens of millions of ounces of gold and hundreds of millions of ounces of silver. The district lies within a northwest trending belt of Miocene andesitic rocks that have **Received had it** block faulted, producing up-thrown horsts, and down-thrown grabens. The district exhibits classic hydrothermal alteration that extends well beyond the limits of known mineralization. Basement Mesozoic metasedimentary and igneous rocks are overlain by Oligocene to Miocene ash flow tuffs. A thick sequence of middle Miocene andesitic volcanic rocks and intrusions host the bulk of the hydrothermal alteration and historic ore deposits. Multiple circular features, noted on satellite imagery, reflect caldera-like features and domal intrusive activity. Some of the magmatic events are directly associated with hydrothermal activity and locally are coincident with gold and silver mineralization. Northwest, northeast and north-south striking faults and their intersections within favorable host rocks are the principal structural and stratigraphic controls on mineralization. Relatively recent geologic papers describe the district as hosting several superimposed hydrothermal systems, in part reflective of multiple intrusive events. Pliocene to Holocene reactivation of faults offset many deposits and the associated hydrothermal alteration zoning. Figure 6.1 depicts the regional geology as shown on the Geologic Map of the Virginia City Quadrangle, Washoe, Storey, and Lyon Counties and Carson City, Nevada (Hudson, et al, 2009). Figure 6.2 is the stratigraphic legend that accompanies Figure 6.1. Figure 6.3 shows the Comstock Mining District historic mining areas with the Comstock property position as an overlay. The Dayton resource area occupies the northern part of the Comstock land package located within the southeastern most corner of the regional geology map. The resource area, as defined to date, is north of the generally east-west bend in the otherwise northerly-southerly state highway. The resource, as presently defined, terminates on the north by the Haywood fault.


slide28

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 18 BEHRE DOLBEAR Source: Comstock, 2022, from Hudson, et al., 2009 Figure 6.1. Regional Geology of the Comstock District

 slide29



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 19 BEHRE DOLBEAR Source: Comstock, 2022, from Hudson, et al., 2009 Figure 6.2. Lithology Legend for Regional Geology Map

 Slide30





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 20 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.3. Land Outline of the Dayton Resource Overlain on Historic Mining Area The Oest target collectively includes the Santiago, Oest, Comet, and Billie the Kid northerly structural trend. This trend extends from the southeastern end of the Lucerne pit (the Billie the Kid fault), through the Comet mines, down to the Oest, and is terminated at the intersection with the sinistral Haywood fault. The Oest target zone has a length of approximately 4,900 feet and is about 400 feet wide. The QP agrees that drill holes in the minimally drill-tested Oest area did intersect local areas of significant gold-silver mineralization. The QP further agrees that exploration potential exists in the postulated extension of the Oest zone south of the Haywood Fault. The Haywood fault is steeply dipping and has apparent left lateral strike slip movement. A series of un-named north to south striking structures with intersecting northeasterly structures have been mapped as a zone over 300 feet wide and terminated on its north end by the Haywood fault and its southern end terminated by the Amazon fault, a distance over 2,500 feet. The Amazon mine is at the southern termination of this un-named structural zone and the sinistral Amazon fault. Comstock postulates that the un-named northerly structural zone is the southern extension of the Billie the Kid-Comet-Oest mineralized zone and has been offset left laterally 900 feet easterly along the Haywood fault. Comstock has designated this area as the Amazon Extension of the Oest target area. The QP agrees that the Amazon Dayton Resource Area

slide31

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 21 BEHRE DOLBEAR Extension is likely the southern extension of the Billie the Kid-Comet-Oest mineralized zone. This opens a potential exploration mineral trend that parallels the Dayton trend. The OP concurs that the Dayton resource is open-ended to the south where significant mineralization has been encountered in drilling in the Spring Valley area. The Spring Valley exploration area is entirely to the south of the bend in State Route 341. Much of the area south of the regional geology map is covered by post-mineral gravels, particularly within the Comstock land package. When bedrock is exposed, it locally hosts gold-silver mineralization (i.e., Old Daney patent). 6.1.1 Regional Stratigraphy The oldest rocks exposed in the Comstock District are siltstone and sandstone with minor interbedded limestone of the Lower Jurassic Gardnerville Formation (Hudson, 2003). These rocks are intruded by a fine-grained pyroxene gabbro that crops out intermittently over an area of 12 square miles. An occurrence of the gabbro was identified in the hanging wall of the Lucerne open cut during mining operations conducted by the Company (2012-2015). This specific gabbro had well defined micro crystalline iridescent labradorite phenocrysts. These older rocks are intruded by Cretaceous diorite, granodiorite, and granite stocks and dikes.

In the southern part of the district, erosion created valleys and canyons filled with Oligocene to early Miocene felsic ash flow tuffs. Bonham (1969) described this formation as the +1,000-feet-thick Hartford Hill rhyolite, consisting of a few feet of basal conglomerate overlain by mostly welded ash flow tuff and minor ash fall tuff. More recently, the Hartford Hill rhyolite has been re-named as the Santiago Canyon Formation tuff. According to Bonham, K-Ar dates indicate an age of about 23 million years, while Binzler (1979) suggests 20.5 to 21.8 million years. The source area (Binzler, 1979) is about 6 to 12 miles to the south. Historically, the Santiago Canyon Formation was considered to be a tuff. By 2011, it was recognized that a quartz porphyry intrusive event crosscuts the Santiago Canyon Formation. It is now recognized that the quartz porphyry is younger than the Santiago Canyon Formation and younger than at least the overlying lower Alia Formation, as quartz porphyry dikes cut both units. The regional volcanic stratigraphy has an additional basaltic intrusive event that has been identified at the majority of Comstock Lode and Silver City Lode historic mines, included in the basaltic intrusive event is the "black dike" of the Comstock Lode. The greater part of the hanging wall of the LODE is diabase; the "black dike" is also a variety of diabase. Under the microscope it is seen to composed of triclinic feldspar, augite and magnetite. There are two varieties of diabase in the district. The older of these forms the hanging wall of the LODE; the other has been known as "black dike." It extends horizontally more than a mile through some of the most important mines, and occurs from the near surface to the lowest levels reached. Surfaces which have been exposed only a few hours turn to a smokey brown tint, a peculiarity shared by no other rock in the district. Had black dike occurred in a fresh condition on the upper levels former observers would assuredly have recognized its true character, and the east wall would never have been supposed to be of Tertiary origin (Becker, 1882).

slide32

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 22 BEHRE DOLBEAR Comstock has identified dark colored to black intrusive magnetic basaltic dikes associated with elevated grades of mineralization in the Lucerne open cut, Harris portal, and the Dayton Project. The petrology of Comstock's basaltic dikes is characteristic to Becker's younger diabase dike (black dike). Unconformably overlying the Santiago Canyon Formation tuff is a thick sequence of probably locally erupted andesite of the early Miocene Alta Formation, the major host rock in the district. The lower portion consists of nearly 1,000 feet of interbedded hornblende-augite, augite, and hornblende andesite flows, flow breccias, mud flow breccias, and minor volcanoclastic sedimentary rocks. Castor (2005) dated the lower Alta Formation from 17.58 to 18.2 million years. The upper portion of the Alta Formation, dated by Castor, as 15.13 to 15.68 million years, consists of over 2,200 feet of hornblende and hornblende-pyroxene andesite flows and rare andesitic breccias. Between the upper and lower Alta Formation is the Suro Member, consisting of 0 to 30 feet of lacustrine siltstone, sandstone, and conglomerate. Intruded into the older units is the Davidson diorite, which consists of various phases of medium-grained, equigranular quartz diorite to andesite porphyry as stocks, dikes, and plugs. Similar intrusives occur to the west and east over an area of about 7 miles long and 3 miles wide in a roughly east-west direction. Bonham describes a slightly older unit, the American Ravine andesite porphyry, but it is possible that this is part of the Davidson intrusive complex. The Davidson diorite has yielded a wide range of K-Ar and fission-track ages that overlap the K-Ar age of the Alta Formation. Unconformably overlying the Alta Formation is the Kate Peak Formation, informally divided into a hydrothermally altered lower member and an essentially unaltered upper member of similar composition and texture (Hudson, 2003). The formation consists of hornblende andesite to dacite porphyry flows and intrusives, commonly with phenocrysts of augite and/or biotite, and rarely traces of quartz. The lower member dikes and plugs crop out over much of the district but appear to be concentrated near the productive part of the Comstock Lode. The early intrusive phases, primarily plugs of the lower member, appear to lack strong structural control, but many of the dikes parallel or intrude the Comstock, Silver City, and Occidental Lodes, suggesting concurrent faulting and intrusion initiated later during Kate Peak Formation magmatism. Following extensive alteration related to the emplacement of the lower member, the area was eroded, with an unknown thickness of rock removed, and the upper member was emplaced on what appears to be a surface of relatively low relief (Hudson, 2003). More than 1,500 feet of flows and lahars of the upper member are preserved in fault blocks in the eastern portion of the district, but in most of the district, only a few residual remnants remain. The next youngest Cenozoic unit is the Knickerbocker andesite. It occurs in the south end of the district as intrusive masses and flows and as dikes in the Kate Peak Formation. Remnants of a flow of McClellan Peak olivine basalt of Pleistocene age occur in the American Flat area in the southern portion of the district. Locally, Pleistocene age and recent alluvium cover older rocks. 6.1.2 Regional Structure The Comstock Mining District, including the Dayton Project area, lies on the western portion of the regionally significant Walker Lane Mineral Belt. The Walker Lane Mineral Belt hosts numerous epithermal gold and silver mining districts. From 1859 to 1969, the Comstock Lode produced approximately 8.25 million ounces of gold and 192 million ounces of silver (Bonham and Papke, 1969). The Comstock fault zone is the major historically and economically most important structure in the district. It is traceable for more than 7 miles. Conventional interpretations state that the northern portion strikes N15°E, changing to N65°E at the north edge of the American Flat, and then turns abruptly south striking N5°W. For most of its strike length, the fault zone is bounded by nearly parallel faults, and most of the Comstock Lode is confined between these parallel faults, known to miners as the "west wall" and "east wall." Below the depth of 125 feet, the fault zone dip is

slide33

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 23 BEHRE DOLBEAR 40° to the east and gradually flattens to 35° to the east. The horizontal distance between the two "walls" at the surface is commonly more than 450 feet, but at depth, the true width between the two "walls" ranges from 0 to about 150 feet. Rocks in the Comstock District are cut by various Late Cenozoic normal faults that were active before, during, and after mineralization. The major pre-mineralization and syn-mineralization faults are the east-dipping Comstock, Silver City, and Occidental fault zones. Numerous other faults localize minor alteration and small ore bodies in the historic mining areas. Northeast striking, southeast dipping faults play an important role in localizing higher-grade mineralization. The East fault of the Con-Virginia mine is one of the more prominent northeast structures of the Comstock Lode. The East fault strikes N50°E dipping to the southwest. It is certain that the East Vein is to be credited with a great production of ore. It is also more probable that it made the great Bonanza than that this great deposit was created by the Comstock (McCormick, 1913). Recorded production from the California and Virginia mine during the period of the Great Bonanza (1873-1881), total tons – 587,503 tons, gross value – \$46,840,280, average value per ton – \$79.74. Additionally, intersections between the northwest and northeast striking faults localize other higher-grade and bulk-tonnage mineralization. The Occidental Lode (Brunswick Lode) roughly parallels the Comstock fault zone, having a general strike of N15°E and a dip of about 40° to the southeast. For most of its strike length, it consists of a single fault, but it plays into several branches at its southern end. The Company sponsored a master's thesis mapping requirement for three students attending Oxford University, England. The Occidental fault was one of the areas selected by the Company and Oxford to be mapped in detail. A right lateral offset of the Occidental fault of approximately 1,800 feet along a N50°-55°E fault was identified. The main production areas of the Brunswick Lode are located at the two intersection locations of the Occidental fault and the N50°-55°E fault. In addition to the above-named faults, other significant primary Comstock and Silver City Lode structures include the N50°E striking, northwest dipping East fault (Con Virginia Mine-Big Bonanza), the N50°E striking near vertical dipping North Devils Gate and South Devils Gate faults, and the N40°W striking, northeast dipping Silver City fault. Calkins (1945) also mapped additional southern Silver City Lode faults including the southerly striking east dipping Silver City extension, the N70°-75°E striking, steeply dipping Haywood (Oest) fault, the N70°-75°E, steeply dipping Amazon fault, and the N50°E striking, northwest dipping limb of the Grizzly Hill fault. The Silver City fault zone is the major northwesterly striking structure in the district. From its intersection with the Comstock fault zone, near the Overman Mine, it strikes about N50°W for nearly 1.5 miles before curving to a more northerly strike. It is then offset left laterally by the series of N50°E Devil's Gate faults. The Silver City fault is mapped with a more northerly strike proceeding south to the Dayton Project. As per Calkins, The Silver City fault extends southeastward. It is not everywhere easily identified, being associated with many other faults that strike in various directions, but it probably passes close to the Dayton mine and extends southward past the Daney mine (Calkins, 1945). Historic mapping (Gianella, 1936) indicates that the Silver City fault zone, similar to the Comstock fault zone, is bounded by two parallel faults that dip as much as 65° northeast near the surface and flattens to about 40° northeast at depth. More detailed surface geologic mapping and detailed drill hole and three-dimensional (3-D) geologic modeling of the Lucerne open cut by Company geologists and others shows a more complicated structural pattern with up to three parallel faults termed the Gold Canyon, Silver City, and Drysdale faults. The Billie the Kid fault is a major northerly striking fault exposed in the south end of the Lucerne open pit. In the Dayton Project area, the Billie the Kid

slide34



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 24 BEHRE DOLBEAR fault merges into the Comet-Oest structure and intersects and is cut-off to the south by the Haywood fault. The mineralized body of the Dayton Project is positioned between two sub-parallel apparent left lateral N70°-75° E steeply dipping faults: the Haywood and the Amazon. These faults are separated by a distance of approximately 2,800 feet. An additional primary structural component on the southern end of the main Dayton mineralized body is the sinistral N50°E Grizzly Hill fault. 6.1.3 Regional Alteration Studies of the complicated geology, mineralogy, and alteration in the Comstock District date back to the mid-1960s. The term "propylite" was first applied to rocks in the district, which Becker (1882) realized were altered andesite. Much more recently, Hudson (2003) recognized 12 spatially overlapping Miocene hydrothermal alteration assemblages or sub-assemblages in the Comstock District. He assigned most of the assemblages to deep low- sulfidation or intermediate-moderate depth high-sulfidation alteration using the classification scheme of Hedenquist, et al. (2000). Hudson defined the various alteration suites by the presence of essential minerals, common minerals, and uncommon minerals. He characterized the high-sulfidation alteration suite as containing essential minerals of alunite, quartz, pyrophyllite, diaspore, kaolinite, dickite, and cristobalite, common minerals as pyrite and alunite, and hematite as an uncommon mineral. A combined high- and low-sulfidation assemblage includes the essential minerals illite, quartz, and muscovite; common minerals as pyrite and anhydrite; and smectite as an uncommon mineral. The low-sulfidation alteration is divided into three separate propylitic suites and a potassic suite. The essential propylitic minerals include chlorite, epidote, albite, calcite, and quartz; common minerals, such as quartz, calcite, zeolites, smectite, K feldspar, illite, and pyrite; and uncommon actinolite and muscovite. The potassic suite is characterized by essential amounts of biotite and commonly contains quartz, pyrite, and pyrrhotite, with uncommon amounts of chalcovpyrite. An in-depth study of the hydrothermal alteration suites is beyond the scope of this report. Hudson also re-constructed positions of ore bodies, vein mineralogy, and general distribution of alteration assemblages. The deepest zone hosts quartz stockwork veins and massive quartz. This is followed upward by a zone of quartz-adularia stockwork veins and massive quartz. All the ore bodies are developed within the quartz-adularia stockwork-massive quartz zone, with the basal portions of ore bodies marked by massive calcite. The next shallower zone contains illite alteration ± anhydrite and in part is superimposed along the top of the quartz-adularia stockwork and massive quartz zone. A sericitic alteration suite is aerially limited between illite and quartz-adularia zones. Due to a lack of data, Hudson omitted near- surface alteration. Comstock geologists and the QP generally agree with this re-construction with the exception that massive calcite does not mark the basal portions of all the ore bodies, as strong mineralization continues well below near surface massive calcite veins at the Lucerne deposit. 6.2 COMSTOCK DISTRICT MINERALIZATION The main ore zones in the Comstock District relate to the three main structural (fault) controls: the Comstock, Occidental, and Silver City fault zones. Mineral deposition occurred

multiple times, with hydrothermal events superimposed on one another. K-Ar ages of alunite, adularia, and muscovite range from 12.7 Ma to 16.3 Ma. Gangue mineralogy and ore mineralogy are similar throughout the district, but mineral concentrations vary by individual lodes. The historic lodes are a combination of small, lenticular intermittent ore shoots contained within a much larger mass of lower-grade veins, breccias, and stockwork vein zones, complexly rearranged by post-mineralization faulting. Gangue mineralogy typically is quartz ± adularia, pyrite, calcite, and manganese oxides. District wide, the ore minerals consist of a base metal-precious metal suite, with some minerals found in each lode and others not known or recognized at all. The most common include sphalerite, chalcopyrite, galena, pyrite, acanthite, gold, and electrum. Minor minerals include stephanite, aquilarite, jalpaite, miargyrite, pearcite, polybasite, proustite, pyrrargyrite, pyromorphite.

---

 slide35

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 25 BEHRE DOLBEAR sternbergite, stromeyerite, tetrahedrite, and uytenbogaardite (Terrill, 1914; Bastin, 1923; Coats, 1936; Barton, et al., 1978; Vikre, 1989). Native silver, covellite, chalcocite, and chlorargyrite were found in oxidized and partly oxidized zones (Bastin, 1923). Precious metal-bearing massive calcite and quartz-calcite veins and stockwork veins developed in the lower portions of many deposits. Finally, Pliocene to Holocene reactivation of faults displaced and offset many deposits, re-distributing both economic mineralization and hydrothermal alteration zones. Figure 6.4 identifies many of the district's historic mines and shafts with an overlay of the Comstock Dayton Project property position.

slide36

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 26 BEHRE DOLBEAR Source: Comstock, 2022; based on Stoddard and Carpenter, 1950 Figure 6.4. Comstock District Historic Mining Areas with Comstock Dayton Project Property Outline

 slide37

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 27 BEHRE DOLBEAR Figure 6.5 shows in more detail the Dayton Project area underground openings and open cuts. Source: Comstock, 2022 Figure 6.5. Details of Dayton Project Area Underground Openings and Open Cuts Comstock (Martin, et al., 2010), from historic mine reports and underground maps, recognized that historic stopes and concentrations of underground development often parallel apparent arcuate/ring structures and the rake of higher-grade underground workings that follow structural intersections. Comstock also noted that similar to the general parallelism of the "east wall" and "west wall" controlling ore zones in the Comstock Lode, the three sub-parallel fault members of the Silver City fault zone also control mineralization. Furthermore, a single circular feature connects the Comstock and Silver City fault zones. Thus, rather than the conventional conclusion that the Comstock fault zone changes strike in the vicinity of American Flat to N45°E and then N5°W, they believe it follows the arcuate pattern and merges with the Silver City fault zone. A working hypothesis by Comstock on fault origins of the Comstock fault and the Silver City fault suggests that each of the faults may be radial faults originating just east of the Mount Davidson intrusive center. The geo-chemistry signature of the two faults is globally different. Base metal concentrations on the Comstock fault are highly elevated compared to base metal values found on the Silver City fault.

slide38



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 28 BEHRE DOLBEAR Figure 6.6 is a satellite image (Google Earth®, 2012) of the Comstock Mining District depicting the historic underground mine workings in yellow. Figure 6.7 is the QP's plot of the interpreted arcuate, circular, and linear features of the district taken from enlargements of the satellite photo. In red are arcuate and circular features and in purple, the linear features. It is visually obvious from a study of the satellite photos and demonstrated by detailed mapping and drill hole logging that there is a direct relationship between interpreted arcuate, circular, and linear features and district-wide mineralization. Note the location of the Lucerne mining area and in particular the Dayton resource area located at the intersections of linear and/or circular-arcuate features. The localized mineralizing structures at Dayton are not obvious at this scale. Overall, the QP's and Comstock's plot of interpreted arcuate, circular, and linear features is very similar. Source: Google Earth®, 2012 and Comstock, 2012 Figure 6.6. Google Earth® Satellite Image of the Comstock Region with Historic Underground Mine Workings Outlined in Yellow

 slide39

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 29 BEHRE DOLBEAR Source: Behre Dolbear, September 2012 Figure 6.7. QP's Plot of Arcuate, Circular, and Linear Features in the Comstock Mining District Comstock has clearly demonstrated the relationship between structural controls and location of district-wide mineralization to arcuate features and volcanic domes. Based upon the QP's and Comstock's interpretation of the Google Earth® image, there are several features of particular interest. • The west and southwest sides of the main Comstock caldera-like or domal circular feature coincides with the Comstock fault zone in the historic Comstock Mining District and the Silver City fault zone in the Comstock project area, respectively. • An obvious northwest striking linear feature coincides with the Silver City fault zone and the southwest side of the main Comstock circular feature. • A major northeast striking linear feature intersects the Silver City fault zone near the north end of the Dayton resource area and may correspond to mapped major northeast striking faults at Dayton. Several small circular features within and on the southwest side of the main Comstock circular feature have been outlined. The circular features are very small and are only discernible when the Google® image is enlarged. Curiously, old mine workings, **determined** location of mine dumps, are located on the circular features. The yellow-colored areas depicting underground workings may not be complete due to a lack of underground maps in some areas. The Billie the Kid-Comet-Oest structural zone is terminated and offset by the left-lateral movement on the Haywood fault and appears to continue southward. Dayton Resource Area

slide40





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 30 BEHRE DOLBEAR • It is visually obvious from a study of satellite photos and demonstrated by detailed mapping and drill hole logging that there is a direct relationship between interpreted arcuate, circular, and linear features and district-wide mineralization. Many of the larger linear features appear to bound or abut the circular features suggesting a geologic structural/time relationship between them. Comstock studies have shown that Santiago Canyon Formation related rhyolite to rhyodacite domes define some of these circular features. All appear to be spatially related to gold-silver mineralization suggesting a strong genetic relationship between circular and arcuate features, linear features, intrusive, the main host volcanic unit, and the "ore-controlling" northwest and northeast striking structures. 6.3 DAYTON PROPERTY GEOLOGY The Dayton Project is geographically **restated amounts** southerly most part of the Silver City Lode, which is also referred **Accounting Restatement, computed without regard** as the Silver City branch of the Comstock Lode. The Comstock Lode and Silver City Lode had surface and underground mining operations (1859 to recent years) that extracted gold and silver from epithermal ore bodies that occurred as veins, breccia zones, and stockwork veinlets hosted in primary structural and structural intersection zones. The Dayton mine (initial claim located in 1859) was the largest gold producer in Lyon County (1871-1875 and 1934-1942, \$2.6 million). Recorded production totals from several historic mines of the southern Silver City Lode including the Dayton, Alhambra, Metropolitan, Comet, Kossuth, Haywood, Santiago and Daney are described in Table 5.2. Additional noteworthy southern Silver City lode mines include the Webber, Genessee, Gordon, Comet, Golden Eagle, Northern Belle, Oest, Emma Nevada, Cherokee, Amazon, Carson, and Montezuma. The northern boundary of the Dayton Project resource is at the intersection of the southern extension of the Silver City fault and the Haywood fault. The Silver City fault trace as mapped by Calkins (1944) extends southeasterly from Gold Hill toward Devil's Gate. Calkins has mapped a splay of the Silver City fault prior to intersecting the north-east striking Devil's Gate fault zone located at the Storey County/Lyon County line. At this juncture, the Silver City fault deviates from its original northwest to southeast strike to a more north to south strike. Calkins mapped the continuation of the Silver City fault southerly until it intersects a series of N75°E structures, the more prominent fault being the Haywood fault. As per Calkins, The Silver City fault extends southeastward. It is not everywhere easily identified, being associated with many other faults that strike in various directions, but it probably passes close to the Dayton mine and extends southward past the Daney mine (Calkins, 1944). New geologic studies by Comstock have developed a structural fabric map of the Dayton Project area that illustrates the complexity of faulting that Calkins had described. From the Silver City fault junction with the Comstock fault near Gold Hill, the Silver City fault has a southeasterly strike and northeasterly dip. The northerly striking Oest-Comet structure intersects the Silver City fault at the south end of the Lucerne mine open-cut. The Lucerne mine has had numerous open cut mining operations since the early 1950s. The most recent mining operation in the Lucerne open cut was conducted by the Company (2012-2015). The Oest-Comet structure continues southerly to the intersection of the N70°-75°E striking steeply dipping Haywood fault. The Dayton Project's northern mineralization is bounded by the Haywood fault. The Haywood fault is steeply dipping and has apparent left lateral strike slip movement. A series of un-named north to south striking structures with intersecting northeasterly structures have been mapped as a zone over 300 feet wide and terminated on its north end by the Haywood fault and its southern end terminated by the Amazon fault, a distance over 2,500 feet. The Amazon mine is at the southern termination of this un-named structural zone and the sinistral Amazon fault. Comstock postulates that the un-named northerly structural zone is the southern extension of the Billie the Kid-Comet-Oest mineralized zone and has been offset left laterally 900 feet easterly along the Haywood fault. Comstock has designated this area as the Amazon Extension of the Oest target area. The Amazon



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 31 BEHRE DOLBEAR Extension is likely the southern extension of the Billie the Kid-Comet-Oest mineralized zone. This opens up a potential exploration mineral trend that parallels the Dayton trend. A plan geology map of the Dayton area depicting sub-units of the Dayton cryptodome (a geologic feature identified and named by Comstock) and the basement rocks, the boudin shaped graben, key faults, and the Dayton Adit is depicted in Figure 6.8.

 Slide42



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 32 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.8. Structural Fabric Map of the Dayton Area 2325500E 2326000E 2326500E 2326500E 2327000E 2327000E 2327500E 2327500E 147650N 147650N 147680N 147680N 1476850N 1476850N 147690N 147690N 1476950N 1476950N 1470N 1470N 14705N 14705N Surface Geology Mine Dumps z-QA Felsic Volcanics z-FI Quartz Porphyry z-PQ Mena Breccia z-BXM Basal Breccia z-BXD Alhambra zone z-ALH KC zone z-KC Andesite Dike z-AD Mafic Intrusive z-IM Rhyolitic Porph. z-PR Debris Flowz-ADF Andesitez-AA Mafic Volcanics z-MV Rhyodacitez-RD Map Symbols structural fabric ball marks downthrown side apparent movement antiform 42300 42300 Lines of Cross Sections 42200 42200 Lines of Selected Cross Sections AMAZON GULCH FAULT G R I Z Z L Y H ILL FAULT K C FAULT KOSSUTH MINE DUMP N75E03 A LA HAM BR A S HE A R Z O N E N5 0E 10 DAYTON ADIT DAYTON MINE DUMP HAYWOOD FAULT N W 15 N W 16 N W 12 COMSTOCK SAMPLING N W 01 N W 01 N W 02 N W 02 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800 41700 41600 41500 41400 41300 41200 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800 41700 41600 41500 41400 41300 41200 Co m s t o c k E x p l o r a t i o n a n d D e v e l o p m e n t L L C T h e D a y t o n P r o j e c t 117 A m e r i c a n F l a t R o a d V i r g i n i a C i t y , N V 89440 Dayton Consolidated Project S tructural Fabric and S urface Lithology M ap S C A L E C H E C K E D B Y D R A W N B Y D A T E F I L E N O . D R A W I N G N O . 1" =100' L . M a r t i n 2022/11/17 base \_day t o n .m e t Scale 1" = 100' 100 50 0 100 200 N M N 13" E 42450 42450

slide43

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 33 BEHRE DOLBEAR The complex structural mapping effort by Comstock, was initiated during the Dayton Project resource modeling task. The following geologic reconciliation is an example of the vetting process for each fault identified and incorporated into developing the structural model. As an example, two highly visible quartz vein stockwork breccia zones are exposed at the southern end of the Project along the SR 341 road cut. The exposures are steeply dipping, each 30 feet wide, displaying highly fractured quartz, quartz vein and veinlet stockwork and silicified hydrothermal breccia. The more prominent fracture pattern is N35°-40°W. An additional northwest striking structure is located west 300 feet with a historic shaft. Dayton Project's structural modeling developed by Comstock, focused upon correlating projections of specific structural exposures and out-cropping structures (faults) with drill hole geologic logs and inspection of archived drill chips and core. Each structure was given an identifying notation. In this example the two structures were identified as NW-01 and NW-02. Several drill holes prior to Comstock and Comstock drill holes were utilized to establish the trace of NW-01 and NW-02. The eastern edge of the Dayton Project's mineralization is defined by NW-01, the western edge of the main mineralized body is defined by NW-02, a northwest striking structure that has over 100 feet of easterly dip slip displacement. NW-01 and NW-02 are postulated as bounding faults of the principal mineralized body of the Dayton Project. Comstock postulates a geologic hypothesis that may explain the structural complexity and the genesis of the mineralized volcanic host of the Dayton Project. The following is Comstock's detailed explanation on the origin of the structurally complex Dayton Project. The QP agrees with Comstock's interpretation which matches geologic features seen in the field during several of the QP's site visits and is demonstrated during a detailed review of the geologic/drill hole sections and geologic plan maps. In particular, exposures in the Dayton Adit and the Dayton open cut provide the basis of their interpretation. A sinistral wrench couple and extensional pull-apart structural depression (graben) was formed by sinistral tectonic movement by the Haywood and Amazon faults. On the northern boundary is the Haywood fault and on the southern boundary is the Amazon fault. Each have apparent left lateral strike slip movement. The spatial distance north to south between the Haywood fault and the Amazon fault is approximately 2,600 feet. Along the Silver City fault the bi-structural wrench couple facilitated a pull-apart dilatant sigmoid. The sigmoid break became a volcanic conduit with deep-seated origins that tapped into a magma source allowing fissure type eruptions of bimodal volcanics. The first eruption was chemically mafic (andesitic basalt). Two additional volcanic events that followed would become more felsic. The two initial flow breccias and the later quartz porphyry have apparent laminar flow properties as the volcanic lithologic thickness of each unit remained consistent throughout the modeling process. This stacked geometry of flows is interpreted as an accumulation of volcanic units covering a near flat pre-eruption paleo surface. The eastern fault boundary is surmised to be the fissure source. Several drill holes located near this fault boundary are suggestive of this hypothesis. Out-flow direction is suggested to be westerly, and the volcanic units would have some time for cooling prior to each successive event. No time domain of these postulated events has been established at the time of this report. The next primary structural event that overprints the Project area is north-easterly. This event appears to have generated another strike slip wrench tectonic and active strike slip fault movement and subsequent rotation by concurring intersecting northwesterly striking structural events. The additional sinistral tectonic couple is produced by the Haywood fault and the N50°E component of the Grizzly Hill fault. The geometry of the stacked flows to this event have remained near horizontal. The dilatant structural setting continues to widen, and the southern side of the Haywood fault and the eastern bounding fault (NW01) now have downward dip slip movement tilting the graben downwards to the east and northeast.

 slide44



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 34 BEHRE DOLBEAR The left lateral strike slip, pull-apart structural and tectonic interactions widen the fissure sigmoid. A graben begins to develop, and volcanism is reactivated with a poly-lithic volcanic breccia eruption that begins to fill the structural depression. Tilting is concurrent during this eruption, producing unstable slope conditions that locally fail and release agglomerated material to tumble back towards the active fissure. Boulders of this type of cyclic deposition are found in the walls of the underground workings in the Dayton adit and in outcrop along the exposed wall of the historic open cut. During an underground examination of geologic features in the Dayton adit by the QP, this specific volcanoclastic unit was named "mega-breccia". The mega-breccia is primarily composed of felsic volcanic clasts, quartz porphyry clasts and intermediate volcanic clasts. A later intermediate volcanic flow is deposited over the mega-breccia. The origin of this volcanic unit will be better defined by additional strategically placed drill holes as the origin may not be the fissure vent. The volcanic eruption of the mega-breccia and earlier bimodal eruptions are mostly contained and structurally bounded by the elongated boudin shaped graben as defined by NW-01 and NW-02 (Figure 6.8). The mid-section of the expanded graben is traversed by a prominent N50°E sinistral fault, postulated to be a transverse N50°E fault produced by the Haywood fault and Grizzly Hill fault sinistral shear couple. The southern extent of the historic stopes is terminated along the down dip projection of this N50°E fault, placing the historic workings on the hanging wall of the postulated sinistral shear couple component of the Grizzly Hill fault. At this location, the spatial distance between NW-01 and NW-02 is near 800 feet. In conjunction with this location is a non-mineralized plug shaped dike of rhyodacite that is along a northerly trending fault. The graben shape is characteristic of integrated structural components of the "pull-apart" kinematic forces developed by the sinistral movement of the Haywood and Amazon and Grizzly Hill faults. The structural setting and mechanisms of shear components and wrench tectonics as described are magnitudes smaller and are fractional scale compared to similar published large-scale "pull-apart" valley formations. In 1966, Burchfiel and Stewart introduced "pull apart" structural attributes, "We suggest that the central part of Death Valley is related to tension along a segment of a strike-slip fault that is slightly oblique to the main trend of the fault zone. If this is correct, the two sides of Death Valley have been pulled apart and a graben produced between them." The geometric shape of the fault traces for NW-01 and NW-02 illustrates a postulated north/northwest trending graben that was the result of a dilatant structural setting hosting multiple episodes of volcanic rock deposition, faulting, tilting and rotation. Bi-modal and poly-lithic volcanic eruptions concurrent with multiple events of pull-apart tectonism expanded and filled the graben. The mineralized body of the Dayton Project resembles volcanic geometry of a cryptodome auto-clastic dome and has characteristics of an auto-clastic dome (refer to Section 6.7). Historic mining operations have provided access to surface and underground exposures of the cryptodome's mega-breccia. A perspective comparison of mega-breccia exposures can be examined on high wall surfaces of the Dayton open cut and underground in the Dayton adit. Underground, the mega-breccia has vivid orange and black ferro-manganese clays filling fractures and encapsulating breccia cobbles and large breccia fragments enhancing the mega-breccia features. In the open cut exposures, the mega-breccia has been subjected to weathering affects. It has a remnant bleached appearance as the clays have been dissolved and removed by meteoric waters during high moisture events. This observation was relevant during the resource modeling task and identifying volcanic stratigraphy. Reverse circulation (RC) and core drilling use fluids to aid in the recovery of samples. The clays had been washed away prior to the geologic logger reviewing the RC chips or core. Extra scrutiny was required to identify the volcanic unit. This was accomplished by utilizing a microscope with high magnification capability to further inspect the drill chip samples or core. The ferro-



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 35 BEHRE DOLBEAR manganese clays were found to be preserved in the small voids and fracture surfaces of the mega- breccia. Archived driller's daily logs were reviewed and occasionally confirmation of the manganese was indicated by the driller's notation of "black stained water was encountered" (Martin, 2022). Thus, the geometric configuration of the mineralized body is characteristic of cryptodome-autoclastic domal complexes expanding by exogenous and endogenous processes with poly-lithic breccia facies and late stage rhyodacite intrusive. The multi-staged breccias developed during a bimodal eruption sequence within a sinistral wrench extension that opened the Silver City sigmoid as a fissure conduit. The resulting north/northwest striking, east/northeast dipping boudin shaped graben is bounded to the north by the Haywood fault and to the south by the Amazon fault. Comstock has also identified a series of volcanic domes that occur in a relatively small geographical area. The area is named by Comstock, as the "Dayton Volcanic Dome Corridor" (DVDC). The northern central boundary of the DVDC area is the Billie the Kid felsic dome (Donavon Hill) located on the southern edge of the Lucerne open cut. A series of mafic to intermediate volcanic plugs and felsic domes are located in a southerly trending 1½ miles wide and 3 miles long corridor. Exploration targets of the DVDC include: the Oest and cryptodome of the Dayton Project, geographically located in northern half of the corridor and Spring Valley and Daney exploration targets, located in the southern half of the corridor. The Company contracted Geotech Ltd. Based in Toronto, Canada to conduct a VTEM™ airborne magnetic/electromagnetic survey over the Company's property position. The survey was completed in the fall of 2020. Early interpretation of the survey was conducted by J.L. Wright Geophysics (May 2021). A more detailed description of the airborne survey and J.L. Wright's interpretation are in Section 7.0. During the Dayton Project's resource modeling effort, further review of the geophysical interpretation by Wright and Geotech imagery maps were contrasted with recent and historic geologic mapping. Comstock identified multiple magnetic high and low anomalies and compared the location of these anomalies to geology (lithological and structure) and mineralized trends previously characterized by Comstock. Several magnetic highs and moderate magnetic highs have been field checked and correspond to basalt domes and dike swarms. Specific felsic domes have magnetic low signatures. The projected mineral belt of Spring Valley corresponds to a magnetic low lineament. This trend (Oest target area) extends from the southeastern end of the Lucerne pit (the Billie the Kid fault), through the Comet mines, down to the Oest and the trend is terminated at the intersection with the sinistral Haywood fault for a distance length of approximately 4,900 feet and 400 feet wide. A series of unnamed north to south striking structures with intersecting northeasterly structures have been mapped as a zone over 300 feet wide and terminated on its north end by the Haywood fault and its southern end terminated by the Amazon fault, a distance over 2,500 feet. Comstock has designated this area as the Amazon Extension of the Oest target area. The Amazon Extension target has a relative magnetic high linear along the north easterly trending Amazon fault and magnetic low extending northerly to the Haywood fault, a distance of 2,500 feet. The Comstock observations are cursory at this time and more detailed geologic studies will follow. The projected mineral belt of Spring Valley corresponds to a magnetic low lineament. 6.3.1 Dayton Property Structural Geology A N50°E structural fabric had been previously recognized as hosting at or near 1:1 silver to gold ratios along with coarse adularia crystals. Gold-bearing quartz veins occupy a N35°W structural fabric. Northwest-southeast striking boundaries defined large, mineralized areas from nearly barren areas. Establishment of these relationships was very helpful as a starting basis allowing Comstock to start an exhaustive detailed structural mapping program utilizing underground workings, surface geologic mapping, RC drilling, and shallow blast holes in a successful attempt to tie the various structural elements into a cohesive package. Structures logged in drill holes or mapped in underground workings as faults, brecciated zones and shear zones, or quartz veins were projected to surface and plotted on plan maps. Dips and azimuths were assigned during construction of the geologic cross sections by using drill hole logs, detailed surface or underground mapping, or close spaced blast hole drilling. The results of this effort identified several

slide46

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 36 BEHRE DOLBEAR prominent structural orientations with consistent age relationships from cross-sections 50 feet apart and plan maps 100 feet apart. At the completion of the program, the sections and plan maps were stitched together to produce a wire- framed three-dimensional (3-D) model. As modeled, there are four principal structural directions, each with varying dip and displacement directions: • N75°E, dipping north with apparent left lateral movement and northward dip slip displacement and dipping south with apparent right lateral movement and southerly dip slip displacement. • N50°E, dipping north with left lateral movement and northerly dip slip displacement and dipping south with apparent left lateral movement and southerly dip slip displacement. • N35°W, dipping southwest and described as NW-01, the easterly boundary of mineralized units and NW-02, a northeast dipping westerly boundary of mineralization fault that has 80 to 100 feet of displacement of the suite of mineralized units with movement down to the east. Other N35°W faults host apparent right lateral movement and southeasterly dip slip displacement. • North-South striking faults dipping east with easterly dip slip displacement and dipping west with westerly dip slip displacement. Regionally mapped faults, such as the Alhambra series of faults, also strike northerly and dip west while the KC fault apparently dips east. The N35°W faults appear to be the oldest faults and are offset by the N50°E faults, which in turn are offset by the N75°E set of faults. North-South faults appear to pre-date and post-date the N35°E faults. All faults appear to be high angle to vertical in dip. The Haywood fault, a regionally mapped fault, is another through-going N75°E fault, immediately to the north of the main mineralized area and cuts off the Dayton mineralization to the north (refer to Figure 6.8). 6.4 DAYTON MINERALIZATION The Dayton area mineralization includes the historic Dayton, Alhambra, Metropolitan, and Kossuth mines. The zone is along the postulated offset of the Billie the Kid-Comet-Oest zone by the Haywood fault. Drilling at Dayton is still widely spaced but sufficient to prove continuity of geology and mineralization. The last program of RC drilling was in 2012. However, a program of shallow air-track drilling during 2014 focused upon modifying and improving the geologic model. Most Dayton mineralization is hosted in the locally defined sub-sets of the Dayton cryptodome and in quartz porphyry that intrudes the tuff. Excellent exposure of mineralized tuff, rhyolite, and quartz porphyry and mega-breccia is present in the Dayton adit and in the Dayton Glory Hole pit and examined by the QP during the 2010 and 2018 site visits. Stratigraphically above the Dayton deposit is Alta Formation andesite, which was also affected by the emplacement of a cryptodome. Locally, the Alta Formation is cut by quartz vein swarms up to 20 feet wide hosting gold mineralization. The footwall is Mesozoic metavolcanic rocks that appear to be relatively barren. Detailed geologic work has now defined lithologic sub-sets of the Dayton cryptodome within the Dayton resource. These lithologic cryptodome sub-sets have not been identified in drill holes or by surface mapping east of the NW-01 bounding fault and appear to be confined to the boudin-graben shaped main Dayton mineralized body. The presence of quartz porphyry enhances mineralization in the intruded units and hosts important gold-silver mineralization as well. Gold and silver mineralization in the project area typically occurs within late-stage manganiferous calcite-quartz and drusy quartz filling faults, fractures, breccia zones, and stockwork veinlets. Drilling results show that precious metal mineralization is strongly related to cockscomb and vuggy quartz veining, with or without limonite, and locally can

slide47



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 37 BEHRE DOLBEAR have a high percentage of disseminated goethite after pyrite. Coarse, bladed calcite may or may not occur in quartz mineralized zones, but drusy quartz, micro calcite veining, and manganiferous calcite veining occurring together has been a visual indicator of elevated gold-silver grades during geologic logging of the drill holes. The red, antimony oxy-sulfide mineral kermesite has been recognized as distinct micro-veinlets and micro-crystalline particles in quartz veins and quartz pseudomorphs after calcite within or near intervals of elevated gold values and in the basal breccia basaltic unit just above the Redox interface. The hydrothermal mineralizing fluids used the complex structural fabric as passageways and deposited gold-silver mineralization and minor associated metals in multiple favorable host units within or intrusive units

cutting the sub- units of The Dayton cryptodome. Figure 6.9 shows a cryptodome breccia in the Dayton Glory Hole pit. Figure 6.10 shows a close-up of multi-lithic matrix supported breccia textures from the Dayton Glory Hole pit. Source: Behre Dolbear, 2011 Figure 6.9. Dayton Lode Exposure of a Cryptodome Breccia in the Dayton Glory Hole Pit

 slide48

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 38 BEHRE DOLBEAR Source: Behre Dolbear, 2011 Figure 6.10. Close-up of Multi-lithic Matrix Supported Breccia Textures from the Dayton Glory Hole Pit 6.4.1 Dayton Project Mineralized Lithologies Comstock has identified several stacked sub-units that are collectively referred to as the Dayton cryptodome. Many of the breccias and/or intrusive units host mineralization. Regionally, the Santiago Canyon Formation has been referred to as tuff and has been used as a global map unit for the felsic rocks of the Dayton Project. The felsic rocks of the Dayton Project, historically mapped as Santiago Canyon tuff, have been recently characterized by the Comstock geology staff to be rhyodacite domal and flow rocks. In the mineralized sub-units, phenocrysts and shards are randomly oriented, the quartz eye phenocrysts of the quartz porphyry have dissolution rinds and veinlets of kermesite are common in the basaltic basal breccia. Fifteen separate geologic/stratigraphic units define the mineralized zones; however, several are generally unmineralized: 1) Andesite dike rock (z-AD) is not mineralized; however, it is a unit sufficiently represented to be modeled in the wire-frame model. 2) Mafic intrusive (z-IM) logged as andesitic basalt is dark grey to black with sporadic hornblende phenocrysts in a fine-grained matrix. It is magnetic, does not host mineralization, but may have some low-grade mineralization (0.01 to 0.02 ounce of gold/t) along its contacts with other units. This intrusive unit when it geometrically follows a low angle feature, resembles a sill, and appears to have elevated metal values "ponded" beneath the sill shaped body. 3) The Alhambra Zone (z-ALH) is a series of northerly striking mineralized calcite and quartz veins that dip steeply westward and were historically prospected during previous Dayton mining. 4) The KC Zone (z-KC) is a northerly striking structural zone mapped on surface and traced using a blast hole drill rig. The zone dips eastward and ranges from 15 to 20 feet wide. 5) Veins (z-VN) hosting quartz, calcite and/or adularia occur in N50°E structural zones and have been modeled as such. 6) Rhyolite porphyry (z-PR) is another felsic intrusive rock with angular quartz eyes and sphenic phenocrysts. The rhyolite porphyry is not a favorable host for mineralization.

slide49

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 39 BEHRE DOLBEAR 7) Felsic volcanics (z-FI) is unit or mineralized zone that is predominantly felsic to intermediate volcanic rock ranging in composition of rhyolite to dacite to andesite, hosts widespread low-grade gold and silver mineralization with gold grades typically 0.01 to 0.02 ounce of gold/t. 8) Mega breccia (z-BXM) is a comprehensive term for matrix supported poly-lithic breccia, matrix and fragment supported breccia, and ferro-manganese clay supported breccia with quartz/calcite stockwork veining. Black and orange colored manganese-clay material, possibly of hot-spring origin is well exposed in the Dayton adit and is host to higher grade gold mineralization. The exposure in the adit appears to be similar to rod-like vent plumes cutting through the shallow dipping mega-breccia (Figure 6.11) within the matrix of the manganese-clay zone are clasts of rhyolite porphyry, silicified quartz porphyry and basaltic andesite. The silicified quartz porphyry clasts contain goethite after marcasite. Visible electrum grains (0.5 mm) have been found in manganese vent zones. The manganese-clay zone is not well exposed on the surface because the black and orange material is very unstable when exposed to natural occurring surface weathering conditions and breaks down to various clay compounds. Source: Comstock, 2022 Figure 6.11. Exposure of Manganese Vent in Dayton Adit Cutting Across the Mega-breccia Note: Field of view is approximately 6 feet x 6 feet. 9) Quartz porphyry (z-PQ) is a felsic intrusive rock with quartz eyes, dissolution rinds halting more rounded quartz eyes and randomly oriented phenocrysts of quartz and other minerals. z-PQ appears to commonly have a low grade (0.01-0.02 opt gold) mineral event associated with it. It is a receptive host rock unit and when intersected by mineralizing structures contains elevated metal values.

slide50

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 40 BEHRE DOLBEAR 10) Upper breccia (z-BXU) which lies above the Breccia hosts consistent values of >0.05 ounce of gold/t. When drilling intercepted breccia with consistent gold values of >0.05 ounce/t, which could be correlated from hole to hole, it was modeled as Upper Breccia. Again, for modeling purposes, Breccia and Upper breccia are combined. 11) Basal breccia (z-BXD) occurs at the base of the Miocene volcanic package. The basal breccia is composed of fragmented weakly-magnetic diabase (augite, pyroxene, plagioclase, olivine, and magnetite) with micro-hydrothermal breccias, micro-quartz veinlets containing marcasite and kermesite (a red-colored antimony oxy-sulfide). In addition, the diabase fragments may display propylitic alteration. Silicified quartz porphyry fragments are common. Drill hole intercepts of mineralization (0.02 – 0.03 gold ounces/ton) are hosted in this unit. 12) Andesite debris flow (z-ADF) is a series of lahar flows and intermediate volcanic debris flows. The andesitic debris flow is not a primary host for mineralization. 13) Andesite (z-AA) is an intermediate volcanic rock displaying minor propylitic alteration. This specific andesite is not a favorable host for mineralization. 14) Mafic volcanic (z-MV) includes basalt and gabbro intrusive rocks and the meta-volcanic basement rocks. The mafic volcanic intrusive sequence may be associated with a specific mineralizing event. 15) Rhyodacite (z-RD) includes a series of rhyodacite domes and flows of the Dayton Volcanic Dome Corridor. Porphyritic attribute (quartz eyes), locally displaying flow lineation and rhyodacite breccia fragments. The rhyodacite is not a favorable host. All mappable and wire-framed units generally dip moderately easterly but significantly steepen eastward. The roots of the quartz and rhyolite porphyries also seem to emanate and dip steeply eastward. This steepening may reflect the primary feeder zone. The Dayton mineralization is generally bounded on the east by the NW-01 fault and on the west by the NW-02 fault. The Dayton mineralized zone is about 2,800 feet long and open ended to the south and terminated by the Haywood fault to the north. Mineralized widths are 300 feet on the south and north ends and 800 feet wide in the center of the boudin-type graben structure, which controls mineralization. Mineralization continues down-dip for as much as 700 feet at the widest point. Based upon drilling, continuity of the mineralized zone appears to be good. Other deeper mineralized intersections are noted, but there is insufficient drilling to confirm continuity with the principal mineralized zone. The sub-units of the Dayton cryptodome are not present east of the NW-01 fault strongly suggesting that the hydrothermal mineralization is focused within the boudin-graben feature hosting the Dayton deposit. 6.5 DRILL PLAN AND REPRESENTATIVE SECTIONS Figure 6.12 is the legend for the following geologic/drill sections and plan views. Figure 6.13 is the color code legend for gold grades for the block model sections and plans views. Note that historic mining stopes are shown as purple-colored rectangular boxes on the geologic/drill hole sections. Also, note how block model grades correspond to stratigraphic and structural control on mineralization.

slide51

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 41 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.12. Legend for Geologic/Drill Sections and Plan (Level) Views Comstock Exploration and Development LLC The Dayton Project 117 American Flat Road Virginia City, NV 89440 Dayton Consolidated Project E-W Section 42200 N SCALE CHECKED BY DRAWN BY DATE FILE NO. DRAWING NO. 1"=100'(H) 100'(V) MNorred 2022/10/07 geo-N42200.met V e r t i c a l S c a l e 1" = 1 0 0 ' f t 2 0 0 1 0 0 0 5 0 1 0 0 Horizontal scale 1"=100' ft200100050100 Assay Results Au (opt) Au >= .05 opt Au >= .02 opt Au >= .01 opt Rock Codes Alluvium QA Kate Peak KP Felsic Intrusive IF Intermediate Intrusive IM Mafic Intrusive MA Andesite Alta AA Andesite Sediments AS Suro Sediments SS Andesite Hematitic AH Quartz Porphyry PQ Santiago Canyon Tuff SC Ashfall Tuff TA Crystal Tuff TX Lithic Tuff TL Crystal-Lithic Tuff XL Inter-volcanic Gravel TG Biotite Granodiorite GB Quartz Monzonite MQ Metagneous gabbro MV Metasediments MS Metalimestone ML Metadolomite MD Metahornfels MH Backfill QB No Return NR Void VD Fault F Fault Breccia FB Vein VNO C Vein >= 5% Vein 1 to 5% Mineralized and Intrusive Zones Fill z-QA Felsic Volcanics z-FI Quartz Porphyry z-PQ Mega Breccia z-BXM Upper Breccia z-BXU Basal Breccia z-BXD Alhambra zone z-ALH KC zone z-KC Vein z-VN Andesite Dike z-AD Mafic Intrusive z-IM Rhyolitic Porph. z-PR


slide52



This image shows a single, blank white slide from a presentation. The slide is framed by a thin red border. In the top-left corner, there is a small icon of a document with a green checkmark, followed by the text "slide53". The rest of the slide is completely empty and white.

REFINITIV CORPORATE DISCLOSURES | [www.refinitiv.com](http://www.refinitiv.com) | Contact Us 228/383

©2024 Refinitiv. All rights reserved. Reproduction or redistribution of Refinitiv content, including by framing or similar means, is prohibited without the prior written consent of Refinitiv. 'Refinitiv' and the Refinitiv logo are registered trademarks of Refinitiv and its affiliated companies.

**REFINITIV** 



REFINITIV 





[illegible]




 slide59REFINITIV 

slide60

REFINITIV CORPORATE DISCLOSURES | [www.refinitiv.com](http://www.refinitiv.com) | Contact Us 235/383

©2024 Refinitiv. All rights reserved. Reproduction or redistribution of Refinitiv content, including by framing or similar means, is prohibited without the prior written consent of Refinitiv. 'Refinitiv' and the Refinitiv logo are registered trademarks of Refinitiv and its affiliated companies.

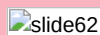
**REFINITIV** 

100 143 174 017 016 031 029 057 080 113 038 038 037 013 042 023 027 106 127 173 017 016 030 059 082 120 047 036 033 017 021 021 081 079 116 176 178 020 016 031 101 063 055 086 122 035 013  
021 021 077 076 115 176 178 047 033 034 037 059 092 108 053 049 050 018 013 021 028 076 080 083 183 048 049 048 033 062 055 042 095 092 050 018 016 021 026 077 079 082 185 031 049 048 036  
071 048 020 081 087 048 021 015 014 011 027 081 083 079 188 033 039 049 050 064 064 025 021 023 082 013 011 009 012 027 035 082 078 190 020 046 047 043 050 041 110 029 025 019 058 061 011  
012 012 010 024 077 068 116 195 023 036 061 045 044 046 108 080 063 022 022 018 012 016 009 012 025 041 067 117 202 023 036 061 042 040 084 063 063 022 052 013 024 014 007 007 026 117 195  
014 042 061 032 040 055 070 060 063 028 032 024 027 013 010 026 113 164 013 042 062 036 030 016 007 009 040 008 009 008 082 083 013 043 043 025 022 061 020 009 008 007 009 080 081 010 061  
020 021 023 010 010 054 009 079 092 073 065 192 012 045 004 009 018 045 069 021 011 009 033 088 069 062 191 056 018 009 009 041 049 048 011 018 020 022 060 057 071 189 066 005 005 009 030  
023 048 042 039 008 007 065 056 070 188 010 009 058 005 005 029 032 047 048 048 005 006 008 008 187 009 009 062 005 005 026 026 027 048 049 083 098 005 005 186 009 066 008 005 031 027 024  
025 052 053 007 011 092 005 009 078 008 008 022 025 024 025 025 044 004 006 006 066 009 070 008 008 064 018 018 019 046 007 005 004 005 046 010 067 013 015 066 066 065 017 017 015 008 004  
005 047 011 027 020 020 065 067 067 062 017 020 013 008 048 033 051 013 022 022 024 075 069 070 069 063 018 029 016 033 033 033 054 056 023 025 026 090 074 069 055 028 016 017 019 033 033  
057 062 024 024 024 072 074 089 029 028 082 016 016 019 033 012 058 058 026 026 028 039 100 037 087 086 016 016 016 019 013 055 056 039 039 040 039 039 085 088 087 017 016 016 014 014 056  
057 059 041 036 043 073 085 088 088 017 028 016 007 013 058 058 060 041 035 088 083 082 073 089 088 016 017 013 056 057 054 029 027 026 033 085 084 088 088 016 014 054 054 053 030 029 032  
033 085 084 084 088 088 013 052 033 030 051 033 033 033 084 084 084 088 011 052 034 030 050 034 034 033 096 088 084 084 050 027 013 049 053 034 034 028 102 102 102 049 030 012 049 049 034  
034 033 097 097 097 012 011 012 049 049 034 034 118 084 084 016 011 012 048 049 034 034 085 086 102 014 049 034 034 034 085 085 014 049 033 033 033 096 087 044 044 034 034 103 049 050 034  
035 107 015 050 035 035 015 045 035 037 015 051 035 017 051 035 017 035 017 034 D 1 1 - 4 2 D 1 1 - 4 3 D 1 1 - 5 8 D 1 1 - 5 9 D 7 5 - 3 8 D 7 5 - 4 2 D 7 5 - 4 3 D 7 5 - 4 C D A - 2 8 9 D A - 3 1 7 H D A - 1 1 5 D 1 1 - 4 2 D  
1 1 - 4 3 D 1 1 - 5 8 D 1 1 - 5 9 D 7 5 - 3 8 D 7 5 - 4 2 D 7 5 - 4 3 D 7 5 - 4 C D 7 5 - 8 C D A - 2 8 9 D A - 3 1 7 H D A - 1 1 5 5 0 0 3 7 5 0 3 7 5 0 2 5 0 1 7 0 0 1 0 0 0 1 8 5 0 2 9 5 0 8 2 0 7 0 8 8 3 0 0 0 3 0 0 3 0 0 4 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1  
316 059 021 004 001 001 001 001 002 001 001 001 008 002 001 001 001 001 001 006 001 001 57 010 018 007 010 003 002 440 018 007 004 007 02 004 04 020 05 012 036 022 031 022 082 029 014 031 073  
054 051 047 035 008 01 024 4 029 022 015 22 036 039 034 043 052 027 032 002 004 014 011 005 008 002 006 003 009 007 005 004 002 025 005 002 004 001 002 001 001 003 001 007 001 001 003 002 002  
025 010 001 001 001 004 010 001 008 002 004 001 001 001 001 001 011 027 017 5 006 055 013 010 007 002 004 002 001 001 002 002 002 004 002 001 002 001 001 001 001 001 001 001 001 149  
003 001 001 001 001 001 001 001 001 001 001 001 001 001 001 002 001  
001 002 003 008 009 008 058 018 017 004 004 010 036 032 05 006 026 006 016 039 253 055 075 046 062 078 063 007 002 002 003 003 018 043 016 020 011 013 049 029 017 004 032 045 048 042 039 014  
002 030 004 001 001 001 001 001 003 001 318  
029 003 009 041 041 041 309 041 064 001 003 001 001 001 001 001 001 001 001 001 001 001 003 023 001 001 001 001 001 003 003 003 006 003 012 009 015 012 018 009 064 023 543 058 023 012 023 041  
012 03 012 023 026 012 026 009 018 015 041 006 03 003 003 001 001 003 006 047 047 0 6 026 003 003 006 003 046 142 031 012 006 031 014 056 036 028 065 048 024 007 012 005 026 007 021 002 001  
001 399 001 001 004 001 001 001 001 43500 N

slide61







REFINITIV CORPORATE DISCLOSURES | [www.refinitiv.com](http://www.refinitiv.com) | Contact Us

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 53 BEHRE DOLBEAR Source: Comstock 2022 Figure 6.24. Block Model for Section 42450 N 4300 4300 4400 4400 4500 4500 4600 4600 4700 4700 4800 4800 4900 4900 5000 5000 5100 5100 5200 5200 5300 5300 2326000E 2326000E 2326000E 2326000E 2326500E 2326500E 2326500E 2326500E 2327000E 2327000E 2327000E 2327000E F-ALH2 F-ALH3 F-ALH3 F-ALH4F-ALH4 F-KC F-KC F-N50E06 F-N50E07 F-N50E09 F-N50E10 F-N50E24 F-N75E04 F-NS04 F-NS05 F-NS06 F-NW01 F-NW02 F-NW05 F-NW07 .010 .010 .008 .007 .010 .008 .006 .009 .005 .005 .005 .005 .005 .005 .010 .009 .010 .008 .023 .005 .005 .017 .016 .012 .005 .009 .006 .005 .005 .005 .004 .005 .005 .004 .007 .006 .010 .023 .008 .006 .011 .011 .016 .006 .005 .005 .005 .005 .023 .011 .008 .006 .004 .004 .008 .017 .016 .015 .007 .005 .005 .005 .005 .023 .012 .012 .008 .006 .005 .005 .005 .008 .012 .016 .006 .009 .023 .007 .009 .009 .005 .009 .010 .011 .011 .014 .020 .022 .024 .039 .072 .076 .064 .074 .006 .009 .023 .010 .006 .008 .008 .005 .007 .009 .010 .011 .014 .013 .022 .024 .066 .083 .071 .067 .008 .014 .008 .009 .008 .009 .007 .007 .007 .011 .019 .022 .021 .058 .067 .069 .084 .081 .073 .064 .022 .006 .005 .005 .006 .019 .005 .006 .011 .010 .009 .007 .007 .007 .008 .017 .019 .052 .050 .060 .075 .083 .065 .074 .002 .002 .005 .005 .006 .005 .015 .010 .027 .032 .039 .041 .056 .061 .074 .061 .069 .002 .002 .004 .005 .005 .006 .007 .010 .010 .008 .006 .024 .004 .027 .026 .033 .042 .048 .048 .058 .077 .059 .002 .002 .002 .004 .005 .005 .005 .007 .010 .006 .023 .080 .027 .028 .036 .034 .049 .052 .053 .060 .067 .070 .002 .001 .002 .004 .005 .006 .006 .006 .025 .064 .038 .031 .026 .029 .027 .035 .050 .054 .055 .059 .001 .001 .003 .003 .003 .006 .006 .006 .005 .021 .053 .031 .017 .020 .024 .018 .026 .032 .057 .064 .050 .063 .077 .003 .003 .002 .002 .004 .006 .007 .011 .011 .014 .006 .005 .023 .014 .050 .009 .015 .011 .028 .017 .018 .018 .046 .050 .046 .048 .005 .002 .003 .002 .002 .004 .006 .007 .008 .005 .023 .008 .009 .010 .051 .012 .011 .013 .025 .036 .035 .042 .045 .048 .005 .006 .002 .004 .003 .003 .001 .001 .005 .017 .011 .011 .008 .011 .011 .025 .005 .023 .008 .009 .008 .011 .009 .011 .011 .031 .033 .029 .035 .032 .034 .005 .005 .005 .001 .002 .004 .003 .002 .002 .011 .013 .011 .010 .007 .010 .025 .005 .009 .023 .023 .014 .008 .011 .037 .011 .011 .032 .025 .031 .036 .034 .049 .002 .002 .002 .002 .004 .004 .002 .002 .003 .007 .007 .015 .014 .009 .006 .007 .011 .025 .005 .006 .023 .022 .011 .009 .012 .011 .009 .011 .031 .031 .025 .019 .026 .026 .002 .003 .004 .004 .003 .004 .005 .004 .002 .004 .007 .015 .008 .010 .008 .010 .008 .025 .009 .023 .009 .012 .010 .010 .011 .021 .024 .017 .025 .022 .010 .005 .005 .005 .005 .003 .005 .004 .002 .002 .003 .005 .007 .007 .013 .008 .011 .010 .025 .006 .024 .008 .005 .007 .011 .010 .024 .025 .023 .021 .019 .024 .005 .005 .005 .006 .009 .007 .004 .006 .004 .002 .002 .002 .009 .007 .005 .013 .020 .013 .025 .005 .024 .007 .006 .007 .009 .010 .023 .022 .036 .026 .027 .006 .006 .006 .007 .007 .009 .004 .004 .004 .004 .007 .015 .008 .007 .026 .015 .025 .013 .024 .008 .013 .006 .006 .010 .017 .020 .024 .032 .025 .008 .007 .006 .007 .007 .007 .008 .008 .006 .004 .010 .006 .007 .009 .009 .023 .025 .024 .006 .006 .006 .006 .010 .016 .022 .031 .007 .006 .008 .008 .007 .007 .008 .009 .010 .010 .010 .016 .011 .007 .018 .019 .025 .024 .009 .011 .013 .006 .006 .011 .005 .014 .012 .006 .007 .006 .009 .008 .008 .009 .008 .014 .012 .012 .009 .010 .009 .010 .024 .024 .006 .007 .012 .006 .011 .007 .006 .009 .010 .021 .020 .010 .007 .012 .009 .012 .011 .011 .010 .010 .024 .026 .011 .007 .007 .008 .007 .007 .008 .007 .010 .020 .008 .008 .011 .008 .012 .012 .010 .015 .015 .016 .024 .024 .013 .011 .014 .007 .010 .008 .009 .007 .009 .008 .020 .020 .024 .009 .020 .019 .011 .009 .008 .014 .019 .023 .024 .024 .024 .024 .012 .013 .013 .007 .006 .007 .010 .008 .007 .013 .012 .012 .018 .009 .008 .005 .009 .007 .005 .006 .003 .005 .028 .012 .007 .008 .014 .016 .014 .023 .007 .007 .013 .012 .022 .023 .010 .019 .010 .011 .005 .010 .020 .028 .023 .034 .024 .024 .018 .013 .013 .005 .007 .008 .008 .009 .007 .005 .012 .010 .019 .035 .010 .009 .022 .009 .007 .008 .010 .031 .031 .024 .034 .035 .024 .016 .012 .012 .009 .008 .005 .007 .010 .010 .008 .008 .010 .011 .012 .037 .010 .010 .008 .010 .015 .009 .014 .016 .023 .035 .037 .024 .010 .016 .016 .011 .010 .011 .008 .005 .007 .007 .007 .007 .006 .010 .010 .011 .025 .025 .009 .009 .014 .010 .007 .013 .012 .019 .035 .035 .037 .026 .011 .010 .010 .012 .012 .012 .009 .010 .008 .006 .007 .007 .008 .006 .006 .010 .011 .015 .016 .012 .008 .008 .010 .013 .007 .019 .013 .034 .036 .022 .009 .014 .016 .010 .012 .013 .013 .014 .014 .010 .007 .008 .011 .009 .010 .012 .009 .010 .012 .009 .012 .013 .008 .007 .012 .011 .019 .014 .014 .037 .043 .041 .022 .007 .013 .018 .016 .009 .012 .012 .014 .014 .010 .010 .007 .006 .010 .005 .003 .014 .011 .010 .013 .006 .008 .011 .019 .015 .014 .015 .035 .041 .022 .012 .012 .013 .008 .011 .012 .005 .013 .014 .014 .008 .007 .006 .007 .008 .004 .007 .007 .004 .008 .005 .006 .022 .011 .018 .013 .016 .020 .036 .022 .012 .011 .012 .019 .013 .010 .007 .013 .013 .013 .014 .011 .008 .007 .004 .008 .005 .003 .007 .005 .012 .012 .022 .008 .012 .015 .015 .014 .015 .021 .012 .012 .012 .013 .016 .013 .007 .008 .007 .013 .012 .012 .018 .009 .008 .005 .009 .007 .005 .006 .003 .005 .028 .012 .007 .008 .014 .016 .014 .023 .011 .012 .012 .012 .014 .014 .004 .008 .009 .017 .013 .013 .015 .018 .014 .009 .007 .007 .009 .005 .005 .005 .005 .018 .007 .011 .007 .009 .011 .019 .026 .011 .011 .011 .012 .014 .016 .004 .004 .004 .007 .008 .011 .013 .015 .017 .019 .015 .007 .006 .006 .008 .003 .019 .006 .011 .011 .011 .006 .024 .003 .011 .011 .016 .012 .014 .004 .004 .004 .007 .007 .011 .011 .011 .011 .016 .020 .015 .010 .008 .007 .006 .019 .003 .005 .007 .007 .007 .024 .024 .011 .011 .011 .006 .004 .004 .007 .007 .011 .011 .011 .013 .021 .020 .016 .007 .006 .019 .021 .002 .004 .007 .007 .026 .026 .011 .011 .008 .011 .004 .004 .008 .008 .011 .013 .015 .015 .013 .018 .019 .015 .009 .019 .012 .005 .005 .002 .005 .013 .014 .012 .011







Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 55 BEHRE DOLBEAR Figure 6.26 and Figure 6.27 are detailed plan geologic maps showing the relationship between structure, stratigraphy, and drill hole locations at elevations of 5,000 feet and 4,900 feet, respectively. Figure 6.28 and Figure 6.29 are the block model plan maps at elevations of 5,000 feet and 4,900 feet, respectively.





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 56 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.26. Plan Geology at 5,000-foot Level 2325500E 2325500E 2326000E 2326000E 2326500E 2326500E 2327000E 2327000E 2327500E 2327500E 1 4 7 6 7 5 0 0 N 1 4 7 6 7 5 0 0 N 1 4 7 6 8 0 0 0 N 1 4 7 6 8 0 0 0 N 1 4 7 6 8 5 0 0 N 1 4 7 6 8 5 0 0 N 1 4 7 6 9 0 0 0 N 1 4 7 6 9 0 0 0 N 1 4 7 6 9 5 0 0 N 1 4 7 6 9 5 0 0 N 1 4 7 7 0 0



0 0 N 1 4 7 7 0 0 0 0 N 1 4 7 7 0 5 0 0 N 1 4 7 7 0 5 0 0 N 1 4 7 7 1 0 0 0 N 1 4 7 7 1 0 0 0 N 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800  
41700 41600 41500 41400 41300 41200 SV-7500 SV-7600 SV-7700 SV-7900 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800 41700  
41600 41500 41400 41300 41200 D10 -01 D10 -02 D1 -01 D1 -02 D1 -03 D1 -04 D1 -05 D1 -06 R D1 -07 D1 -08 D1 -09 D1 -10 D1 -11 D1 -12 D1 -13 D1 -14 D1 -15 D1 -16 D1 -18 D1 -19 D1 -20 D1 -21 D1 -22 D1 -23 D1 -25 D1 -26 D1 -27 D1  
-28 D1 -29 D1 -31 D1 -32 D1 -34 D1 -35 D1 -36 D1 -37 D1 -40 D1 -41 D1 -42 D1 -43 D1 -44 D1 -45 D1 -46 D1 -47 D1 -48 D1 -49 D1 -50 D1 -51 D1 -52 D1 -53 D1 -54 D1 -55 D1 -57 D1 -58 D1 -59 D75 -1 D75 -10A D75 -10C D75 -12 D75 -14  
D75 -15D75 -15C D75 -16 D75 -17 D75 -17C D75 -18 D75 -19 D75 -19C D75 -1C D75 -2 D75 -20 D75 -21 D75 -2 D75 -23D75 -24 D75 -24C D75 -25 D75 -25C D75 -26 D75 -28 D75 -28A D75 -29 D75 -2C D75 -3 D75 -30 D75 -31 D75 -32  
D75 -34 D75 -35 D75 -36 D75 -37 D75 -38 D75 -39 D75 -3C D75 -4 D75 -40 D75 -41 D75 -42 D75 -43 D75 -4 D75 -45 D75 -47 D75 -48 D75 -49 D75 -50 D75 -51 D75 -52 D75 -53 D75 -54 D75 -5 D75 -56 D75 -57 D75 -58 D75 -59 D75 -6  
D75 -60 D75 -61 D75 -62 D75 -63 D75 -64 D75 -65 D75 -6C D75 -7 D75 -7C D75 -8 D94 -15 D94 -16 D94 -18 D94 -19 D94 -20 D94 -21 D94 -24 D94 -7 D94 -8 DA- 018 DA- 019 DA- 02 DA- 021 DA- 02 DA- 023 DA- 024 DA- 025 DA- 026  
DA- 027 DA- 054 DA- 05 DA- 056 DA- 057 DA- 058 DA- 059 DA- 06 DA- 061 DA- 062 DA- 063 DA- 064 DA- 065 DA- 06 DA- 067 DA- 068 DA- 069 DA- 07 DA- 071 DA- 072 DA- 073 DA- 074 DA- 075 DA- 076 DA- 07 DA- 078 DA- 079 DA-  
08 DA- 081 DA- 082DA- 083 DA- 085 DA- 09 DA- 10 DA- 10 DA- 13 DA- 176 DA- 179 DA- 180 DA- 18 DA- 182 DA- 183 DA- 184 DA- 185 DA- 186 DA- 192 DA- 193 DA- 196 DA- 197 DA- 198 DA- 26 DA- 289 DA- 290 DA- 291 DA- 29 DA-  
293 DA- 294 DA- 310 DA- 31 DA- 312 DA- 31 DA- 317 DA- 318 DA- 319 DA- 320 DA- 321 DA- 32 DA- 360 DA- 361 DA- 362 DA- 36 DA- 364 DA- 365 DA- 36 DA- 367 DA- 368 DA- 402 DA- 406 DA- 407 DC1 1-0 DC1 1-02 HDA -10 HDA  
-10 HDA -11 HDA -12 HDA -19 HDA -120 HDA -129 HDA -13 HDA -14 HDA -15 HDA -16 HDA -17 HDA -20 HDA -25 HDA -26HDA -27 HDA -28 HDA -29 HDA -34A HDA -35 HDA -39 HDA -40 HDA -41 HDA -42 HDA -43 HDA -4 HDA -45  
HDA -46 HDA -47 HDA -48 HDA -49 HDA -50 HDA -51 HDA -52 HDA -53 HDA -5 HDA -56 HDA -58 HDA -5A HDA -6 HDA -60A HDA -7 HDA -72 HDA -73HDA -74 HDA -83 HDA -84 HDA -85 HDA -86 HDA -87 HDA -8 HDA -89A HDA -8A  
HDA -9 HDA -90 HDA -9A -008 -005 -001 -001 -013 -001-001 -002 -001-001 -068 -130 -003 -001 -002-002 -071 -023 -008 -093 -034 -001 -001 -001 -004-005 -015 -007 -016 -034 -003-005 -003 -037 -011-013 -001-001 -001-006 -002 -001 -001  
-001 -001 -001-001 -001 -001 -005 -001 -149 -015 -003 -0113 -035 -005 -034 -006 -003 -012 -004 -001 -016 -006 -001 -001 -019 -001 -001 -001 -001 -012 -002 -003 -001 -001 -016-01 -001 -015 -008 -001 -001 -028 -020 -003 -001 -001 -024 -031  
-001 -001 -018 -001 -001 -030 -001 -019 -004 -01 -009 -008 -021 -008 -004 -003 -003 -019 -094 -014 -003 -002 -005 -001 -006 -043 -015 -066 -009 -068 -001-002 -013 -013 -061 -003 -023 -023 -066 -002 -002 -003 -001 -002 -007 -005 -002 -031  
-004 -066 -02 -002 -004 -003 -008 -006 -006 -002 -001 -002 -001 -003 -002 -003 -002 -001 -001 -019 -002 -008 -001 -003 -003 -001 -001 -001 -004 -002 -002 -004 -002 -002 -002 -009 -001 -028 -003 -007 -005 -002 -002 -001 -001 -002 -001 -002  
-098 -096 -001 -055 -028 -020 -012 -030 -042 -031 -009 -005 -006 -004 -057 -012 -024 -019 -020 -009 -045 -003 -001 -001 -001 -008 -037 -004 -006 -004 -016 -048 -042 -03 -014 -036 -002 -010 -005 -125 -014 -018 -007 -001 -001-012 -003 -060  
-013 -001 -009 -038 -034 -018 -010 -003 -043 -035 -02 -714 -014 -015-023 -007 -011 -001 -018 -002-001 -001 -012 -013 -040 -021 -026 -028 -024 -009 -009 -012 -014 -009 -024 -014 -010 -001 -017 -019 -028 -015 -024 5 0 0 0 5 0 0 0 5 0 0 0 5 0  
0 0 5 0 0 0 0 0 5 5 0 0 0 0 0 5 5 0 0 0 5 0 0 0 0 0 0 0 5 0005 000 5 00 0 5 0 0 0 5 5 0 0 5 0 0 0 0 0 5 50 0 0 5 0 0 Dayton Consolidated Project Level map for Bench 5000 (10') Scale 1" = 100', 2022/10/08, MNNorred "Level  
5000"

slide67

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 57 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.27. Plan Geology at 4,900-foot Level 2325500E 2325500E 2326000E 2326000E 2326500E 2326500E 2327000E 2327000E 2327500E 2327500E 1 4 7 6 7 5 0 0 N 1 4 7 6 7 5 0 0 N 1 4 7 6 8 0 0 0 N 1 4 7 6 8 0 0 0 N 1 4 7 6 8 5 0 0 N 1 4 7 6 9 0 0 0 N 1 4 7 6 9 0 0 0 N 1 4 7 6 9 5 0 0 N 1 4 7 7 0 0 0 0 N 1 4 7 7 0 0 0 0 N 1 4 7 7 0 5 0 0 N 1 4 7 7 0 5 0 0 N 1 4 7 7 1 0 0 0 N 1 4 7 7 1 0 0 0 N 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800 41700 41600 41500 41400 41300 41200 SV-7500 SV-7600 SV-7700 SV-7800 SV-7900 43800 43700 43600 43500 43400 43300 43200 43100 43000 42900 42800 42700 42600 42500 42400 42300 42200 42100 42000 41900 41800 41700 41600 41500 41400 41300 41200 D10 -01 D10 -02 D1 -01 D1 -02 D1 -03 D1 -04 D1 -05 D1 -06R D1 -07 D1 -09 D1 -10 D1 -1 D1 -13 D1 -15 D1 -16 D1 -17 D1 -18 D1 -19 D1 -20 D1 -21 D1 -2 D1 -23 D1 -24 D1 -25 D1 -26 D1 -27 D1 -28 D1 -29 D1 -30 D1 -31 D1 -32 D1 -3 D1 -34 D1 -35 D1 -36 D1 -37 D1 -38 D1 -39 D1 -40 D1 -41 D1 -42 D1 -43 D1 -4 D1 -45 D1 -46 D1 -47D1 -48 D1 -49 D1 -50 D1 -51 D1 -53 D1 -54 D1 -5 D1 -56 D1 -57 D1 -58 D1 -59 D75 -1 D75 -10A D75 -14 D75 -15 D75 -15C D75 -16 D75 -1C D75 -2 D75 -2 D75 -2C D75 -23D75 -24 D75 -31 D75 -32 D75 -34 D75 -35 D75 -36 D75 -37 D75 -38 D75 -40 D75 -43 D75 -4 D75 -45 D75 -48 D75 -49 D75 -50 D75 -51 D75 -52 D75 -53 D75 -54 D75 -5 D75 -56 D75 -59 D75 -5C D75 -6 D75 -60 D75 -61 D75 -63 D75 -9C D94 -2 D94 -23 DA- 01 DA- 02 DA- 03 DA- 04 DA- 05 DA- 06 DA- 08 DA- 09 DA- 01 DA- 012 DA- 013 DA- 014 DA- 029 DA- 03 DA- 031 DA- 032 DA- 03 DA- 034 DA- 035 DA- 036 DA- 037 DA- 039 DA- 04DA- 041DA- 042 DA- 043 DA- 04 DA- 045 DA- 046 DA- 047 DA- 048 DA- 049 DA- 05 DA- 051 DA- 052 DA- 053 DA- 08 DA- 09 DA- 091 DA- 092 DA- 093 DA- 094 DA- 096 DA- 097 DA- 158 DA- 159 DA- 175 DA- 178 DC1 1-0 DC1 1-02 HDA- 73 SV1 2-01 SV1 2-0 SV1 2-06 SV1 2-07 .017 .019 .001 .001 .001 .001 .001 .001 .236 .003 .008 .001 .001 .001 .003 .014 .001 .012 .002 .001 .085 .004 .001 .026 .001 .008 .001 .001 .001 .003 .001 .002 .022 .010 .012 .004 .010 .001 .001 .001 .003 .005 .014 .014 .001 .001 .001 .002 .001 .004 .001 .066 .006 .046 .001 .002 .007 .018 .028 .001 .034 .001 .017 .078 .005 .004 .004 .014 .002 .074 .049 .090 .001 .002 .018 .129 .023 .006 .001 .005 .024 .001 .019 .029 .011 .011 .002 .001 .005 .030 .009 .001 .004 .025 .061 .008 .008 .062 .004 .006 .006 .002 .007 .003 .025 .024 .011 .0 6 .010 .003 .004 .007 .005 .007 .005 .003 .003 .003 .003 .005 .004 .002 .010 .008 .010 .008 .007 .002 .004 .001 .002 .003 .001 .002 .001 .003 .002 .002 .002 .001 .003 .011 .002 .000 .000 .005 .009 .037 .025 .006 .012 .002 .006 .002 0 0 9 4 0 09 4 0094 4 9 0 0 4 9 00 4 90 0 0 4 Dayton Consolidated Project Level map for Bench 4900 (10) Scale 1" = 100', 2022/10/08, MNorred "Level 4900"

slide68









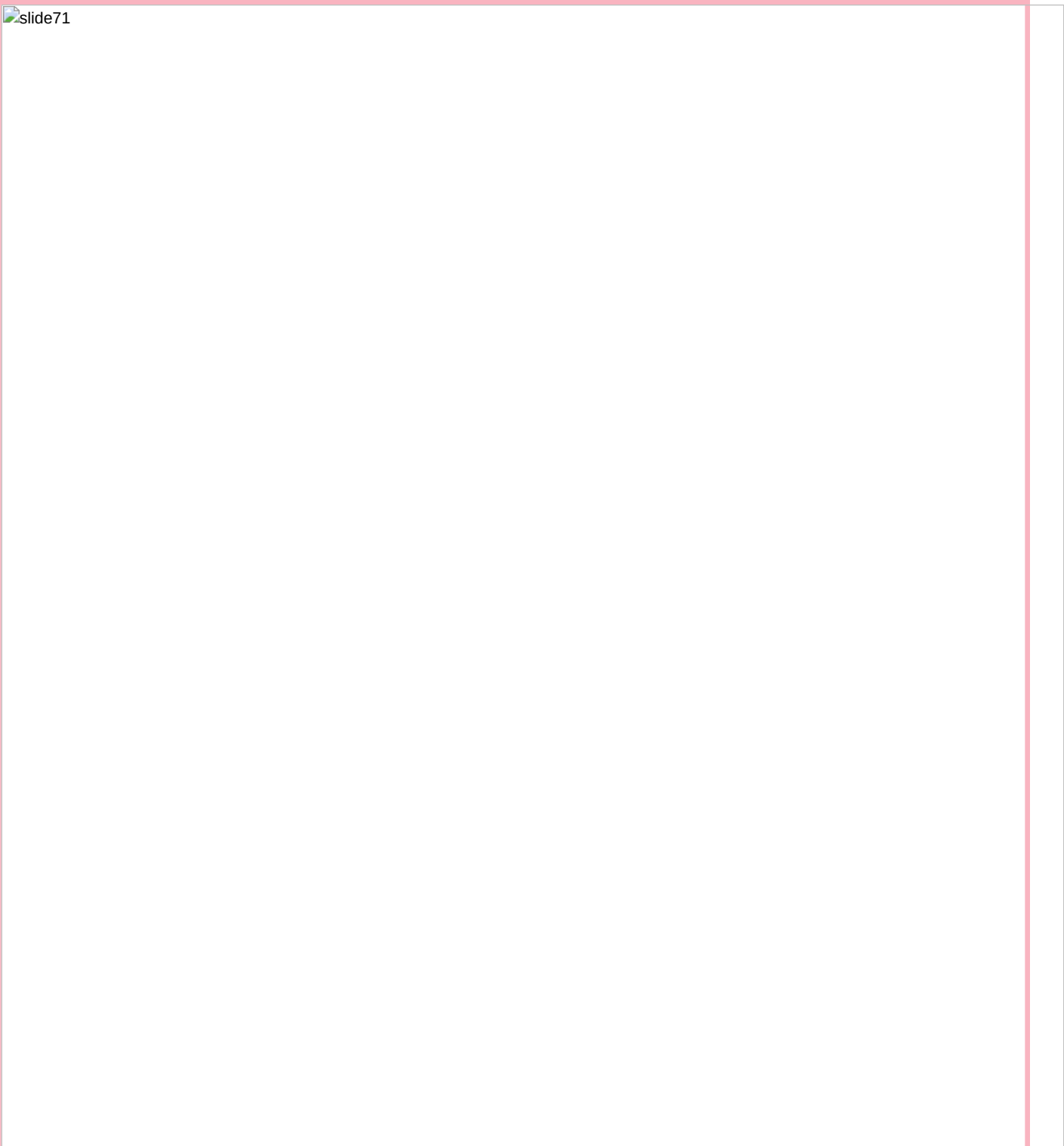
33.035.085.063.062.070.012.017.014.014.016.018.012.010. 10.011.015.021.025.028. 002.002.010. 11.010.010. 10.010. 10.010. 11.013.013.012.012.007.007.010.014.020. 24.022.019.020.  
35.084.082.063.083.012.009.014.017.018.012.010.009.010.014.015.025.028.028. 002.001.010. 10. 10.002.010.010. 10.010.  
12.012.012.012.012.009.006.011.019.024.019.019.019.024.035.077.063.063.083.012.009.047.052.015.012.009.009.010. 14.014.007.016.028.027. 002.001.010. 10. 11.002.010.010. 10.010.  
12.012.012.012.011.012.011.015.022.019.022.019.019.024.083.082.063.083.083.009.067.047.053.011.010. 09.010.013.013.006.011.022.028.024. 002.010. 10. 02.010. 10.010.  
10.011.011.012.009.007.006.013.013.023.025.025.019.019.024.087.077.082.083.083.083.062.012.055.044.010.009.008.013.012.007.006.017.020. 24.021. 002.010. 02.002.010. 10.010.  
01.01.011.009.008.006.011.014.013.011.017.026.019.018.075.105.082.063.083.083.057.075.055.045.009.008.013.012.007.006.012.019.019.024.021. 002.010.012.012.012.012.012.009.009.007.012.014.015.020.  
11.026.018.018.071.079.110. 82.083.083.055.057.068.055.044.009.008.009.012.013.007.007.016.019.015.020. 011.019.012.012.013.010. 03.007.012.015.015.020.022. 019.018.015.071.  
04.109.083.083.059.057.058.054.011.009.008.009.013.011.010.007.015.019.018.014.020.021. 011.011.018.018.018.011.010. 09.007.015.012.015.020.022. 019.086.109.062.083.083.055.058.070. 09.010. 08.008.013.011.010. 11.010.  
19.019.016.009.021.022. 011.018.017.018.018.004.004.007.013.015.015.020. 22.022. 089.108.056.058.083.055.057.058.009.011.008.008.009.011.009.010. 12.016.019.018.014.010. 21.011.  
006.006.017.017.018.018.004.004.005.014.026.020.020. 24.022. 075.007.058.058.083.057.056.010. 12.009.009.009.013.009.009.011.016.019.018.014.009.009.011.010. 08.  
005.005.017.017.018.018.004.005.004.011.026.025.024.019.018. 038.074.010. 13.010. 55.057.010.009.009.009.009.013.010. 09.010. 11.011.019.018.009.010.009.011.010. 08.015.  
005.005.017.017.018.011.006.004.006.026.025.025.029.029.048. 076.063.013.010.010. 11.011.010.012.009.009.009.011.009.008.010. 16.017.018.014.009.010.012.010.008.015.026.030.  
005.017.006.012.018.011.006.005.006.029.028.056.029.050. 013.013.010.011.011.010. 09.009.009.008.013.010.008.009.010. 12.017.014.009.010. 10.011.010.009.026.028.020. 21.  
005.013.006.012.013.011.006.006.011.028.028.029.053.025. 010.011.010.009.010.009.009.009.011.008.009.011.016.015.018.014.009.010. 11.010. 09.015.026.030.020. 14.017. 007.007.006.004.018.004.005.005.011.024.027.026.033.  
029.009.009.010.009.009.013.009.008.006.010.012.016.014.009.010.011.011.010. 09.026.028.018.019.014.017.015. 006.007.011.004.005.005.005.009.024.025.023.025.032. 044.030.  
041.037.034.009.009.009.013.008.008.011.017.015.016.014.009.010.011.011.009.015.026.030. 19.014.011.016.012. 006.011.004.005.006.005.009.022.022.023.023. 044.030. 24. 040.036.047.039.041.036.009.012.008.006.010.  
12.016.016.009.010. 11.010. 10.015.026.029.019.019.014.010.016. 006.011.011.006.005.006.005.022.020. 08.022. 030. 40.030. 25.051. 035.046.033.037.050.039. 008.011.017.015.016.014.010.010. 11.011.009.015.026.019.019.  
01.010.010.012. 005.011.011.004.006.007.005.015.020.019.005. 041.033.029.034.062.032.034.029.038.049.044.027. 012.011.019.015.016.009.010.011.010.009.015.026.029.019. 011. 005.010. 11.005.005.006.005.021.013.019.018.  
028.041.031.026.033.031.032.025.034.043.043.044. 013.034.038.014.016.014.010. 10.011.011.009.015.026.018.019. 011.011. 004. 005.010. 10.006.005.006.005.018.012.020.040. 026.031.034.028.027.028.031.023.032.031.020.046.049.  
016.035.035.009.021.019.018.011.010. 09.015.026.028.019. 009.012. 004.005. 005.011.010. 04.006.005.007.005.018.013.017.023. 032.031.028.032.028.028.025.031.032.030. 19.015.014.  
013.046.037.039.018.017.019.021.013.011.017.015.028.018.019. 005. 004.005.017.016.005.005.011.010. 04.006.006.007.008.017.012.036.042. 031.030.  
30.027.014.027.028.023.026.032.017.020.015.014.013.014.049.034.012.021.019.021.012.008.020. 18.011.007.004.022. 009.005. 005.011.016.016.016.022.011.004.026.006.006.007.005.017.017.020. 011.030.030.  
26.009.014.032.023.034.011.032.019.016.014.016.013.010. 40.050. 11.011.018.025.019.017.022.013.007.005.005.005.003. 005. 005.011.010.014.007.006.022.027.027.006.006.007.005.029.016.020.  
018.025.019.008.025.030.023.029.025.041.029.012.014.012.012.013.013.004.009.013.018.017.017.013.022.019.011.007.004.005.004.002. 005.005.011.010.023.007.006.005.030. 33.006.007.005.005.025.017.019.  
017.023.023.016.021.024.023.026.025.027.036.033.044.013.009.011.014.008.006.011.019.018.019.018.017.013.019.007.005.005.004. 005.024.010. 10.008.007.005.005.021.022.007.008.005.029.018.017.  
035.035.018.027.015.024.022.014.014.024. 034.037.043.012.009.012.009.003.014.017.020.018.011.010. 17.020.010. 06.005.005.004. 032.010. 32.008.007.005.027.028.030.030. 05.005.028.019.  
036.036.017.028.024.017.027.021.019.014.021. 033.044.046.011.012.018.005.008.022.018.024.022.015.011.023.010.007.004.005.005.003. 008.005.005.030.029.031.031.005.017.032.020.034.037.036.017.029.018.035.018.015.023.014.  
045.045.049.055.020. 11.005.017.014.020. 22.010. 11.016.019.008.005.005.005.004. 030.031.032.037.014.015.015.037.034.037.017.022.023.017.023.015.027.016. 040. 42.050. 49.004.008.016.021.012.005.003.010. 16.024.010.  
05.012.012.012. 011.037.015.015.015.042.043.038.037.017.021.017.026.020.019.015. 041.053.054.007.004.004.016.006.006.004.013.013.021.017.007.012.013.012.012. 005.013.014.012.015.014.043.041.036.018.017.020.  
16.027.016.020. 15. 036.039.051.053.004.003.015.016.006.005.004.011.021.022.011.012.014. 007.012.013.013.051.084.032.033.022.025.022.017.018.020. 19.018.034.  
034.041.048.039.004.019.017.006.007.005.018.013.023.015.008. 013.013. 007.012.019.013.040. 69.085.046.055.026.025.025.017.016.016.014.023.025. 038.038.036.005.004.016.006.007.014.015.019.019.023.013.012.  
007.007.016.018.039.041.084.160.026.064.088.007.013.010. 20.016.026.031.023. 039.035.035.045.004.016.018.017.016.014.018.020. 22.015.012.012. 007.012.016.019.040.052.123.055.064.075.110. 57.014.013.016.009.009.025.013.  
035.036.039.042.004.018.006.009.009.020. 27.033.020.013.019.013. 007.016.018.013.032.111. 32.048.059.109.080. 40.010. 10. 08.009.015.017.017. 041.041.042.004.017.018.011.012.010. 21.030.024.015.020. 18.014.018. 008.015.020.  
19.052.057.123.138.057.059.066.045.038.010. 22.019.010. 12.016. 025.041.042.006.021.007.008.008.018.030. 27.018.016.019.014.015.018. 014.018.021.013.052.112.132.138.065.058.045.041.014.015.019.009.011.012.016.  
022.027.027.032.029.018.018.010. 08.018.021.023.020. 15.020. 17.019.017.013. 016.019.025.013.087.161.138.164.070.067.055.050. 16.019.018.010.012.017.019. 022.030.  
22.031.032.051.041.064.049.017.019.023.018.016.015.008.016.010. 13.016. 014.014.055.082.162.164.188.115.080. 61.053.019.019.010. 11.013.017.  
021.020.024.026.031.016.058.062.047.008.009.009.023.016.016.015.011.012.012.017.019. 014.085.105.091.100.102.088.058.049.009.021.012.010. 11.016.015. 019.021.030.022. 044.048.068.007.008.011.012.011.010.015.009.010.  
17.013.017.021. 092.102.097.100. 96.060.048.052.021.020.011.010. 11.013.016.014.017.017.032. 037.013.008.035.008.011.011.011.009.009.007.005.007.013.017.019.023. 091.096.100.  
015.042.054.012.012.012.011.012.013.018.019.014.016.028. 043.013.010. 05.008.008.011.009.009.006.005.003.006.006.010. 14.022. 011.091. 09.025.040. 16.019.010.011.011.028.027.019.020. 16.  
038.012.013.006.005.008.008.011.012.009.007.007.004.004.007.009.011.008. 012.111. 64.054.014.026.010. 35.012.030. 26.020. 17.016. 046.014.012.010.005.004.009.012.011.008.008.006.005.004.005.006.009.010. 012.090.105.130.  
51.026.033.025.033.061.033.014.013. 030.040. 55.013.011.006.005.006.008.013.011.010.008.007.005.004.006.009.010.009. 087.093.040. 53.047.027.042.041.037.040. 31.016.  
015.042.054.012.012.017.017.006.005.007.011.011.008.008.007.006.004.005.005.009.009.013. 083.055.053.049.047.025.048.045.055.031.040. 21. 018.022.028.007.013.011.009.006.007.020.011.011.010. 09.007.004.005.006.009.011.010.  
051.051.051.008. 18.048.054.051.070. 34.018. 019.021.026.009.013.014.011.012.006.009.017.017.010.009.007.006.006.010.010.008.017. 049.050.050. 23.020. 23.065.057.056.059.037.  
023.025.026.050.012.012.013.013.015.016.018.019.013.008.007.007.006.005. 009.010. 093.048.044.026.023.023.056.064.064.071.045. 034.025.020. 10.012.012.014.013.012.015.015.018.018.016.014.011.007.007.008.  
003.046.046.052.026.023.061.056.069.075.068.053. 040. 39.028.007.014.012.015.015.013.013.015.018.019.014.014.010. 009. 044.044.050. 26.023.023.060.  
65.075.083.054.045.037.039.032.012.012.014.015.016.014.016.016.015.013.015.015.010. 010. 003.042.048.049.025.023.023.059.063.086.082.051.050. 38.037.011.011.017.013.016.015.016.017.016.016.026.012.020.  
016.013.016.046.048.022.023.023.020. 70. 76.066.047.037.046.032.011.017.014.015.013.016.016.013.015.029.014.021.017. 017.018.046.058.049.023.020.020.  
81.081.048.041.039.042.045.044.054.015.014.014.015.022.022.027.023.018.010. 09. 010. 020. 22.049.049.019.020.025.068.063.039.042.045.046.029.044.036.036.110.016.022.020. 18.016.020. 17.011.010. 008. 020. 23.023.050.050.  
25.025.022.051.046.049.062.032.031.052.058.087.078.081.018.021.019.015.017.009.010. 12. 023.024.050.050. 25.022.022.048.051.049.052.031.053.054.040.086.084.043.017.017.018.016.018.011.010. 10. 011.  
027.027.058.059.022.022.022.046.064.045.029.052.051.068.077.077.042.016.019.015.026.010. 10.012. 014. 019.031.035.053.050. 59.023.024.031.046.052.031.051.054.053.060.086.043.046.014.018.015.028.009.011.013.  
029.030.054.047.033.085.086.119.042.052.049.029.053.047.061.063.046.046.051.014.014.027.010. 11.014.013.014. 026.048.041.032.112.146.167.050.035.032.052.053.042.067.071.046.046.010. 15.030. 21.009.013.013.014.  
045.032.068.143.086.133.027.030. 35.065.042.075.070. 46.046.053.010. 11.027.009.013.014.009. 026.040. 63.124.141.078.076.039.035.043.043.074.071.077.065.079.051.016.006.019.007.  
023.017.033.072.082.074.076.035.039.031.064.038.070.143.056.064.077.026. 022.020. 11. 018.021.041.055.077.069.067.047.032.037.044.048.074.142.121.042.059.075.026. 022.016.063.033.067.070.065.079.027.046.045.047.037.071.  
04.107.029.075.072. 021.017.016.034.058.059.074.070. 32.026.045.043.044.072.141. 10.033.026.068.023. 016.016.032.072.105.062.019.037.043.043.047.077.068.122.108.029.015.062.  
016.016.031.029.066.022.034.039.047.043.017.068.061.021.033.027.075. 016.015.032.030.077.021.045.031.035.060. 47.065.065.016.031.056. 011.012.012.076.070. 42.031.036.042.049.060.063.018.015.079.079.  
013.011.018.069.088.037.033.040.039.045.059.046.016.015.102. 012.017.020. 70.037.034.041.043.050. 41.042.044.048.028. 020. 20.034.033.035.028.043.050.019.045.054.058.075.026.016. 189. 021.020.033.060.029.043.050.  
56.039.069.054.047.061.025.014.012. 084.116.120. 020. 20.058.039.039.050.039.025.048.044.018.051. 013.010. 10. 08.099.116. 194.020. 46.047.043.050. 41.110. 29.025.019.058.061. 011.012.012.010.024. 077.068.116. 195.  
047.042.050.040.120.028.022.019.078.084. 011.012.012.010.024. 077.105. 193. 020. 29.038.029.090. 97.028.019.017.076. 021.013.011.012.012.028. 077.105. 191. 023.031.032.036.092.026.021.019.065.082. 003.011. 014.021.  
023.029.036.033.072.021.019.018.091. 013.009.011. 021. 020. 29.033.033.025.024.018.020. 010. 12.015. 020. 29.032.060.024.016.057. 017.009.015. 020. 28.031.054.023.027. 019.009.012. 020. 28.027.025.030.46.057. 020. 10. 09.  
016.025.067.030.033.061.069.056.011. 01. 025.025.063.063.067.073.048.053.057. 019.025.014.064.063.055.050.057.052.057. 021.025.013.065.072.060. 54.050. 31. 021.025.011.065.059.050. 44.054. 019.025.011.011.043.042.036.  
015.022.010.013.039.035.011. 015.022.024.009.010. 33.011. 020. 15.008.036.011. 020. 54.047.044.058.040. 020. 47.044.058.058. 020.018.047.044.058.041. 018.044.044.041.038. 044.041.039. 041.039.D10-01.D1-02.D1-01.D1-02.D1  
03.D1-04.D1-05.D1-06R.D1-07.D1-09.D1-10.D1-11.D1-13.D1-15.D1-16.D1-17.D1-18.D1-19.D1-21.D1-22.D1-23.D1-24.D1-25.D1-26.D1-27.D1-28.D1-29.D1-30.D1-31.D1-32.D1-33.D1-34.D1-35.D1-36.D1-37.D1-38.D1  
39.D1-40.D1-41.D1-42.D1-43.D1-44.D1-45.D1-46.D1-47D1-48.D1-49.D1-50.D1-51.D1-53.D1-54.D1-55.D1-56.D1-57.D1-58.D1-59.D75-1.D75-10A.D75-14.D75-15.D75-15C.D75-16.D5-1C.D75-2.D75-2.D75-2C.D75-23D75-24  
D75-3.D75-31.D75-32.D75-34.D75-35.D75-36.D75-37.D75-38.D75-4.D75-43.D75-4.D75-45.D75-48.D75-49.D75-50.D75-51.D75-52.D75-53.D75-54.D75-5.D75-56.D75-59.D75-5C.D75-6.D75-60.D75-61.D75-63.D75-9C  
D94-2.D94-23.DA-01.DA-02.DA-03.DA-04.DA-05.DA-06.DA-08.DA-09.DA-01.DA-012.DA-013.DA-014.DA-029.DA-03.D

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 60 BEHRE DOLBEAR Locally, where drilling has progressed westward, a small anticlinal feature is seen with minor amounts of mineralization along the crest of the anticline where favorable host rocks are present. The northern-most drill holes and drill section is 43700 N. It is interesting to note that high-grade mineralization is open ended to the north. Hole D11-21 intersected a high grade zone of 135 feet averaging 0.218 ounce of gold/t and 0.685 ounce of silver/t (measured down the drill hole, not true thickness) with some samples returning over an ounce of gold per ton along a N50°E fault. The adjacent angle hole D11-23, intersected 35 feet averaging 0.117 ounce of gold/t and 0.513 ounce of silver/t. Both holes bottomed in mineralization. The southern-most drill section in the Dayton resource is 41250 N where all holes drilled within the boudin-graben feature are along the crest of a small anticlinal feature and no holes were drilled in the prospective central area. Further south, the next set of holes are in Spring Valley where angle hole SV12-05 intersected from 135-225 feet (90 feet) averaging 0.027 ounce of gold/t and 0.148 ounce of silver/t, intersected from 235-265 feet (30 feet) averaging 0.028 ounce of gold/t and 0.050 ounce of silver/t, and intersected from 285-380 feet (95 feet) averaging 0.041 ounce of gold/t and 0.093 ounce of silver/t with internal intervals at higher grade. 6.6 DAYTON ADIT SAMPLING The Dayton adit (approximately 485 feet long) provides an excellent opportunity to map across a significant portion of the Dayton mineralized system. In 2018, Comstock conducted a detailed sampling program starting 226 feet from the portal with samples collected based upon geologic attributes. Twenty-six samples were collected in all with each sample based upon two separate cuts across the adit walls. The samples were sent to American Assay Laboratories (AAL) in Sparks, Nevada for fire assay and ICP multi-element analyses. Because sample boundaries were based upon geologic features (lithology and/or structure), smearing of higher-grade areas into lower grade areas were avoided. Additionally, work was focused upon the zone of black manganese oxide/clay and mega-breccia. Samples averaged about 3.5 feet (horizontally) and assays returned a total of 90.8 feet averaging 0.042 ounce of gold and 0.43 ounce of silver/t. This program did not sample the entire length of the Dayton adit but was focused upon obtaining detailed structural and lithologic information primarily



within a portion of the mega-breccia sub-unit. Additional details not readily seen in drill cuttings or on surface but exposed in the Dayton adit are: • Black sooty manganese oxide/clay zone is part of a hydrothermal vent zone that hosts sub-millimeter particles of native gold. • There are multiple zones of brecciation and shearing not seen on the surface. • The ferro-manganese/clay matrix hosts breccia blocks and inner blocks of matrix supported breccia fragments composed of quartz porphyry, felsic porphyry, and basaltic andesite. • The mega-breccia unit is well exposed. • A near vertical sheared andesitic basalt intrusive is not part of a breccia block and displays boudinage textures. Comstock has identified several stacked sub-units that are collectively referred to as the Dayton cryptodome, composed of breccias and/or intrusive units, many of which host mineralization. Regionally, the Santiago Canyon Formation tuff hosts oriented glass shard fragments. In the mineralized sub-units, phenocrysts and shards are randomly oriented, the quartz eye phenocrysts of the quartz porphyry have dissolution rinds and veinlets of kermesite are common in the basaltic basal breccia. Fifteen separate units define the mineralized zones; however, several generally are un-mineralized. Figure 6.30 is a cross section across the Dayton Adit showing the results of Comstock's specific rock type sampling and the results of the historic sampling to the back of the adit. Note the good correlation of grade to stratigraphic host units.

---




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 61 BEHRE DOLBEAR Source: Comstock, 2022 Figure 6.30. Geologic and Assay Cross Section of the Dayton Adit The QP did not undertake sampling in the Dayton adit, but past carload and channel sampling by multiple independent companies within the tunnel returned very similar results. The carload samples, taken by Consolidated Eldorado, showed 261 feet, having an average grade of 0.068 ounce gold/ft. Nevex, in 1986, sampled the westernmost 205 feet on the north face and returned an average grade of 0.054 ounce gold/ft. MECO sampled the westernmost 226 feet on the south face and returned an average grade of 0.064 ounce gold/ft. 6.7 DAYTON PROJECT GEOLOGIC MODEL The Dayton deposit is similar to other deposits in the Comstock Mining District and to other Miocene-aged, volcanic-related, precious metal bonanza and bulk tonnage epithermal systems. Pre-mineral volcanism included ash-fall, ash-flow, and intrusive activity followed by several periods of andesitic magmatic events. Three major structural features, the Comstock, Occidental, and Silver City fault zones, offset the volcanic and minor volcanoclastic units and were critical to ground preparation for later mineralizing events. Pre-mineral barren quartz, alunite, pyrophyllite, and clay alteration (high-sulfidation style) are zoned outward from mostly discontinuous, crudely radial fractures associated with andesitic intrusions. Blanket-like cristobalite, alunite, and kaolinite alteration exposed at the periphery of the 5000 5000 5100 5100 3. 6. 0 2 7 0. 4 0 3 3. 8. 1 1 5 0. 3 1 8 2. 8. 0 3 6 0. 5 0 8 2. 9. 0 2 0 0. 7 9 4 3. 0. 0 1 9 0. 4 0 1 2. 4. 0 4 9 0. 5 4 9 3. 4. 0 2 3 0. 9 5 8 3. 5. 0 3 0 1. 1 6 2 3. 9. 0 4 7 0. 6 2 7 5. 7. 0 1 1 0. 2 9 2 2. 9. 0 1 0 0. 2 3 4 4. 2. 0 2 6 0. 2 0 7 2. 2. 0 3 0 0. 3 1 0 2. 8. 0 2 5 0. 1 4 0 3. 7. 0 6 4 0. 2 8 0 3. 5. 0 3 9 0. 3 1 8 3. 6. 0 2 4 0. 1 8 4 4. 0. 0 4 9 0. 3 1 8 3. 5. 0 6 6 0. 4 4 2 3. 3. 0 3 6 0. 1 5 5 3. 3. 0 6 9 0. 1 1 4 3. 9. 0 1 8 0. 1 6 1 3. 5. 1 6 0 1. 2 9 8 2. 3. 0 2 2 0. 0 9 1 1. 7. 1 7 4 0. 5 2 9 7. 4. 0 1 8 0. 1 2 3 Historic Sampling 171.2' 0.059 opt Au Idealized Section Through Dayton Adit Scale 1" = 50' 50 25 0 50 100 NW15 NW16 NW12 f t A u ( o p t ) A g ( o p t ) 225' to portal

slide72

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 62 BEHRE DOLBEAR district may be linked to pre-ore alteration near the paleo water table. Later, large tonnages of low-grade, precious metal-bearing massive quartz, quartz-adularia, and quartz-calcite were deposited in major fault zones that also localized the younger bonanza-grade deposits. Quartz-chlorite-illite-localized muscovite (sericite) alteration (deep low-sulfidation style) developed coeval with vein deposition. Propylitic alteration evidenced by chlorite and epidote, formed haloes around the higher-temperature portion of veins. Adularia and bladed calcite indicate boiling events during the deep low-sulfidation activity. The main stage of gold-silver-copper-zinc-lead bonanza ores was deposited late in the low-sulfidation event in dilatant zones in the major fault zones. Widespread lower-grade mineralization was developed at intersections of north and northwest striking fault zones with northeast striking cross cutting structures and in large envelopes surrounding the higher-grade veins. At the Dayton Project, detailed mapping of the surface, underground workings and the use of a blast hole drill rig allows for additional details in the genetic model. The majority of mineralization lies between two boundary faults identified as NW-01 and NW-02 both northwesterly striking faults. The NW-01 dipping westerly and NW-02 dipping easterly faults are previously shown in Figure 6.8. Beginning at the south end of the mineralization bounded by structure N75E-02DN (Amazon fault) and proceeding northward, the two faults, NW-02 and NW-01, are sub-parallel and separated by about 300 feet. The faults have been offset by numerous cross cutting structures but maintained the approximately 300 feet of separation for about 800 feet northward. At this juncture, structure N75E-03DN is intersected. At this location the two boundary faults begin to diverge for about 900 feet northerly until their maximum lateral separation is reached measuring about 800 feet. At this location, a through-going structure identified as structure N50E-10DN (apparent left lateral strike slip movement) is intersecting structure N75E-07DS (apparent right lateral strike slip movement). Geometrically, this location is a focal point because the two boundary faults (NW-01 and NW-02) begin to converge northerly for about 900 feet until their separation is 350 feet where they intersect the Haywood fault. The resultant shape in plan view, as shown in Figure 6.8, is a boudin-shaped graben with the northerly axis measuring 2,800 feet long. The N75E-03DN and the Haywood fault produced the original wrenching strain couple that allowed for the rupture and the resulting graben. The sub-units of the Dayton cryptodome have not been identified by drilling or surface mapping east of the NW-01 fault strongly suggesting that the hydrothermal mineralization is focused within the boudin-graben feature hosting the Dayton mineralized body. Figure 6.8 also shows the location the Dayton adit and the portion lithologically and structurally sampled in 2020. Comstock theorize that the ruptured fissure openings were conduits for multiple events of volcanic intrusive rocks, breccias, and hydrothermal fluids. The northerly strike length of the mineralized body of the Dayton Project is positioned between two sub-parallel apparent left lateral N75E faults: the Haywood and the Amazon. As the two faults were activated, the apparent left lateral slip movement produced a tensional shear couple resulting in a sigmoidal rupture opening of the southern extension of the Silver City fault and generated two boundary faults, NW-01 and NW-02. This opening acted as a conduit for multi-episodic volcanic intrusive breccia events. In addition to the development of the "Silver City fault Sigmoid," re-activation of structures N75E-07DS and the Haywood fault formed a tensional couple further wrenching the opening. The ensuing geometry of the rupture and filling with the intrusive breccias produced an elongated geometric boudin shaped graben. After close inspection of Calkins's map trace of the Silver City fault at the Dayton Project (Calkins, 1945), it was found to have a near similar trace as the east dipping western bounding fault of the boudin (NW-02). The layer effect and geometries of the breccias and eventual mineralized zones are the remnants of the volcanic pile that filled the resultant graben. Comstock staff recognizes the presence of volcanic domes termed "cryptodome" (J. Szepesi, et al., 2019 and J. Lexa, et al., 2010) and "autoclastic dome" depicted in Figure 6.31 and Figure 6.32, respectively. The QP opines that this explanation is reasonable based upon field relationships.

slide73

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 63 BEHRE DOLBEAR Source: Comstock, 2022 (from J. Lexa, et al., 2010) Figure 6.31. Cryptodome Source: Comstock, 2022 (from J. Szepesi, 2019)  
Figure 6.32. Autoclastic Dome

 slide74

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 64 BEHRE DOLBEAR 7.0 EXPLORATION 7.1 EXPLORATION PROCEDURES AND PARAMETERS The entire southeast extension of the Silver City fault zone (as it was recognized at the time) was considered an advanced property with historic underground and open-pit operations with historic resources when the Company began their exploration program in 2007. Prior to the drilling program undertaken by the Company, they conducted district-wide surface geochemical surveys (rock chip and shallow auger sampling), detailed outcrop geologic mapping, and limited exploration drilling that identified multiple favorable targets with extensive bulk mineralization. Rock chip sampling of outcrops included select sampling of mineralized veins and structures along with lithologic sampling. Mine dumps, open-pit bench faces, and underground workings were sampled when feasible. All available Comstock Mining District maps were compiled and digitized, and studies were initiated on aerial and satellite imagery in attempt to better understand the major controls of district-wide mineralization. Detailed reviews of historic mine reports identified new target areas. [axes paid. For Incentive-Based Compensation](#) prospective veins, structures, and geology in old underground workings. Results of the sampling, mapping, and studies of historic underground and open-pit mine map data confirmed the presence of surface mineralization related to the Silver City fault zone and stratigraphic controls on widespread low- grade gold mineralization. The surface sampling results were not used in establishing resources but rather to establish the controls and location of mineralized structures; and to locate areas of potential bulk mineralization. Continued detailed geologic mapping and sampling, petrographic studies of lithologies, and alteration studies along with several ground magnetic surveys (survey by Magee Geophysical Services, LLC and interpretation by Wright Geophysics in the Spring Valley target area south of Dayton) and wider-spaced exploration drilling have allowed for the discovery of several new zones of extensive mineralization. 7.1.1 Surface Sampling Methods and Sample Quality Surface sampling is not generally used in defining resources. Where surface sampling has been used as a parameter in resource estimation, the sampling is conducted by collecting representative channel samples. In the Dayton adit, various generations of channel sampling (MECO, Consolidated Eldorado, and NEVEX) have confirmed the nature of the bulk tonnage mineralization (Behre Dolbear, 2011). Select sampling is used to delineate structures and to quantify the geochemical nature of those structures. The QP confirms that the surface sampling method and sampling quality is representative in that they serve the purpose of defining anomalous structures and anomalous stratigraphy that are then qualitatively sampled by RC and diamond drilling. Resource estimations are

however, nearly entirely based upon RC and diamond drilling sampling results. Sampling results in the Dayton adit are also used in the resource estimation and modeled as a horizontal drill hole. 7.1.2 Location and Nature of Surface Samples Collected Sampling and detailed geologic mapping have focused on channel and selective structures, veins, and lithologies. In 2015, about 3,080 blast hole samples were collected from 408 blast holes drilled to a maximum depth of 82 feet. The results have been critical in defining several mineralized structures. This will be instrumental in future drill hole site planning. 7.2 GEOPHYSICAL SURVEYS 7.2.1 Ground Magnetic Surveys An early preliminary ground magnetic survey over the southern part of the property (Spring Valley) resulted in magnetic lows following known mineralized structures. A more detailed follow-up survey covering the Spring Valley

 slide75

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 65 BEHRE DOLBEAR target area and southern part of Dayton resource was undertaken by Magee Geophysical Services, LLC based in Reno, Nevada and interpreted by J.L. Wright of Wright Geophysics. The survey was undertaken on February 24-25, 2011 and March 11, 2011. A stock price of \$f 39.7 line kilometers of magnetic data was acquired along 25-meter spaced east-west lines. Geometrics Model G858 Cesium Vapor magnetometers were used for line surveying and real-time differentially-corrected GPS used for positioning. The location of the survey is shown in Figure 7.1. The resultant ground magnetic map and geologic and structural interpretation is shown in Figure 7.2. Source: Wright Geophysics, 2011 Figure 7.1. 2011 Ground Magnetic Survey Area – Spring Valley Area

slide76

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 66 BEHRE DOLBEAR Source: Wright Geophysics, 2011 Figure 7.2, 2011 Ground Magnetic Survey Map and Interpretation 7.2.2 Airborne Versatile Time-domain Electromagnetic Survey (VTEM™) A VTEM™ airborne magnetic/electromagnetic survey over the Company's property was conducted by Geotech Ltd., based in Toronto, Canada for Comstock Inc. The survey consists of 121.7 line-km flown with an Aerospatiale (Astar) 350 B3 helicopter. A Terra TRA 3000/TRI 40 radar altimeter was used to record terrain clearance. The navigation system used was a Geotech PC104 based navigation system utilizing a NovAtel WAAS (Wide Area Augmentation System) enabled GPS receiver. Positional accuracy or circular error probability (CEP) is 1.8 meters with WAAS active is 1.0 meters. The coordinate system used for the airborne survey was WGS 84/UTM 11N. The objective of the survey was to delineate structures, lithologies, and alteration within both the volcanic and sedimentary rock units. Structures trending either side of north-south and intersections with cross-cutting northeast structures are favorable locals for mineralization. In addition, a variety of intrusive and volcanic rocks provide potential for magnetic contrasts amenable to delineation by magnetic surveys. Finally, dikes are noted to fill some structures, which provide another feature for delineation by magnetics. The VTEM™ survey was conducted during the period of September 10, 2020-October 4, 2020. In addition, the survey covers the area of a ground magnetic survey completed in 2011 and reported upon by Wright (2011) (Figure 7.3).

slide77



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 67 BEHRE DOLBEAR Source: Geotech, 2020 and Wright, 2011 Figure 7.3, 2011 Ground RTP with Interpreted Dikes Overlying 2021 VTEM™ RTP Data The drupe is the height of the helicopter above ground. The magnetometer is positioned 13 meters below the helicopter and the VTEM™ loop 37 meters. The mean drupe is 87 meters with a standard deviation of 11.8 meters, which means 95% of the data falls within a drupe between 63 meters and 111 meters. As would be expected, the largest drupes occur over drainages and other topographic lows. In addition, large drupe variations occur between adjacent lines due to the system's ability or inability to maintain the drupe depending upon if the terrain is increasing or decreasing down line. As a general analysis, the survey was reasonably well conducted based on the drupe control. Data quality is considered adequate and supports the following interpretation. 7.2.2.1 Airborne Magnetic Survey The magnetic sensor utilized for the survey was a Geometrics optically pumped cesium vapor magnetic field sensor mounted 13 meters below the helicopter. Resolution of the sensor is 0.02 nanoTesla (nT) at a sampling interval of 0.1 seconds. A combined magnetometer/GPS base station was utilized on the project. A Geometrics Cesium vapor magnetometer was used as a magnetic sensor with a sensitivity of 0.001 nT. The base station recorded the magnetic field together with the GPS time at 1 Hz on a base station computer. The base station magnetometer sensor was installed (39°11.6310'N, 119°44.7498'W) away from electric transmission lines and moving ferrous objects, such as motor vehicles. Base station data were backed-up to the data processing computer at the end of each survey day. Processing of the magnetic data involved correction for diurnal variations by using the digitally recorded ground base station magnetic values. The base station magnetometer data were edited and merged into the Geosoft GDB® database on a daily basis. The aeromagnetic data were corrected for diurnal variations by subtracting the observed magnetic base station deviations. Tie line leveling was carried out by adjusting intersection points along traverse lines. A micro

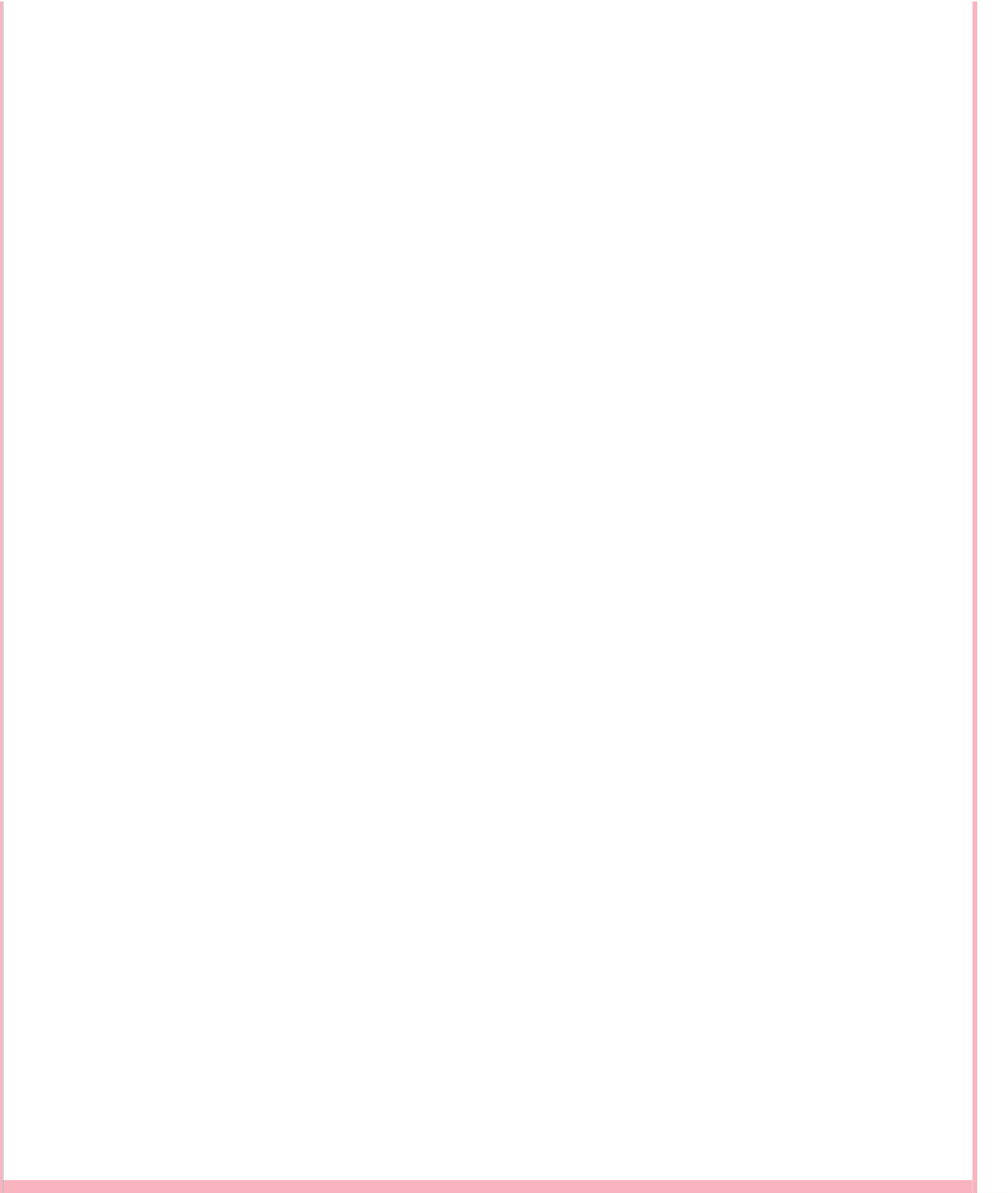
slide78

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 68 BEHRE DOLBEAR leveling procedure was applied to remove persistent low-amplitude components of flight-line noise remaining in the data.

7.2.2.2 Airborne Electromagnetic Survey The electromagnetic system was a Geotech Time Domain EM (VTEM™) full receiver-waveform streamed data recorded system. The VTEM™ system uses the streamed half-cycle recording of transmitter and receiver waveforms to obtain a complete system response calibration throughout the entire survey flight. VTEM™, with the Serial Number 15, was used for the survey. The VTEM™ Receiver and transmitter coils were in the concentric-coplanar and Z-direction oriented configuration. The Transmitter-receiver loop was towed at a mean distance of 37 meters below the aircraft. Forty-five time measurement gates were used for the final data processing in the range from 0.021 to 10.667 msec. Zero time for the off time sampling scheme is equal to the current pulse width and is defined as the time near the end of the turn-off ramp [shareholder return](#) the dI/dt waveform falls to 1/2 of its peak value.

The Full Waveform EM specific data processing operations included: • Half cycle stacking (performed at time of acquisition); • System response correction; and • Parasitic and drift removal. A three-stage digital filtering process was used to reject major weather events and to reduce noise levels. Local weather activity can produce sharp, large amplitude events that cannot be removed by conventional filtering procedures. Smoothing or stacking reduces their amplitude, but leaves a broader residual response that can be confused with geological phenomena. To avoid this possibility, a computer algorithm searches out and rejects the major weather events. The signal to noise ratio was further improved by the application of a low pass linear digital filter. The results are presented as stacked profiles of EM voltages for the time gates, in linear-logarithmic scale for the B-field and dB/dt responses in the Z component. Mr. James Wright of Wright Geophysical provided the preliminary interpretation of the data in 2021. Geologic control is based upon geologic maps by Binger (1979), Castor, et al. (2013), and Hudson, et al. (2009). Excellent agreement with the prior magnetic survey (Wright, 2011) was noted. The airborne VTEM™ resistivity survey data has only seen very preliminary interpretation. Correlation with mapped geology is generally very good. The interpretation classifies the airborne magnetic and electromagnetic responses based upon lithologic units, structures, and in some cases, alteration. Correlation with mapped geology is generally good with some exceptions. Individual rock units were reviewed and classified as to their magnetic responses. Particular attention is paid to intrusions and areas of alteration. Most significant are intrusions, which cluster into a complex, termed the KTI intrusive complex. Dikes interpreted from a 2011 ground magnetic survey are posted on several of the figures as an aid to integration of the ground magnetic results (see Figure 7.4).

 slide79



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 69 BEHRE DOLBEAR Source: Geotech, 2020 Figure 7.4. Example of Resistivity Depth Image Flight Line Summary with Depth Section This interpretation is a qualitative one pending a more quantitative interpretation. Quantitative interpretations include modeling the data to extract shapes and 3-D distributions of geologic features, as well as measures of physical properties, such

as magnetic susceptibility or resistivity. Geotech provides modeled resistivity sections for all flight lines as Resistivity Depth Images (RDI). Figure 7.4 shows an example for flight line 2000. The line summary includes magnetic and electromagnetic data profiles along with a RDI depth section across the bottom. Depth extent of the section is approximately 400 meters. The QP agrees that the preliminary correlation with mapped geology is generally very good and the QP is also in agreement with J.L. Wright that given [previous drilling and mapping] the Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in Accounting Restatement. survey coverage area, a rigorous integration with the VTEM™ results is recommended.

 slide80

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 70 BEHRE DOLBEAR 7.3 DRILLING The Company initiated their regional exploration drilling campaign in December 2007 and RC and core drilling continued district-wide. The QP did not observe any amount pre-2010 drilling or sampling campaigns and cannot independently verify the accuracy of that information. The QP did, however, inspect active RC drilling during the 2010 and 2011 drilling campaigns and examined diamond drill core from the same time period. The QP conducted another site visit on August 8, 2012 and verified RC drilling and sampling procedures. However, while none of the active drilling observed was on the Dayton Project area, the same drilling companies, drill personal, drilling procedures, and Comstock geologists were involved in the Dayton project area, as the Dayton area was a part of the Company's larger Comstock District exploration program. Table 7.1 summarizes all the historic and Comstock drilling in the Dayton Project area. TABLE 7.1 TABULATION OF ALL DAYTON PROJECT DRILLING Area or Drill Series Number of RC Drill Holes RC Footage Number of Air-track Holes Air-track Footage Number of Core Drill Holes Core Footage Historic Drilling (1975-2008) Dayton 67 11,665 148 11,305 44 7,337 Spring Valley 6 914 Oest 18 6,000 Comstock Drilling (2009-2012) Dayton 62 27,646 408 30,819 2 1,106 Spring Valley 20 12,855 2 1,628 Total 167 58,166 556 42,124 54 10,985 Figure 7.5 is the current Dayton drill hole location map with color-coded assay data. This map does not include assays from the air-track drilling.

slide81

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 71 BEHRE DOLBEAR Source: Comstock, 2012 Figure 7.5. Dayton Resource Area Drill Hole Assay Map Dayton Project Drill Assays (Lyon County, NV) as of December 2012 – CMI

 slide82

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 72 BEHRE DOLBEAR 7.3.1 Drilling Procedures In 2012, the Company utilized DeLong Drilling and Construction (DeLong) of Winnemucca, Nevada for RC drilling. RC hole diameters vary by the drill rig used for any particular hole. For the Schramm 685, the diameter is 5¼ inches; for the MPD-1500, the diameter is 5¼ to 5½ inches; and for the MPD-1000, the diameter is 5¼ to 5½ inches. Multiple size cores are collected dependent upon the type of data required. HQ- and HQ3-size core is used to gather geotechnical information on the rock quality and larger-diameter PQ-size core is used for metallurgical testing. Coring was contracted to KB Drilling of Mound House, Nevada, who used a modified track mounted Versa Drill kmB 1.4s capable of drilling 3,500 to 4,000 feet of H-size core and nearly 2,000 feet of P-size core. 7.3.2 RC Drill Hole Cleaning After each 20-foot run, the driller adds a new 20-foot rod and rotates the rods without advancing the bit. This allows any material falling to the bottom of the hole (contamination) to be collected and discarded. The typical collection method is a small screen. The driller does not advance the bit or collect a new sample until there is no more contaminated material being collected in the screen. Finally, after the drill hole is completed, the entire wet rotary splitter unit is thoroughly cleaned before starting a new drill hole. 7.3.3 Hole Plugging Nevada requires each hole to be plugged from the bottom up with a bentonite clay product and the top 10 feet with Portland cement. During the December 2010 site visit, the holes were still advancing and hole plugging procedures were not observed. During the June 2011 site visit, one rig had completed a hole and was in the process of plugging the hole. The hole is filled with the bentonite clay to about 10 feet from the surface. The last 10 feet are plugged with Portland cement. The combination of Portland cement and bentonite clay prevents surface water from entering the hole and prevents mixing of ground water from different aquifers. All hole plugging and capping is to the State of Nevada and industry standards. 7.3.4 RC and Core Drill Costs Table 7.2 summarizes drilling costs per drilling season since 2007. The costs include drilling, downhole survey, location survey, assaying, check, assaying, sumps and pads, supplies, contract geologists, etc. In short, this is all-in in terms of external costs. Internal Company labor costs are not included. All costs not specifically either RC or core were allocated by number of holes, footage, or survey footage. TABLE 7.2 COST PER FOOT OF RC AND CORE DRILLING Year RC Cost (\$/foot) Core Cost (\$/foot) 2012 30.09 89.99 2010 to 2011 29.92 95.59 Spring 2010 28.05 86.19 2007 to 2009 31.91 7.3.5 RC Drill Sampling For RC drilling, water, on-demand drilling mud, and hole conditioners are added to suppress silica dust and maintain the integrity of RC drill holes. Surface casing is set to protect collars from collapsing. All holes drilled through mine dumps or mine fill areas are cased through the loose material until competent rock is intersected. RC holes are advanced.

slide83

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 73 BEHRE DOLBEAR using hammer bits; tri-cone bits are used when adverse ground conditions are encountered or water volumes encountered are more than the drill rig can airlift, thus "drowning" the air hammer. A wet rotary splitter is utilized to collect a representative sample. The wet rotary splitter sample size can be adjusted by adding or removing pie-shaped plates that cover the intake or collectors in the splitter. All the samples that are drilled will pass through the splitter and exit via two separate tubes. One tube is normally for the assay sample and the other is for the discard material. Adding additional plates allows more sample into the discard tube; conversely, removing plates allows for a larger assay sample. Normally, the plates are positioned so that alternating collection tubes are either open or covered. The entire inner assembly rotates so the drilled materials are evenly distributed into the collection and discard tubes. If the assay (or metallurgical sample) is collected in a 5-gallon bucket, the proper procedure is to wash or rinse the bucket with water after each 5-foot run. The Company's procedure is to collect a duplicate sample every 100 feet starting at 50 feet. This is an acceptable industry standard procedure. Each RC sample (and each core sample) is placed in a canvas bag. Each bag is labeled to identify the hole number and sample interval. Several different methods can be employed. The key issue is that each bag is Recalculated Compensation labeled. The Company and DeLong utilized a procedure where a pre-positioned metal frame holds the bag for the assay sample. The assay sample in the bucket is simply poured into the pre-labeled bag, which is then tied and placed into the holding bin. When a duplicate sample is collected, a second pre-positioned metal frame holds the second bag. At all rigs, during the Behre Dolbear site visits, the QP observed that every bag was pre-labeled to industry standards. 7.3.6 Core Drill Sampling Core is placed into corrugated waxed cardboard core boxes and plastic or wood depth indicators are labeled with the appropriate measured drill depths. When core is mostly rubble, it is split by utilizing a straight edge tool or manually selecting about half of the core. When the core is competent, it is sawn in half. All core is photographed and logged geologically. During the QP's 2012 site visit, there was no on-going coring, however, the QP observed coring procedures, logging results, and core storage during previous site visits. Core is split on 5-foot intervals. 7.3.7 Drill Hole Logging Procedures RC drill holes are logged from small, washed, representative chip samples from each 5-foot interval. The samples are stored in plastic containers, and the containers are marked with hole numbers and drill intervals and stored for future reference. Each container has 20 separate storage compartments (representing 100 feet of drilling). Company geologists logged each hole from the chips and recorded the data on paper forms, which are later entered into a spreadsheet format. Geologic information on rock type, faulting, veining, alteration, iron and manganese oxidation, mineralogy, and sulfide content is imported into Techbase® for each downhole interval. Similar information, along with rock quality, point load, and recoveries, are logged from core, which is then sawn in half for assay unless used for metallurgical purposes. Rock density (specific gravity) measurements are undertaken on all lithologic units. However, since there are only a few core holes from the Dayton Project, rock density and rock quality data is very limited. When underground workings are encountered, they are found to be commonly filled with backfill material. Backfill material is logged as "QB" (backfill) and modeled as such; thus, grades of the backfill material are not extended into the surrounding rock. The QP checked the RC logs with the RC chips from several drill holes during the 2010, 2011, 2012, and 2022 site visits. Alteration, rock type, and quartz vein descriptions matched precisely between chips and logs each time.

slide84





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 74 BEHRE DOLBEAR 7.3.8 Drill Hole Surveying All drill hole collars are surveyed. Tri State Surveying (Tri State) of Carson City, Nevada surveys and flags proposed drill site locations. After the drill holes are completed, Tri State returns and surveys the as-built drill hole collar. This procedure is scheduled no later than the end of each 10-day RC drill shift. Drill holes are tied into the ground-adjusted NAD83 Nevada state plane, western zone, coordinate system established by Tri State. The early drilling in the Lucerne resource area (adjacent property and not part of the Dayton Project) did not include downhole surveys. In the 2007/2008 program, 4 or 5 holes were surveyed downhole and found to have drifted about 13 feet in 800 feet of depth. Since then, if the target depth is in excess of 500 feet, International Directional Services (IDS) from Winnemucca, Nevada completes the downhole surveys. To date, most surveyed holes turned clockwise and drop (steepen) up to 10° in 800 feet. 7.3.9 Drill Sample Recovery Both RC and diamond drill core recovery is considered good to excellent. When underground workings were encountered, they were mostly backfilled. Review of district-wide core by the QP found excellent core recoveries except in areas of old mine workings. The QP opines that the recoveries represent unbiased results. 7.3.10 Noise Abatement All drilling procedures were found to comply with industry-accepted procedures. Extra effort was made to reduce "noise pollution" for drilling adjacent to State Route 342. 7.3.11 Security Sample bags are tied and placed into larger 24-inch x 36-inch "rice bags" (4 to 6 samples per rice bag). The "rice bags" are then placed into a lockable crib or crate that is provided by the principal assay lab, American Assay Laboratories (AAL), located in Sparks, Nevada. The cribs are transported to the Company's fenced storage complex for pickup by AAL. The cribs have lids that are locked after the drill shift and unlocked just prior to shipping off site. AAL is scheduled to pick up the sample cribs near the end of a 10-day drilling shift or an AAL-convenient interim period. Predominantly, one hole was placed in the shipping crib, but if additional crib room is needed to ship a few samples from another drill hole, a plastic liner separates the two sample sets. The Company has erected several storage facilities onsite to organize and store all RC chip trays, all remaining core, all drill hole pulps, and all mineralized (≥0.01 ounce gold/t or ≥0.10 ounce silver/t) coarse rejects. 7.3.12 Accuracy and Reliability of Drill Hole Results Drill holes are vertical or angled. Most angle holes are drilled across expected structures in an attempt to provide a truer width of mineralization. Some holes are drilled in a generalized down dip direction, over emphasizing the actual true width. Some holes intersect multiple mineralized zones individually controlled by northwest striking, northeast striking, and east-west striking structures and/or the intersections between them. With multiple directions of mineralization controlling structures, a single hole cannot be drilled perpendicular to all mineralization encountered. During 3-D resource modeling, apparent widths of higher-grade mineralization are taken into account. At the time of Behre Dolbear's site visits, the Dayton Project was part of the Company's larger Comstock Project. Although the Company's project drilling was on-going during Behre Dolbear's site visits, none of the drilling was physically active at the Dayton portion of the property position. All drilling, drill sampling, and drill abandonment procedures were identical and not dependent on drill site location. The QP is confident that drilling procedures and

slide85

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 75 BEHRE DOLBEAR hole abandonment regulations on the Dayton Project were the same as on adjacent Comstock Project drilling campaigns and were compliant with requirements at the time. All RC drilling and sampling procedures meet or exceed industry-standards. The QP opines that the RC samples are representative of the material drilled. The security measures taken ensure the validity and integrity of samples collected until the assay laboratory takes possession. The QP opines that all drilling procedures and RC and core sampling are to industry standards. RC and core recoveries are good considering holes occasionally pass through underground workings that most often have been backfilled. All logging, surveying, and collection of representative drill samples are to industry standards. The QP believes there are no drilling, drill sampling, or drill recovery factors that materially impact the accuracy or reliability of the drill hole results. 7.3.13 Interpretation and Relevant Results Drilling has identified substantial zones of continuous disseminated, fracture-filling, stockwork, veins, and veinlets of gold-silver mineralization related to major fault zones, intersections of fault zones, favorable lithologic horizons, igneous dikes, and intrusive domes. The various mineralized zones generally appear to be contiguous and some remain open-ended down dip and along strike. The QP opines that drilling, sampling procedures, and the geologic lithologic, structural, and mineralization interpretations are reasonable and can be utilized for resource estimations. Exploration drilling is focused upon the strike and down dip directions of the major northwest striking faults and their intersections with northeast and east-west faults and is aided by detailed mapping, the location of old mine workings, alteration studies, detailed drill hole logging, shallow auger drilling, air-track drilling, studies of satellite imagery, rock chip sampling and 3-D geologic modeling. In the Spring Valley target area, to the south of the Dayton area, geophysical surveys, particularly ground magnetic surveys, have been successfully used to detect lithologic changes in the volcanic stratigraphy and major structure. Details concerning geology plan maps and representative drill hole/geology sections are shown in Section 6.0. 7.4 HYDROLOGY Comstock has monitor wells at Dayton Glory Hole pit and in Spring Valley. Water sampling and depth sounding from surface for the state is provided on quarterly basis. Extensive hydrologic studies have not yet been undertaken. The first well (Well DS-1) was completed on 09/06/2015 by Blain Well Drilling and Pump Inc. (Blain) of 812 Jenna Court, Carson City, Nevada and is 250 feet deep. The static water level is at 137 feet and the well yields 30 gallons per minute (gpm). The second well (OS-3) was completed on 10/07/2015 and also drilled by Blain. OS-3 is 400 feet deep and the static water level is at 250 feet. It yields 21 gpm. Well log details and the well driller's lithologic reports are in Appendix 2.0. 7.5 GEOTECHNICAL DATA There have been no geotechnical studies to date. 7.6 SPRING VALLEY EXPLORATION In the Spring Valley exploration target area, just south of, and adjacent to the Dayton resource area, a ground magnetic survey was conducted by Wright Geophysics in March 2011. The geophysical study area included the south end of the Dayton resource area, and extended south for approximately 1.4 miles, over an area 700 feet wide. The spacing between east-west survey lines was approximately 25 meters, and magnetic readings were taken continuously along each line.

 slide86

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 76 BEHRE DOLBEAR The first mineralized Comstock drill hole at Spring Valley was SV 09-05. The drill hole location was specifically located to test a magnetic low identified by L.G. Martin (2009, Comstock/Goldspring) using a handheld one gamma progression magnetometer. SV 09-05 intersected 40 feet at 0.182 ounce of gold/t and 0.85 ounce of silver/t starting at 35 feet from the surface. Mineralization was in silicified quartz porphyry. Several geologic targets were identified by the Wright Geophysics magnetic survey and drilling in 2012 was successful in intersecting multiple zones of gold-silver mineralization in hole SV 12-05 (i.e., intersected from 135-225 feet (90 feet) averaging 0.027 ounce of gold/t and 0.148 ounce of silver/t; intersected from 235-265 feet (30 feet) averaging 0.028 ounce of gold/t and 0.050 ounce of silver/t; and intersected at 285-380 feet (95 feet) averaging 0.041 ounce of gold/t and 0.093 ounce of silver/t). Based upon the geologic interpretation of the 2012 drilling, it appears that the mineralization in SV 12-05 is on the west side of NW-01 fault. However, drilling in the Spring Valley target area is very preliminary and it is premature to use the limited drill results in any resource estimations. Figure 7.6 shows the location and results of the limited drilling in the Spring Valley area overlain on the magnetic structural interpretation.

slide87



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 77 BEHRE DOLBEAR Source: Comstock, 2022 Figure 7.6. Preliminary Spring Valley Drilling Results Overlain on Ground Magnetic Survey

 slide88

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 78 BEHRE DOLBEAR 7.7 OEST EXPLORATION TARGET The Oest target collectively includes the Santiago, Oest, Comet and Billie the Kid northerly structural trend. This trend extends from the southeastern end of the Lucerne pit (the Billie the Kid fault), through the Comet mines, down to the Oest, a distance of approximately 4,900 feet and 400 feet wide. The historic Santiago mine workings are located on the contact of a diabase dike and terminated southerly by the Haywood fault. The Oest historic mine workings are oriented along a northeasterly (including N50° E) trend. The Oest mineralized zone is noteworthy for bonanza native gold samples taken from the "specimen ledge" and displayed in the 1893 Chicago World's Fair. As noted in Table 5.2, the Comet and Comet South mines produced over ½ million dollars from only 6,588 (hand-cobbed) tons in 1882-1887. Some reports state that approximately 15,000 tons were mined during the 1860s with an average grade of about 3.25-3.50 ounce of gold/t. It is not known whether this tonnage represents whole rock or hand-cobbed ore. The southern extension of the Oest mineralization is also terminated by the Haywood fault. The Haywood fault is steeply dipping and has apparent left lateral strike slip movement. A series of un-named north to south striking structures with intersecting northeasterly structures have been mapped as a zone over 300 feet wide and terminated on its north end by the Haywood fault and its southern end terminated by the Amazon fault, a distance over 2,500 feet. The Amazon mine is at the southern termination of this un-named structural zone and the sinistral Amazon fault. Comstock postulates that the un-named northerly structural zone is the southern extension of the Billie the Kid-Comet-Oest mineralized zone and has been offset left laterally 900 feet easterly along the Haywood fault. Comstock has designated this area as the Amazon Extension of the Oest target area. The Amazon Extension is likely the southern extension of the Billie the Kid-Comet-Oest mineralized zone. This opens up a potential exploration mineral trend that parallels the Dayton trend. Modern exploration apparently started with Houston Oil and Minerals (HO&M) in the late 1970s; however, there is no documentation

on exploration results. The only available exploration drilling data is from 1985-1986 during which time some mine workings were opened, mapped, and sampled; trenches dug and sampled; and a series of RC drill holes were completed by Minerex. Results suggest modest to high-grade gold grades locally underground and in surface trenches. Drilling results were highlighted by hole RH 86-4 that encountered from 60-140 feet (80 feet) of 0.06 ounce of gold/t. Holes to the north and south encountered similar but thinner gold intersections but a hole down dip failed to encounter similar mineralization. Drilling showed sporadic bulk tonnage-style mineralization. Significantly, drill assay results strongly suggest the presence of a nugget effect due to coarse gold confirmed by several splits utilizing a metallic preparation assay. Although much mapping was undertaken, units were combined for ease of mapping and many of the probable northwest, north-south, and northeasterly striking faults were generally not delineated. Targets where various mineralized structural zones intersected were recognized but were not drill tested primarily to inadequate land positions. The QP strongly recommends detailed structural and lithologic mapping corresponding to and tying into the units on the Dayton resource area and metallic (coarse gold preparation) assaying procedures on future drilling. 7.8 EXPLORATION METHODOLOGY IMPROVEMENTS Since the initial exploration efforts in the Comstock Mining District, Comstock has made a number of significant geologic discoveries that have improved exploration methods in the district. • Recognition that previously mapped Santiago Canyon Formation age quartz porphyry is actually younger than the Santiago Canyon Formation and younger than at least the lower Alta Formation, as quartz porphyry dikes cut both units. The presence of quartz porphyry enhances mineralization in the intruded units and hosts important gold-silver mineralization as well.

slide89

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 79 BEHRE DOLBEAR • Recognition of the boudin shaped graben model, which is a very reasonable explanation for the overall shape of the deposit, deposit boundaries, structural genesis of the deposit, and its influence shaping future exploration. • Recognition that the Amazon Extension is likely the southern extension of the Billie the Kid-Comet- Oest mineralized zone. This opens up a potential exploration mineral trend that parallels the Dayton trend. • Determination of the strike of a mineralized structure is difficult, if not impossible in drill cuttings. However, geologic studies have shown the N50°E structures contain a fairly unique, for the district, silver to gold ratio of approximately 1:1. Thus, assay data helps to identify this particular important structural vein zone. This is particularly important since mineralization blossoms at the intersection of N50°E to N70°E striking, southeast dipping veins and the major northwest striking vein zones along the Silver City fault zone. • Apparently, the mineral adularia identified by white to clear rhombohedrons appears to be generally confined to N50°E striking veins. Thus, careful mineralogic studies of veins and the identification of adularia may be another aid in distinguishing between N50°E and other structures and vein zones in RC drill chips. • Deciphering the structurally complex nature of numerous N-S, N35°W, N50°E, and N75°E faults and their relationship to the genetic model theorizing that the ruptured fissure openings were conduits for multiple events of volcanic intrusive rocks, breccias, and hydrothermal fluids. This model includes volcanic domes termed "cryptodome" and "autoclastic dome". The layer effect and geometries of the breccias and eventual mineralized zones are the remnants of the volcanic pile that filled the resultant boudin-shaped graben. • Outstanding efforts by Chief Geologist Larry Martin for painstakingly developing the structural interpretation of the Dayton resource, which was the basis for recognizing the boudin-graben geologic model. • Recognition on the relationship between mineralization (including alteration minerals) and magnetic and electromagnetic survey results. These relationships will enhance exploration in the outlying areas. • Recognition of regional and small circular and linear features that coincide with district-wide gold- silver mineralization.

slide90

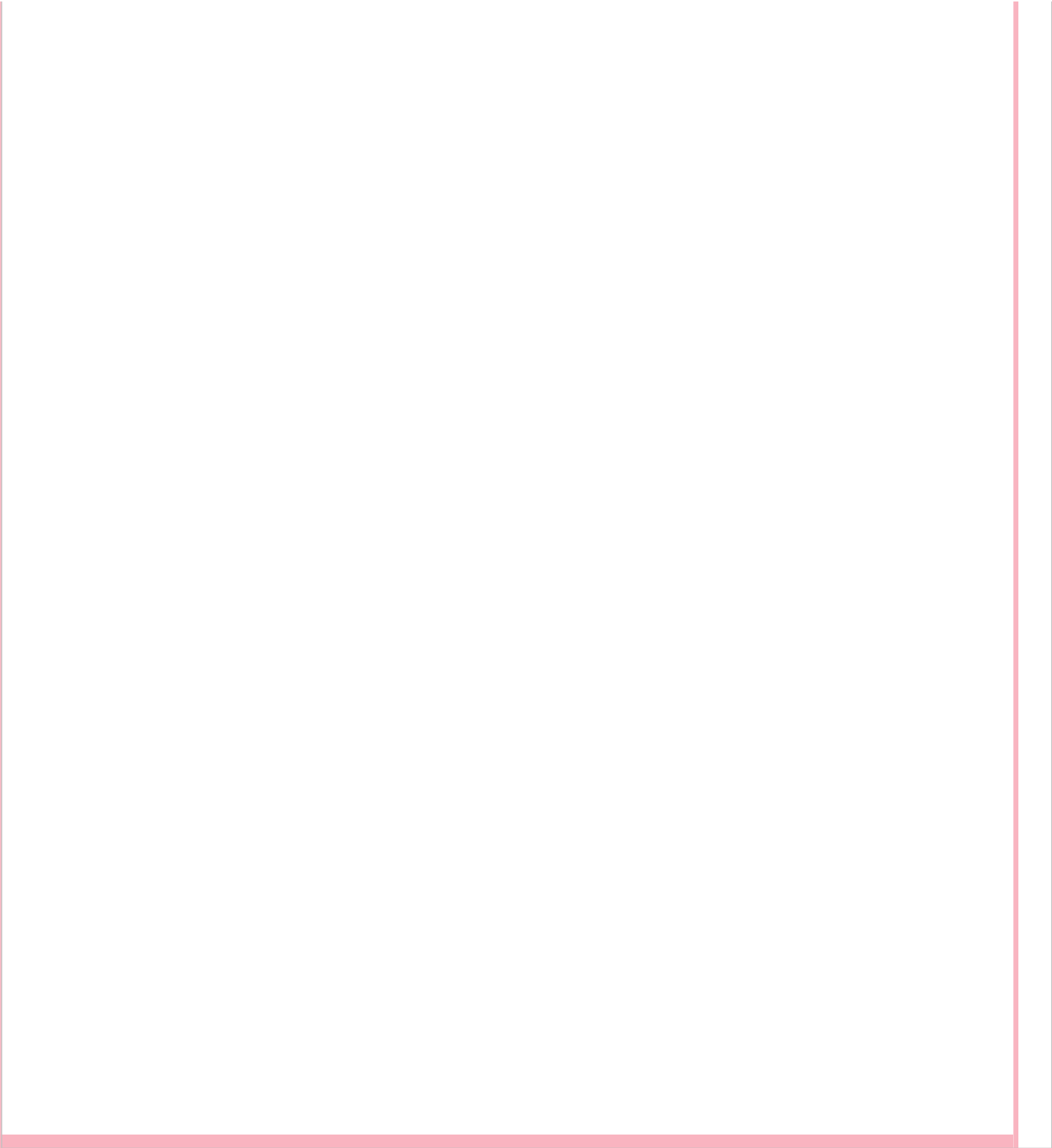


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 80 BEHRE DOLBEAR 8.0 SAMPLE PREPARATION, ANALYSES, AND SECURITY There has been no RC or diamond core drilling on the Dayton Project since 2012; thus, the following discussion is based upon the Company's Project data, which included the Dayton Project. The Quantitative Analysis/Quality Control (QA/QC) section from the 2013 NI 43-101 Technical Report utilized at the Comstock Project drilling. This QA/QC study is new and is based solely on the Dayton Project RC drill sample and diamond core sample assaying. A 408-hole blast hole drilling program (up to a maximum of 82 feet) was started and completed in 2015. All assaying was done in the Company's Lucerne Mine laboratory and is not certified for use in a S-K 1300 Technical Report; the assays have not been used in this S-K 1300 mineral resource estimation. The information gathered in that program was utilized to modify and update the geologic (lithology and structure) model. 8.1 SAMPLE PREPARATION AND QUALITY CONTROL METHODS ONSITE Each RC sample (and each core sample) is placed in a canvas bag. Each bag is labeled to identify the hole number and sample interval. Several different methods can be employed. The key issue is that each bag must be labeled. Standards (a previously established sample with a known quantity of gold and silver) and blanks are normally inserted by Comstock's staff into the sample stream at the rate of about one each for every 30 drill samples on the wide spaced exploration drill holes. On close-spaced in-fill drilling at 50-foot centers, Comstock has changed the periodicity of inserting standards and blanks to a blank or standard every 40 samples or every 200 feet. The QP believes this rate is sufficient. Comstock used barren coarse rejects for blanks. Fourteen different gold and/or silver standards were inserted into the sample stream. Since this was performed away from the drill site, insertion was not observed by the QP. The present list of standards and blanks used at the Dayton Project by Comstock is shown in Table 8.1.

slide91

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 81 BEHRE DOLBEAR TABLE 8.1 COMSTOCK – STANDARDS AND BLANKS Standards or Blanks Gold Silver ppm 2 Std Dev ppm 2 Std Dev CDN-GS-P7B 0.710 0.070 13.4 1.6 OXF-85 0.805 0.050 N/A N/A CDN-ME-15 1.386 1.020 34.0 3.7 OxD73 0.416 0.026 N/A N/A CMB (Blank) < 0.005 Oxi-81 1.807 0.066 N/A N/A OXG-83 1.002 0.054 N/A N/A OXJ-68 2.342 0.128 N/A N/A S125 1.801 0.088 33.25 2.9 OXH66 1.285 0.064 N/A N/A OXK69 3.583 0.172 N/A N/A SK52 4.107 0.176 N/A N/A Si42 1.761 0.108 N/A N/A OXK941 3.562 0.262 N/A N/A CDN-ME62 0.270 0.028 101 7.1 1Used insufficient number of times for QA/QC analysis 2Only used for silver assaying, not analyzed for gold values 8.1.1 Sample Splitting and Reduction Methods Prior to Shipment The wet rotary splitter sample size can be adjusted by adding or removing pie-shaped plates that cover the intake or collectors in the splitter. All the drilled material returning up-hole will pass through the splitter and exit via two separate tubes. One tube is normally for the assay sample and the other is for the discard material. Adding additional plates allows more sample into the discard tube, conversely, removing plates allows for a larger assay sample. Normally, the plates are positioned so that alternating collection tubes are either open or covered. The entire inner assembly rotates so the drilled materials are evenly distributed into the collection and discard tubes. Typical sample size for a 5-foot sample is 5 to 10 pounds. 8.1.2 Security Sample bags are tied and placed into larger 24-inch x 36-inch "rice bags" (4 to 6 samples per rice bag). The "rice bags" are then placed into a lockable crib or crate that is provided by AAL, the principal assay lab. The cribs are transported to the Company's fenced storage complex for pickup by AAL. The cribs have lids that are locked after the drill shift and unlocked just prior to shipping off site. AAL is scheduled to pick up the sample cribs near the end of a 10-day drilling shift or an AAL-convenient interim period. Predominantly, one hole was placed in the shipping crib, but if additional crib room is needed to ship a few samples from another drill hole, a plastic liner separates the two sample sets. 8.2 LABORATORY SAMPLE PREPARATION, ASSAYING, AND ANALYTICAL PROCEDURES 8.2.1 Certified Laboratories AAL, the primary commercial laboratory (incorporated in 1987) used for the Dayton Project is located in Sparks, Nevada. It is ISO 17025-2005 certified and is a reputable laboratory under the Mineral Exploration Best Practices Guidelines. AAL has participated in all CANMET-PTP MAL studies (certification analyses) twice a year since their inception in 1998. They also participate twice a year in GEOSTATS, SMA (United States and Canada), and IOAG.

slide92



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 82 BEHRE DOLBEAR ALS, the prime secondary laboratory, located in Reno, Nevada, operates in over 300 locations in 50 countries across 6 continents. ALS is ISO 9001:2008 and ISO/IEC 17025:2005 certified for gold assay methods. ALS also participates in external round robin programs and proficiency tests. Both AAL and ALS are independent of Comstock. 8.2.2 Laboratory Sample Preparation The RC samples are split into 1-5-pound to 10-pound sample (or 2 samples when a duplicate or metallurgical sample is required) utilizing a wet rotary splitter. The assay samples are picked up by AAL, the primary commercial laboratory. AAL sample preparation procedures are as follows: • samples are bar-coded and weighed at reception. • batch size is 50 samples, which are racked to minimize sample swapping. Each batch includes 43 drill samples plus 4 repeat samples, 2 standards, and 1 blank inserted by AAL. • samples are dried and individually transferred to various sized stainless steel pans. • dried samples are jaw crushed (>85% 6-mesh to >95% 10-mesh) samples and are Jones riffle split. • 1- to 4-pound splits are pulverized in a Vertical Spindle Pulverizer to 120 to 150 mesh or to 200 mesh, if requested. • a 1-pound pulp is placed in a 3-inch x 5-inch labeled pulp packet. Only limited descriptions of the sampling and QA/QC procedures, followed by earlier historic operators, are available. Their sampling done, prior to Comstock, appears to Comstock to have been handled by analytical, geological, and engineering employees and professional mining consultants. Comstock concluded that it was not unreasonable to expect that these companies used sampling techniques that were in accordance with industry-accepted protocols. The QP would agree with Comstock's conclusion. 8.2.3 Assay Procedures Prior to the 2012 drill program, the assay procedure included a 30-gram (1-assay ton) gold fire assay with an Atomic Absorption (AA) finish and a cyanide-soluble gold assay (AuCN) for any sample

reporting >0.015 ounce of gold/t and a two-acid digestion (D1A) silver assay with an AA finish. During the 2012 drill program, procedures changed with a fire assay and gravimetric finish for any sample returning >10 grams (0.29 ounce of gold/t). Similarly, any silver assay returning >80 parts per million (ppm) silver (2.3 ounce of silver/t) was changed to a silver fire assay with gravimetric finish. Other changes included a 60-gram (2-assay ton) gold fire assay for any sample >0.06 ounce of gold/t and a AgCN assay for any sample with >0.2 ounce of silver/t. For fire assays, a lead button is separated, and the assayer reports any low weights or slag composition problems. The button is cupelled and the bead is weighed gravimetrically or parted AA spectrophotometry/Inductively Coupled Plasma (AAS/ICP). The solution is examined for any un-dissolved prill, and solution is read AAS/ICP. The results are recorded to enable fire assay personnel to discard any crucible that has a sample >2 ppm gold. Duplicate samples were sent to ALS for a check assay at the rate of 1 sample per 100 feet of drilling (5%). ALS's standard protocol is to run a gold fire assay and a silver two-acid digestion with an AA finish. For Ag results greater than 100 ppm, ALS will run a silver assay with an ICP finish.

---

 slide93

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 83 BEHRE DOLBEAR 8.3 DAYTON PROJECT QUALITY ASSURANCE/QUALITY CONTROL 8.3.1 QA/QC on Certified Reference Materials Certified Reference Materials, commonly termed "standards", are previously established samples with a known metal quantity. They are produced from a bulk sample that is crushed, pulverized, and homogenized, packed in separate envelopes or vials, and assayed via a round-robin program generally by 10 or more certified laboratories with each laboratory analyzing 10 random samples. That assay data is statistically analyzed with any outlier values discarded. The result is a certified assay along with standard deviation information. Comstock utilized 14 standards including 13 of which were used as gold standards and 4 that were used as silver standards. Approximately 750 standard samples were inserted into the sample stream. 8.3.2 QA/QC on Gold Standards Thirteen different gold standards were utilized by Comstock. The standards were labeled with drill hole information and inserted into the sample stream. Except for a very few outliers, the results are outstanding. It is the QP's opinion that the few outliers were likely due to inserting a mis-identified standard into the sample stream. • CDN-GS-57B – The certified gold assay value is 0.710 parts per million (ppm) with a 2-standard deviation of 0.07 ppm gold. The standard was used 12 times, averaging 0.671 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.039 ppm and -5.552%, respectively. This is graphically shown in Figure 8.1, below. The single out-of-bounds sample is likely due to mislabeling the standard. Excluding this single sample, the standard averaged 0.725 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is a 0.015 ppm and 2.164%, respectively. Aside from the likely mislabeled standard, 3 values are slightly beyond the 2-standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • CDN-ME-15 – The certified gold assay value is 1.386 ppm with a 2-standard deviation of 0.102 ppm gold. The standard was used 25 times, averaging 1.451 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is 0.065 ppm and 4.664%, respectively. This is graphically shown in Figure 8.2, below. The single out-of-bounds sample is likely due to mislabeling the standard. Excluding this single sample, the standard averaged 1.394 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is a 0.008 ppm and a 0.583%, respectively. Aside from the likely mislabeled standard, 3 values are slightly beyond the 2 standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • OxD73 – The certified gold assay value is 0.416 ppm with a 2-standard deviation of 0.026 ppm gold. The standard was used 7 times, averaging 0.406 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.010 ppm and -2.37%, respectively. This is graphically shown in Figure 8.3, below. Three values are slightly beyond the 2 standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • OxF85 – The certified gold assay value is 0.805 ppm with a 2-standard deviation of 0.050 ppm gold. The standard was used 22 times, averaging 0.831 ppm. The average absolute difference and the percent

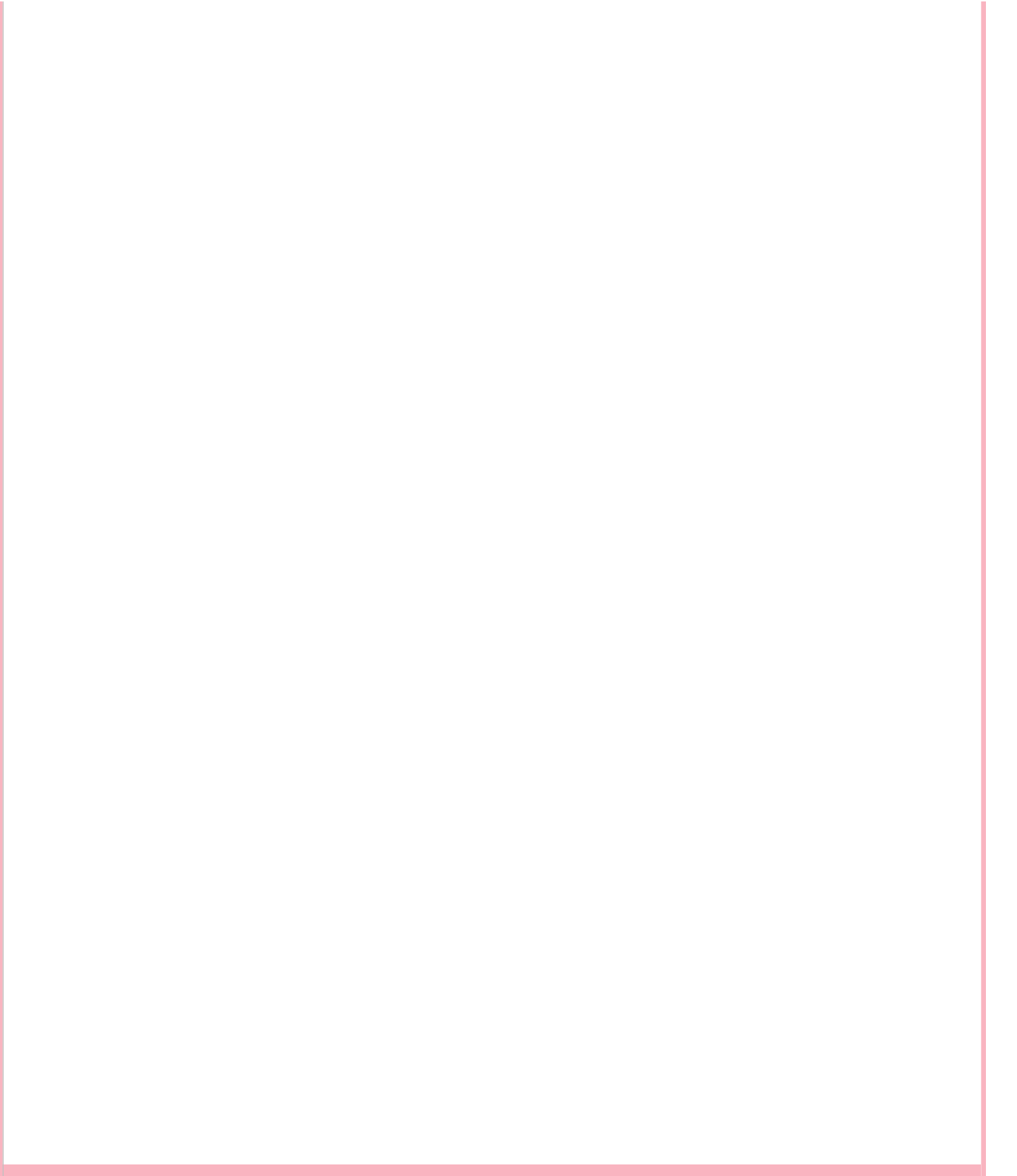
Slide94

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 84 BEHRE DOLBEAR difference between the standard sample assay and the certified assay value is 0.026 ppm and 3.258%, respectively. This is graphically shown in Figure 8.4, below. Several values are beyond the 2 standard deviation limits and 4 are beyond the 3 standard deviation limits. The QP opines that these results are marginally acceptable. • OXG83 – The certified gold assay value is 1.002 ppm with a 2-standard deviation of 0.054 ppm gold. The standard was used 24 times, averaging 0.989 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.013 ppm and -1.31%, respectively. This is graphically shown in Figure 8.5, below. Several values are beyond the 2 standard deviation limits but only 1 is beyond the 3 standard deviation limits. The QP opines that these results are reasonable and acceptable. • OXH66 – The certified gold assay value is 1.285 ppm with a 2-standard deviation of 0.064 ppm gold. The standard was used 13 times, averaging 1.236 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.049 ppm and -3.849%, respectively. This is graphically shown in Figure 8.6, below. The single out-of-bounds sample is likely due to mislabeling the standard. Excluding this single sample, the standard averaged 1.284 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is a -0.001 ppm and a -0.058%, respectively. Aside from the likely mislabeled standard, the QP opines that these results are reasonable and acceptable. • OXJ68 – The certified gold assay value is 2.342 ppm with a 2-standard deviation of 0.128 ppm gold. The standard was used 9 times, averaging 2.367 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is 0.025 ppm and 1.063%, respectively. This is graphically shown in Figure 8.7, below. Two values are slightly beyond the 2 standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • OXK69 – The certified gold assay value is 3.583 ppm with a 2-standard deviation of 0.172 ppm gold. The standard was used 5 times, averaging 3.555 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.028 ppm and -0.787%, respectively. This is graphically shown in Figure 8.8, below. Two values are slightly beyond the 2 standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • OXK94 – The certified gold assay value is 3.562 ppm with a 2 standard deviation of 0.262 ppm gold. This standard was only used twice; both times with results within the 2 standard deviation limit. However, the data is too sparse to evaluate. • OXi81 – The certified gold assay value is 1.807 ppm with a 2-standard deviation of 0.066 ppm gold. The standard was used 16 times, averaging 1.800 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.007 ppm and -0.387%, respectively. This is graphically shown in Figure 8.9, below. Several values are beyond the 2 standard deviation limits but only 1 is beyond the 3 standard deviation limits. The QP opines that these results are reasonable and acceptable. • S125 – The certified gold assay value is 1.801 ppm with a 2-standard deviation of 0.088 ppm gold. The standard was used 7 times, averaging 1.800 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.001 ppm and -0.032%.

slide95

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 85 BEHRE DOLBEAR respectively. This is graphically shown in Figure 8.10, below. Two values are slightly beyond the 2 standard deviation limits but within 3 standard deviations. The QP opines that these results are reasonable and acceptable. • SK52 – The certified gold assay value is 4.107 ppm with a 2-standard deviation of 0.176 ppm gold. The standard was used 200 times, averaging 4.055 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.052 ppm and -1.263%, respectively. This is graphically shown in Figure 8.11, below. All values are within the 2 standard deviation limits, albeit slightly lower than the certified assay value. The QP opines that as this standard was used 200 times, these results are quite reasonable and acceptable. • S142 – The certified gold assay value is 1.761 ppm with a 2-standard deviation of 0.108 ppm gold. The standard was used 196 times, averaging 1.743 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is -0.018 ppm and -1.001%, respectively. This is graphically shown in Figure 8.12, below. The single out-of-bounds sample is likely due to mislabeling the standard. Excluding this single sample, the standard averaged 1.748 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is a -0.013 ppm and a -0.751%, respectively. Aside from the likely mislabeled standard, all values are within the 2 standard deviation limits. The QP opines that as this standard was used 196 times, the results are very good, quite reasonable, and acceptable. Source: Behre Dolbear, 2022 Figure 8.1. Gold QA/QC Results for Standard CDN-GS-P78


slide96




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 86 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.2. Gold QA/QC Results for Standard CDN-ME-15 Source: Behre Dolbear, 2022 Figure 8.3. Gold QA/QC for Standard OxD7





 slide98

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 88 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.7. Gold QA/QC for Standard OxJ68 Source: Behre Dolbear, 2022 Figure 8.8. Gold QA/QC for Standard OxK69

 Slide99



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 89 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.9. Gold QA/QC for Standard Oxi81 Source: Behre Dolbear, 2022 Figure 8.10. Gold QA/QC for Standard S125


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 90 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.11. Gold QA/QC for Standard SK52

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 91 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.12. Gold QA/QC for Standard Si42 0.850 1.050 1.250 1.450 1.650 1.850 2.050 1.8 1.5 2.2 2.9 3.6 4.3 5.0 5.7 6.4 7.1 7.8 8.5 9.2 9.9 1.06 1.13 1.20 1.27 1.34 1.41 1.48 1.55 1.62 1.69 1.76 1.83 1.90 1.97 Gold (ppm) Number of Samples of Standard Si42 Standard Sample Assay Standard Certified Assay Standard + 2 Std Dev Standard - 2 Std Dev



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 92 BEHRE DOLBEAR 8.3.2.1 Conclusions on Gold Standard QA/QC The QP concludes that the QA/QC on the gold standards is reasonable and acceptable with the absolute assay and percent difference between the certified assay value and the standard sample assay value being minimal. There are a small number of values that are slightly beyond the 2 standard deviation limits; however, nearly all are within a 3 standard deviation limit. There are only 4 of 538 standard samples that are well out-of-bounds; however, the QP opines that all are very likely due to an error in standard labeling. Furthermore, the QP opines that the Comstock Dayton Project gold assays can be utilized in resource estimations. 8.3.3 QA/QC on Silver Standards Four different standards were used as silver standards. The standards were labeled with drill hole information and inserted into the sample stream. Two (CDN-GS-P78 and S125) of the 4 standards returned acceptable QA/QC results; the others returned marginally acceptable results. • CDN-GS-P78 – The certified silver assay value is 13.4 ppm with a 2-standard deviation of 1.6 ppm silver. The standard was used 12 times, averaging 11.992 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is 11.401 ppm and -10.5%, respectively. This is graphically shown in Figure 8.13, below. The single out-of-bounds sample is likely due to mislabeling the standard. Excluding this single sample, the standard averaged 12.979 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is a -0.421 ppm and a -3.1%, respectively. Aside from the likely mislabeled standard, the QP opines that these results are reasonable and acceptable. • S125 – The certified silver assay value is 33.25 ppm with a 2-standard deviation of 2.8 ppm silver. The standard was used 7 times, averaging 34.349 ppm. The average absolute difference and the percent difference between the standard sample assay and the certified assay value is 1.099 ppm and 3.3%, respectively. This is graphically shown in Figure 8.14, below. One sample is slightly above the 3 standard deviation limit. The QP opines that these results are reasonable and acceptable. • CDN-ME-15 – More than half of the CDN-MNE-15 returned values below -2-standard deviations; however, all but 4 values were within 3-standard deviations. This is graphically shown in Figure 8.15, below. All values reported are on the lower end of acceptable results. The QP opines that these results are, at best, marginally acceptable. • CDN-ME-6 – Utilized over 190 times, this was the most frequently used silver standard. The assay process only reported an upper limit value of 100 ppm, and these over-limit values were, unfortunately, not re-assayed. The standard certified assay was 101 ppm. Thus, it is impossible to determine if any of the assay over-limit results lie outside the +2-standard deviation limit. This is graphically shown in Figure 8.16, below. Only 1 sample returned a value below the 2-standard deviation limits. The QP opines that all values below 100 ppm are reasonable and acceptable and all values at the upper detection limit are marginally acceptable.

---

 slide103



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 93 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.13. Silver QA/QC for Standard CDN GS P78 Source: Behre Dolbear, 2022 Figure 8.14. Silver QA/QC for Standard S125

slide104

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 94 BEHRE DOLBEAR Source: Behre Dolbear, 2022 Figure 8.15, Silver QA/QC for Standard CDN-ME-15 Source: Behre Dolbear, 2022 Figure 8.16, Silver QA/QC for Standard CDN-ME-6

slide105

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 95 BEHRE DOLBEAR 8.3.3.1 Conclusions on Silver QA/QC The QP concludes that the QA/QC on the four standards has different levels of acceptance. Two of the four standards are reasonable and acceptable. The third standard is marginally sufficient but acceptable since its results were all on the lower end, the possibility of over-estimating grade is minimized. Only results

below the accepted standard value from the fourth standard can be evaluated and those results are reasonable and acceptable. However, the assay results report at the upper detection limit cannot be evaluated as to whether they lie within either a 2- or 3-standard deviation limit. The QP opines that the Comstock Dayton Project silver assays can be utilized in resource estimations, but the QP recommends significant improvements to the silver assaying program. The QP recommends that the over-limit results on Standard CDN-ME-6 be re-assayed to determine a true assay value. 8.3.4 AAL In-house Check Assaying American Assay Laboratories (AAL) regularly inserted their own in-house standards. Approximately 200 in-house standard samples, labeled AAL-10, were assayed. Additionally, 57 standards labeled CMB and 28 standards labeled STB were also inserted into the sample stream. Certified assay data and/or standard deviation data are not available for any of these standards. 8.4 BLANKS Blanks were inserted into the sample stream every 40 samples. A total of 216 blank samples were submitted. Only 2 samples report detectable silver (0.2 ppm and 2.95 ppm). All samples returned <0.001 ounce/t of gold. The blank results reveal that contamination and/or bias in the sampling is insignificant. 8.5 CHECK ASSAYING Comstock undertook a check and duplicate sample assaying by both the primary laboratory, AAL, and the secondary laboratory, ALS. The check assaying program included: • Repeat analysis from the original pulp by AAL for gold and silver. • Repeat analysis from a second split of the original coarse reject by AAL. • Analysis by ALS of a duplicate split of the original sample (second split) at the drill rig. The first or original split was assayed by AAL. Additionally, Comstock compared AAL results for: • Gold assays utilizing 60-gram (2-assay ton) versus 30-gram (1-assay ton) samples gold by gravimetric finish to atomic absorption (AA) finish by AAL. • Silver assays by gravimetric finish to AA finish. • Gold fire assay versus cyanide soluble gold. • Silver fire assay versus cyanide soluble silver. Figure 8.17 shows the results of all repeat gold and silver analyses in ounce per ton, respectively. These include the AAL results from the original pulps and the 2nd split of the original coarse rejects. Figure 8.18 shows the comparison for gold and silver in ounce per ton, respectively, between the original and duplicate sample split prepared at the drill rig. The original sample was assayed by AAL while the duplicate sample split was assayed by ALS.

slide106


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 96 BEHRE DOLBEAR Source: Comstock, 2022 Figure 8.17. Pulp and Coarse Reject Re-assay for Gold and Silver in ounce per ton by AAL Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay FA30 0.0 0.2 0.4 0.6 0.8 1.0 1.2 American Assay Rerun 0.9849 R 776 N Dayton Assays Spring Valley Assays 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Silver Grades (opt) 0 2 4 6 8 1 0 American Assay D2A 0 2 4 6 8 1 0 American Assay Rerun 0.9928 R 774 N Dayton Assays Spring Valley Assays 0 2 4 6 8 1 0 Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay FA30 0.0 0.2 0.4 0.6 0.8 1.0 1.2 American Assay Rerun 0.9849 R 776 N Dayton Assays Spring Valley Assays 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Silver Grades (opt) 0 2 4 6 8 1 0 American Assay D2A 0 2 4 6 8 1 0 American Assay Rerun 0.9928 R 774 N Dayton Assays Spring Valley Assays 0 2 4 6 8 1 0

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 97 BEHRE DOLBEAR Source: Comstock, 2022 Figure 8.18. Comparison of Gold and Silver Assays from Original and Duplicate Sample Split Prepared at the Drill Rig Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay 0.0 0.2 0.4 0.6 0.8 1.0 1.2 A L S / C h e m e x 0.8333 R 401 N Dayton Assays Spring Valley Assays 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Silver Grades (opt) 0 2 4 6 8 1 0 American Assay 0 2 4 6 8 10 A L S / C h e m e x 0.9274 R 401 N Dayton Assays Spring Valley Assays 0 2 4 6 8 1 0 Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay 0.0 0.2 0.4 0.6 0.8 1.0 1.2 A L S / C h e m e x 0.8333 R 401 N Dayton Assays Spring Valley Assays 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Silver Grades (opt) 0 2 4 6 8 1 0 American Assay 0 2 4 6 8 10 A L S / C h e m e x 0.9274 R 401 N Dayton Assays Spring Valley Assays 0 2 4 6 8 1 0


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 98 BEHRE DOLBEAR Table 8.2 shows the average difference between the various groups of rerun samples. The figures show good comparison between the methods and the table quantifies the minimal average difference between the repeat assays. TABLE 8.2 AVERAGE DIFFERENCE Gold (oz/t) Silver (oz/t) AAL Rerun on Pulps (on Samples >0.005 opt Au and >0.005 opt Ag) 0.001 0.000 Second Split on Original Coarse Reject (on Samples >0.005 opt Au and 0.005 opt Ag) 0.008 0.000 Duplicate Sample from Drill Rig (Original by AAL, Re-run by ALS 0.001 0.002 Figure 8.19 shows the comparison of gold assays in ounce per ton utilizing 60 gram (2-assay ton) versus 30 gram (1-assay ton) samples. Results strongly suggest little difference between the 1 assay ton and 2 assay ton sample size.



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 99 BEHRE DOLBEAR Source: Comstock, 2022 Figure 8.19, Comparison of Gold Assays – 60 gram (2-assay ton) versus 30 gram (1-assay ton)  
Figure 8.20 shows the comparison of gold and silver fire assays in ounce per ton, respectively, by gravimetric methods versus AA methods of analysis. Results indicate little difference between the two methods. Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay FA30 0.0 0.2 0.4 0.6 0.8 1.0 1.2 American Assay FA60 0.9930 R 17 N 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Dayton Assays Spring Valley Assays

slide110

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 100 BEHRE DOLBEAR Source: Comstock, 2022 Figure 8.20, Gold and Silver Fire Assay AA Finish versus Gravimetric Finish Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay FA30 0.0 0.2 0.4 0.6 0.8 1.0 1.2 American Assay GRAV 0.9801 R 20 N 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Dayton Assays Spring Valley Assays Silver Grades (opt) 0 2 4 6 8 1 0 American Assay D2A 0 2 4 6 8 10 American Assay GRAV 1.0000 R 2 N 0 2 4 6 8 1 0 American Assay FA30 Dayton Assays Spring Valley Assays Gold Grades (opt) 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 American Assay FA30 0.0 0.2 0.4 0.6 0.8 1.0 1.2 American Assay GRAV 0.9801 R 20 N 0 . 0 0 . 2 0 . 4 0 . 6 0 . 8 1 . 0 1 . 2 Dayton Assays Spring Valley Assays Silver Grades (opt) 0 2 4 6 8 1 0 American Assay D2A 0 2 4 6 8 10 American Assay GRAV 1.0000 R 2 N 0 2 4 6 8 1 0 Dayton Assays Spring Valley Assays

slide111




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 101 BEHRE DOLBEAR Figure 8.21 shows the comparison of gold and silver values in ounce per ton by fire assay versus cyanide soluble assay. For gold, it is obvious that a significant portion of the total gold, as established by fire assay, is cyanide soluble. For silver, the data is extremely limited, however, the QP opines that only a portion of the total silver, as established by fire assay, will be cyanide soluble. The actual cyanide soluble gold and silver percentages will be established by metallurgical testing.

slide112

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 102 BEHRE DOLBEAR Source: Comstock, 2022 Figure 8.21. Cyanide Soluble versus Fire Assay Gold and Silver Gold Grades (opt) 0.00.20.40.60.81.01.2 American Assay FA30 0.00.20.40.60.81.01.2 American Assay AUCN 0.8952 R 922 N 0.00.20.40.60.81.01.2 Dayton Assays Spring Valley Assays Silver Grades (opt) 0.246810 American Assay D2A 0.246810 American Assay AGCN 1N 0.246810 Dayton Assays Spring Valley Assays Gold Grades (opt) 0.00.20.40.60.81.01.2 American Assay FA30 0.00.20.40.60.81.01.2 American Assay AUCN 0.8952 R 922 N 0.00.20.40.60.81.01.2 Dayton Assays Spring Valley Assays Silver Grades (opt) 0.246810 American Assay D2A 0.246810 American Assay AGCN 1N 0.246810 Dayton Assays Spring Valley Assays

slide113

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 103 BEHRE DOLBEAR 8.6 CONCLUSIONS ON CHECK ASSAYING The QP opines that the check assaying procedures, which included re-assaying of the original pulps and original coarse rejects, cross-checks between the primary and secondary laboratories on duplicate samples collected at the drill rig are adequate and to industry standards. The results indicate that the assaying results are reliable and are not biased. Comstock also undertook further tests comparing gravimetric versus AA finish and found no appreciable difference in the procedures for gold and for silver. Cyanide soluble gold and silver, as determined by fire assay, confirms that a high percentage of the total gold is cyanide soluble. Silver data is extremely limited; however, the QP opines that the silver, in native form and in electrum, will be recovered by cyanide; however, the silver sulfosalts' cyanide recovery will not be as efficient. The QP opines that check assaying confirms the assay results; no bias or contamination is evident. Furthermore, based upon the check assaying program and the standard and blank program, the QP opines that the assay data is appropriate for use in resource estimations. 8.7 QA/QC RECOMMENDATIONS Overall, the QP opines that Comstock's QA/QC program is reasonable and acceptable; however, several improvements should be made. • Comstock has a sufficient number of gold standards, but most are >1 ppm gold. The QP recommends that additional standards with certified values in the range of 0.1 to 0.5 ppm gold be utilized. • Comstock should use additional silver standards. • Concerning silver values, all assay results reported at the procedure upper detection limit assay should be re-assayed to determine the true assay value. • Additional cyanide soluble silver determinations should be undertaken as part of the metallurgical testing program. 8.8 ADEQUACY OF SAMPLE PREPARATION, SECURITY, AND ANALYTICAL PROCEDURES The QP opines that sample preparation and security are to industry standards; reasonable and acceptable. The analytical procedures are to industry standards and were performed by certified laboratories. Standards and blanks were inserted into the sample stream at an adequate rate and both internal laboratory check results and laboratory to laboratory check analyses were also undertaken. Standards were produced and obtained by certified companies and the round-robin assaying program to produce the standards was also undertaken by certified assay laboratories. The QA/QC program resulted in generally reasonable and acceptable results; however, some improvements can be made.

 slide114

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 104 BEHRE DOLBEAR 9.0 DATA VERIFICATION The authors verified sampling techniques at the RC drill rigs on multiple occasions in August 2012 for their Technical Report on Dayton and the adjacent Lucerne project. All RC sampling was undertaken utilizing diligent and correct procedures. At that time, the authors compared chip tray samples to the written geologic logs for multiple RC drill holes and several Lucerne and Dayton core holes during multiple site visits. In all cases, the geologic descriptions matched the RC chip trays and/or core and generally, high-grade assay zones corresponded well with the presence of quartz vein material in chips or quartz vein and/or silicified breccia zones in core. The author concludes that the drilling, sampling, sample preparation, procedures, and assaying meet industry standards. The RC samples' chain of custody and security issues are to industry standards. Both AAL and ALS Chemex are well respected ISO 17025-2005 certified laboratories. Also, during the previous site visits, specific outcrops at Lucerne and Dayton were examined with emphasis on vein and breccia mineralization. Some higher-grade mineralization exposed on drill roads correlated very well with manganese-rich quartz veins. Exposures of fault splays of the Silver City fault zone were also examined. Quartz vein exposures were examined in the footwall of the adjacent Lucerne pit. Dump rock and veins were visited in the Spring Valley area. Also, the Dayton adit was examined. Obvious quartz veins, quartz-stockwork, and abundant seams and fracture fillings with manganese oxide are present throughout the Dayton mineralized zone. The highest-grade Dayton mineralization in the adit correlated with zones of manganese oxide minerals. A comparison of assays from the north and south side walls of the adit showed reasonably good correlation for the location of high-grade mineralized zones. Similarly, a comparison of surface sampling results, at a small open cut on the Dayton property, showed highest grades directly related to concentrations of quartz and quartz-calcite veining. The author's opinion is that multiple exposures of quartz, quartz-calcite, and quartz-manganese oxide rich vein and breccia zones correlate very well with surface assay data. From the geologic modeling completed to date, it is obvious that the Comstock staff has spent considerable time deciphering the complex structural geology at the various deposits. The Comstock 3-D model and "ore" controls support the resource model. In particular, the structural control of northwest striking, northeast dipping, and northeast striking, southeast dipping fault zones and their intersections is demonstrated by both variography studies but also by cross sectional and plan sections of the block model. In particular, block model boundaries in several levels or plan views coincide with both northwest and northeast striking faults. As new information is gathered, the 3-D geologic model is updated. The authors agree that the block model is supported by the geologic data. 9.1 ELECTRONIC DATABASE VERIFICATION The Techbase® software system was used to build a computerized database to capture all the geologic data related to the project, including both the historic and newly acquired information. Two separate Techbase® databases were generated for the block models and data used for the geologic modeling and resource estimates as a matter of convenience. The electronic database of the separate models was examined by the authors in this review. The authors did not perform a complete database audit but spot checked the accuracy of the new assay certificates and geologic logs from a few selected drill holes and found no data entry errors.

slide115

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 105 BEHRE DOLBEAR 9.2 INDEPENDENT SAMPLING The author did not undertake independent sampling for the following reasons. • The project is located within a well-known historic producing district. • The resource is an extension along strike and down dip where mineralization outcropped along the Silver City fault zone. Along the fault zone, several historic, shallow open pits were developed, such as the Lucerne, Billie the Kid, Justice Cut, Keystone Cut, and Overman pits. Farther south, along the projection of the Silver City fault zone, additional historic pits were developed near Silver City and the Dayton property. • QA/QC studies provide adequate verification of the drill hole data. • The author's previous review of drilling, drill hole sampling, logging, sample security, sample preparation, and assaying procedures demonstrate strong compliance with industry standards and S-K 1300 guidelines. • The OP did not undertake any sampling in the Dayton adit, but past carload and channel sampling, by multiple independent companies within the tunnel, returned very similar results. The carload samples, taken by Consolidated Eldorado, showed 261 feet having an average grade of 0.068 ounce gold/t. Nevex, in 1986, sampled the westernmost 205 feet on the north face and returned an average grade of 0.054 ounce gold/t. MECO sampled the westernmost 226 feet on the south face and returned an average grade of 0.064 ounce gold/t. 9.3 ADEQUACY OF THE DATA Based upon the author's verification of drilling, sampling, logging, assaying, surface geology, 3-D geologic modeling, and the electronic database, the author's opinion is that all of the data is quite adequate for the principal use of resource estimation in this technical report.

slide116

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 106 BEHRE DOLBEAR 10.0 MINERAL PROCESSING AND METALLURGICAL TESTING Metallurgical testing was undertaken in two phases: the first in 2008-2010 and the second in 2011. At that time, the Dayton Project was part of the Company's district-wide Comstock Project that also included the Lucerne and Hartford areas, immediately north of Dayton. Although some samples metallurgically tested came from Dayton drill holes, the majority of samples came from the adjacent Lucerne and Hartford deposits. This mineral processing and metallurgical testing report is the earlier district-wide sampling. However, as these areas host similar geologic structures and hydrothermal alteration and more importantly the same mineralogy and very similar stratigraphic host rock units, it is expected that these preliminary metallurgical test results will be comparable to future testing on Dayton Project samples. It is strongly recommended that future mineral processing and metallurgical testing be initiated after the proposed 2022 Phase 1 exploration campaign. The authors have relied upon the previous metallurgical test work reviewed by Behre Dolbear in their 2013 NI 43-101 report. The metallurgical testing summary is reproduced below.4 Given previous gold production at the adjacent Lucerne pit, the authors believe that the Dayton mineralization will respond metallurgically in a similar manner, however, additional testing would be warranted. 10.1 SUMMARY5 The exploration and development phase of the current Comstock's operations has included a broad range of metallurgical tests on: 1) Various composites representing the three general mineralized types expected on the properties. 2) Core and RC cuttings representing the 2010-2011 drilling campaigns on prospective resources. The majority of the 2011 testing was performed on samples of the material proposed for processing from the Lucerne Mine and to improve the representation of the samples used in resource and reserve calculations for the deposits controlled by the Company. The Company has utilized the services of McClelland to provide base metallurgical testing on samples of RC cuttings. The base testing included bottle roll tests on a multitude of samples representing the three rock types, i.e., Alta andesite, rhyolite, and MV. Results of the bottle roll tests indicated favorable gold recoveries utilizing cyanide leaching. With the successful conclusion of bottle roll tests, column leach tests were performed on composites of high-grade and low-grade ores. In addition to bottle roll and column leach tests, the various expected ore types and composites have been subjected to the following metallurgical evaluations: • Grind versus Recovery cyanidation tests that ground the sample to <100 mesh Tyler (149 µm) and <200 mesh Tyler (74 µm) followed by 96 hours of leaching. For all expected ore types tested, the samples exhibited very little sensitivity to grind. • Bond Crusher Impact Analysis – 8.77 • Bond Abrasion Index – 0.0807 • Bond Grindability Indices – 15.7 kWh/ton 4Extracted from Behre Dolbear, January 2013, NI 43-101 Technical Report on the Comstock Mine Project (Updated Resources), Virginia City, Nevada, pages 94 to 102. Ibid, page 94.

slide117

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 107 BEHRE DOLBEAR It should be noted that the mineralogy discussions have mentioned the observable presence of manganese oxides and fault gouge minerals, which exhibit clay like characteristics. Manganiferous mineralization can often degrade silver recoveries and elevated clay like mineralization can negatively affect heap leach percolation performance. Geologic and metallurgical programs, designed to advance the project to pre-feasibility or feasibility level studies, are recommended by the QP for additional study of both possible occurrences. 10.2 PHASE 1 METALLURGICAL TESTING (2008 TO 2010)6 The expected ore types investigated in this phase were identified as andesite, rhyolite, and MV. In addition, the three rock types were composited into high-grade, medium-grade, and low-grade composites. Through December 2010, bottle roll tests had been run to establish the amenability of these material types to cyanide leaching, and column leach tests were run on the high-grade and low-grade composites. All testing was performed on RC drill cuttings. The average gold recovery from column leach testing was 76.2% on low-grade 0.024 ounce/t and 93.8% on high-grade 0.239 ounce/t at leach cycles of 184 and 323 days, respectively. The high-grade composite was subjected to a full milling simulation including comminution, gravity concentration, sodium cyanide leaching, and tailings agglomeration. This test yielded a total gold recovery of 98.4%. 10.3 PHASE 2 METALLURGICAL TESTING (2011)7 A total of 11 bulk samples were taken by the Company from the Dayton, Hartford, and Lucerne deposits and transferred to McClelland for heap leach cyanidation test work to determine leachability and optimum crush size for maximum practical gold recovery. Later in 2011, 31 RC drill cutting composites and 13 diamond drill hole composites were received for preliminary bottle roll testing. The 44 composites were representative of the ore types expected to be processed from the initial phase of the Lucerne Mine. 10.3.1 Bottle Roll – Bulk Material Samples8 Bottle roll sodium cyanide testing on the Company's bulk material samples and the one core composite were run on P80 2 inches and P80 ½ inch samples for 96 hours. The samples included: • Mixed breccia charge containing Alta andesite, quartz porphyry, rhyolite, limonite, and manganese • Alta andesite • Quartz porphyry • MV • Alta andesite/quartz porphyry • Alta andesite/manganese • Highly silicified core composite (sample not included in resource/reserve database) The results of the bottle roll tests were utilized to design the column tests to simulate and design the heap leach. 6Ibid, page 94, 7Ibid, page 95, 8Ibid, page 95





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 108 BEHRE DOLBEAR 10.3.2 2010 Testing9 Combined column leach and mill circuit testing of the high-grade and low-grade composites indicate that the resources at the Lucerne Mine will have total heap leach and mill gold recoveries at a P80 ½ inch crush size of 93.8% and 76.2%, respectively. Silver recoveries will vary from 83.8% to 50.6% for the high-grade and low-grade material, respectively. The head grades for the high-grade and low-grade composites are 0.239 ounce of gold/t, 5.966 ounces of silver/t, and 0.024 ounce of gold/t, 0.668 ounce of silver/t, respectively. The pulp agglomeration testing indicated a gold recovery of 87.0% in the low-grade/cyanide tailings column. Silver recovery was 61.2% under the same conditions. The combined gravity concentration, high-grade leach, and pulp agglomeration test (GCLPA) indicated a possible recovery of 98.4% for gold and 81.6% for silver. It should be mentioned that this technique will be the most capital intensive and will require a thorough geotechnical evaluation and design to support stacking the pulp agglomerated low-grade feed. Gravity concentration produces a low-grade concentrate of approximately 41.0 ounces of gold/t and 597.0 ounces of silver/t. Upon cleaning to an acceptable concentrate grade for smelting, the combined gravity concentration, high grade-leach, pulp agglomeration flow sheet will yield final gold and silver values, which are significantly less than those indicated above under GCLPA conditions. 10.3.3 2011 Testing10 A total of 11 bulk material samples obtained from the Dayton, Hartford, and Lucerne mining areas were received at McClelland in late November 2010 for heap leach cyanidation test work to determine leachability and to optimize crush size for commercial heap leach processing. Intervals from 2 core holes (PC10-07, 08) were also received for the same scope of work. The core hole composite (PC10-07, 08) was to represent mineable material beneath areas of bulk sample acquisition to determine that metallurgical results from bulk ore samples would represent results from mineralized material at depth. The drill hole composites were deemed to be "highly siliceous" and, therefore, not representative of mineable material rock types. The determination of the relative representation of bulk sampling of the deposits by deep drilling has yet to be completed. In April 2011, 31 drill cuttings composites and 13 core composites were received for preliminary bottle roll cyanidation tests. These 44 composites were identified by rock type and mining area. The general scope of work sequences for each "batch of samples/composites received is summarized below. • Bulk Material Samples • Interval and bulk material sample preparation and head assays • Bottle roll tests (BT) at P80 2-inches and P80 ½-inch crush sizes • Column leach tests (CT) at P80 1-inch and P80 ½-inch crush sizes • Head and tail screen analyses on feeds at each crush size and all column leached residues • Core Composites • Interval preparation and interval assays • Composite preparation • Bottle roll tests at the as-received <½-inch feed size 9Ibid, page 95. 10Ibid, page 95.

slide119

--	--

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 109 BEHRE DOLBEAR • Bulk Sample Bottle Roll Testing • Bottle roll test results were used to design the column tests to simulate and provide design criteria for the heap leach. Bottle roll test results indicated that in general P80 2-inch feeds did not respond acceptably, so a P80 1/2-inch crush size was selected by the McClelland's and the Company's personnel as the coarsest feed size for column tests (Table 10.1).

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 110 BEHRE DOLBEAR TABLE 10.1 SUMMARY OF METALLURGICAL RESULTS, BOTTLE ROLL TESTS, COMSTOCK BULK MATERIAL																										
SAMPLES, AND VARIED CRUSH SIZES Bulk Material ID Crush Size 80% Passing (inches) Rock Type Extracted (oz/ton) Tail Assay (oz/ton) Calculated Head (oz/ton) Recovery (%) Reagent Consumption (lb/ton) Au Aq Au Aq Au Aq Au Aq																										
NaCN Lime (Added) DA-001 LG 2 Mix1 0.0143 0.07 0.0148 0.17 0.0291 0.24 49.1 29.2 <0.05 2.0 DP-004 MG 2 AA 0.0494 0.21 0.0170 0.61 0.0664 0.82 74.4 25.6 0.24 10.5 DP-005 MG/HG 2 AA 0.0801 0.18 0.0433 0.60 0.1234 0.78 64.9																										
23.1 <0.05 5.2 HM-011 LG 2 PQ 0.0090 0.34 0.0067 0.33 0.0157 0.67 57.3 50.7 <0.05 2.9 HM-009 LG/MG 2 PQ 0.0076 0.03 0.0190 0.22 0.0266 0.25 28.6 12.0 0.15 5.4 HM-013 MG 2 MV 0.0157 0.12 0.0280 0.50 0.0437 0.62 35.9 19.4																										
<0.05 5.7 HM-010 HG 2 AA/PQ2 0.0375 0.40 0.1133 0.83 0.1558 1.23 24.1 32.5 <0.05 4.6 LM-006,007 LG 2 AA3 0.0107 0.10 0.0060 0.21 0.0167 0.31 64.1 32.3 <0.05 3.8 LM-019,020,021 LG 2 AA/PQ2 0.0094 0.08 0.0263 0.20 0.0357																										
0.28 26.3 28.6 0.09 5.3 LM-026,027 LG 2 AA/MN4 0.0072 0.24 0.0093 1.32 0.0165 1.56 43.6 15.4 <0.05 2.2 LM-010,011 HG 2 PQ5 0.0936 0.54 0.1640 1.38 0.2576 1.92 36.3 28.1 <0.05 2.5 Average 2 50.8 mm 45.8 26.9																										


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 111 BEHRE DOLBEAR TABLE 10.1 SUMMARY OF METALLURGICAL RESULTS, BOTTLE ROLL TESTS, COMSTOCK BULK MATERIAL																													
SAMPLES, AND VARIED CRUSH SIZES Bulk Material ID Crush Size 80% Passing (inches) Rock Type Extracted (oz/ton) Tail Assay (oz/ton) Calculated Head (oz/ton) Recovery (%) Reagent Consumption (lb/ton) Au Au Ag Au Au Ag Au Au Ag Au Au Ag Au Au Ag Au Au Ag																													
NaCN Lime (Added) DA-001 LG ½ Mix1 0.0159 0.08 0.0137 0.13 0.0296 0.21 53.7 38.1 0.16 4.2 DP-004 MG ½ AA 0.0469 0.27 0.0080 0.51 0.0549 0.82 85.4 34.6 0.19 10.5 DP-005 MG/HG ½ AA 0.0990 0.26 0.0332 0.46 0.1322 0.72 74.9																													
36.1 0.21 5.5 HM-011 LG ½ PQ 0.0139 0.46 0.0053 0.23 0.0192 0.69 72.4 66.7 0.31 5.3 HM-009 LG/MG ½ PQ 0.0088 0.06 0.0123 0.15 0.0211 0.21 41.7 28.6 0.19 6.7 HM-013 MG ½ MV 0.0228 0.20 0.0200 0.54 0.0428 0.74 53.3 27.0 0.15																													
3.4 HM-010 HG ½ AA/PQ2 0.0472 0.48 0.0787 0.55 0.1259 1.03 37.5 46.6 0.15 5.2 LM-006,007 LG ½ AA3 0.0124 0.16 0.0037 0.13 0.0161 0.29 79.5 55.2 0.19 7.7 LM-019,020,021 LG ½ AA/PQ2 0.0133 0.13 0.0140 0.11 0.0273 0.24 48.7																													
54.2 0.14 14.5 LM-026,027 LG ½ AA/MN4 0.0102 0.41 0.0090 1.35 0.0192 1.76 53.1 23.3 0.15 3.1 LM-010,011 HG ½ PQ5 0.1385 0.72 0.0605 1.04 0.1990 1.76 69.6 40.9 0.20 3.1 Average ½ 12.7 mm 60.9 41.0 1 Breccia including AA, PQ, RHY, Limonite and Mn																													
2 Contact of AA and PQ – HM-010 fault zone on contact with AA and PQ 3 Hanging Wall (AA) 4 AA in fault zone with Mn 5 Silver City fault on cont with mostly PQ																													



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 112 BEHRE DOLBEAR Many of the bulk material samples were amenable to cyanidation at both crush sizes evaluated (P80 2-inches and ½-inch), but recoveries were higher for the 11 bulk samples from P80 ½-inch feeds. Summary bottle roll test results are for P80 ½-inch feeds only. • Gold grades ranged from 0.0161 to 0.1990 ounce/t and gold recoveries ranged from 37.5% to 85.4%. Silver values were being extracted from most samples when leaching was terminated at 96 hours and indicated that column test recoveries from ½-inch feeds will be higher than bottle roll test recoveries. • Silver grades ranged from 0.21 to 1.76 ounces/t and recoveries ranged from 23.3% to 66.7%. For most samples, silver was being extracted when leaching was terminated at 96 hours. • NaCN consumption was low and ranged from 0.14 to 0.31 lb/t. Consumption was lower for P80 2-inch feeds. • Lime requirements (lime added) were generally moderate and ranged from 3.1 to 14.5 lb/t. The 14.5 lb/t requirement is anomalous because excess lime was inadvertently added during the bottle roll test. Again, lime requirements were generally lower for 2-inch feeds. 10.3.4 Bulk Sample and Core Composite Column Leach Tests11 Summary column test results for the bulk material samples and the core composite are provided in Table 10.2. It should be noted that some of the bulk material samples were composited on a 50:50 weight percent basis for the column tests. HM-009 and HM-013 were combined to produce the HM-MG composite and LM-019, 020, 021, and LM-026, 027 were combined to produce the LM-LG composite. Discussion of the column testing results as compared to bottle roll testing results is developed below. 1) Column test recoveries were higher than bottle roll test recoveries. a) Column test gold recoveries averaged 11.0% higher than bottle roll test recoveries for P80 1-inch feeds. b) The average increase in gold recovery from the bottle roll tests to the column test results was 9.7% in the Dayton area; 15.3% in the Hartford area; and 8.0% in the Lucerne area. c) Column test silver recoveries averaged 8.2% higher than bottle roll test results for P80 ½-inch feeds. d) The average increase in silver recovery from the bottle roll tests to the column test results was 10.4% in the Dayton area; 8.2% in the Hartford area; and 6.0% in the Lucerne area. 2) Column test recoveries for P80 1-inch and P80 ½-inch were essentially the same for most bulk material samples. a) Average gold and silver recoveries from P80 1-inch feeds were 74.7% and 48.7%, respectively. b) Average gold and silver recoveries from the P80 ½-inch feeds were 74.5% and 51.0%, respectively. 11ibid, page 99.

slide123

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 113 BEHRE DOLBEAR TABLE 10.2 SUMMARY OF METALLURGICAL RESULTS, COLUMN LEACH TESTS, COMSTOCK BULK MATERIAL SAMPLES, VARIED CRUSH SIZES Rock Type Bulk Sample ID Feed Size P80 Test Number Days Leached1 Extracted (oz/ton) Tail Screen (oz/ton) Calculated Head (oz t/ton) Recovery (%) Reagent Consumption (lb/ton) Au Ag Au Ag Au Ag Au Ag Au Ag NaCN Cement (Added) Mix DA-001 (LG) 1 P1 159 0.0213 0.109 0.0172 0.135 0.0385 0.235 55.3 42.6 0.64 12.0 AA DP-004 (MG) 1 P2 159 0.0496 0.381 0.0033 0.425 0.0529 0.806 93.8 47.3 2.31 12.0 AA DP-005 (MG) 1 P3 159 0.1015 0.341 0.0331 0.469 0.1346 0.810 75.4 42.1 1.47 12.0 PQ/MV HM-MG comp 1 P4 191 0.0212 0.184 0.0082 0.244 0.0294 0.428 72.1 43.0 2.21 12.0 AA/PQ HM-010 (HG) 1 P5 159 0.0863 0.585 0.0479 0.680 0.1342 1.265 64.3 46.2 1.29 12.0 PQ HM-011(LG) 1 P6 191 0.0133 0.434 0.0034 0.228 0.0167 0.662 79.6 65.6 1.68 12.0 AA/PQ/MN LM-LG comp 1 P7 159 0.0166 0.345 0.0055 0.490 0.0221 0.835 75.1 41.3 1.62 12.0 AA LM-006,007LG 1 P8 159 0.0175 0.114 0.0038 0.078 0.0213 0.192 82.2 59.4 1.56 12.0 PQ LM-010,011HG 1 P9 191 0.1361 0.871 0.0473 0.852 0.1834 1.723 74.2 50.6 1.20 12.0 (Drill Core) PC110-07,08 1 P10 159 0.0323 0.651 0.0337 0.959 0.0660 1.610 48.9 40.4 0.79 12.0 Average 1 72.1 47.9 Mix DA-001(LG) ½ P11 159 0.0277 0.108 0.0127 0.183 0.0347 0.291 65.4 37.1 0.79 12.0 AA DP-004 (MG) ½ P12 159 0.0490 0.410 0.0031 0.371 0.0521 0.781 94.1 52.5 2.38 12.0 AA DP-005(MG) ½ P13 159 0.1028 0.351 0.0200 0.347 0.1228 0.698 83.7 50.3 2.12 12.0 PQ/MV HM-MG comp ½ P14 159 0.0218 0.183 0.0130 0.263 0.0348 0.446 62.6 41.0 2.05 12.0 AA/PQ HM-010 (HG) ½ P15 159 0.0902 0.549 0.0655 0.448 0.1557 0.997 57.9 55.1 1.52 12.0 PQ HM-011(LG) ½ P16 159 0.0130 0.451 0.0027 0.196 0.0157 0.647 82.8 69.7 1.26 12.0 AA/PQ/MN LM-LG (comp) ½ P17 159 0.0147 0.400 0.0047 0.541 0.0194 0.941 75.8 42.5 1.68 12.0 AA LM-006,007LG ½ P18 159 0.0191 0.120

 Slide124




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 114 BEHRE DOLBEAR 3) Grade, area, and rock type trends (general observations) a) Grade – Gold recovery decreased slightly with increased gold head grades. There was no obvious trend for silver. b) Area – No trend was established for gold and silver recoveries versus mining area. c) Rock Type – Gold and silver recoveries were better for AA and PQ rock types than for the other rock types and mixtures evaluated (Mix. PQ/MV, AA/PQ, AA/PQ/MN). Summary results for P80 1-inch feeds are summarized as follows. • Gold calculated head grades ranged from 0.0167 to 0.1834 ounce/ft. Gold recoveries ranged from 55.3% to 93.8% and averaged 72.1%. • Silver calculated head grades ranged from 0.192 to 1.723 ounce/ft. Silver recoveries ranged from 41.3% to 65.6% and averaged 47.9%. • Gold and silver recovery rates were relatively slow with extraction being essentially complete in 30 days at Dayton to 60 days on Lucerne samples. Extraction continued after 30 and 60 days but at a much slower rate. Silver was being extracted at a slow rate when leaching was terminated. Gold was being extracted at a slow rate for Lucerne bulk samples when leaching was terminated at 154 days. • Gold recoveries for P80 1-inch exhibit a strong correlation coefficient when determined by regressing gold tailings analysis with head grade. The column leach testing exhibits a multiple R of 0.905501. This relationship, regardless of mining area, may prove useful in predicting recoveries of gold from discrete blocks within the mine model and is expressed as  $Tailing = 0.000657 + (Head \times 0.28155)$ . • Silver recoveries for P80 1-inch exhibit a strong correlation coefficient when determined by regressing gold tailings analysis with head grade. The column leach testing exhibits a multiple R of 0.978828. This relationship, regardless of mining area, may prove useful in predicting recoveries of silver from discrete blocks within the mine model and is expressed as  $Tailing = -0.01608 + (Head \times 0.551105)$ . • The 12 pounds cement per ton added during agglomeration pre-treatment was sufficient to maintain the leach pH at above 10 throughout the leaching cycles. • NaCN consumptions were generally high but should be significantly lower during commercial heap leaching. Usually, bottle roll test consumptions better predict ultimate heap performance. 10.4 METALLURGICAL MINERALOGY12 Mineralogy of the Dayton deposit was examined in two studies. One study was commissioned by McClelland Metallurgical Laboratories (Thompson, 2011) to identify specific mineralogy pertaining to gold and silver occurrences. Comstock geologists collected metallurgical samples from surface exposures in the Dayton Gloryhole and underground mineralized material from the Dayton adit. Samples included vein stockworks (quartz, adularia, and sericite) hosted in propylitic andesitic rock; quartz veined and silicified quartz porphyry; quartz, calcite veined silicified breccias; and ferro-manganese clay supported breccias. All samples were collected from oxidized mineralized material that included limonite, hematite, jarosite, and goethite, which are oxidized iron minerals after the sulfide minerals 12Ibid, page 102.

slide125



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 115 BEHRE DOLBEAR pyrite and marcasite. Additional vein mineralogy included ferro-manganese clays, manganiferous calcite, calcite, micro crystalline quartz, and drusy quartz. The study identified gold and silver occurring as native gold particles (20-30-microns across), native silver (wires – 100 microns in length), electrum, and silver sulfosalts (polybasite and pyrrargyrite). The Company commissioned a study of gold size using AAL's electron microscope. Mineralized material was crushed and observed under 10× microscope and then observed under the electron microscope. Under low power magnification, apparent single gold particles were observed up to 450 microns by 50 microns by 5 microns. Under the electron microscope, this and other native gold particles were observed to be a combined cluster of 20 microns to 50 microns by 5 microns size gold particles with interstitial pore space. Wire silver was observed with lengths up to 100 microns with a 5 micron diameter. The metallurgical importance of open pore space around the 20 micron to 50 micron particles results in an increase of surface area the cyanide solution can access to dissolve the gold while on the pad. This is supported by comparisons of the fire assay results compared to bottle roll cyanide soluble assays.

 slide126



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 116 BEHRE DOLBEAR 11.0 MINERAL RESOURCE ESTIMATES Per the SEC definition adopted in 2018, A mineral resource is a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality, and quantity that there are reasonable prospects for economic extraction. A mineral resource is a reasonable estimate of mineralization taking into account relevant factors such as cut-off grade, likely mining dimensions, location or continuity, that, with the assumed and justifiable technical and economic conditions, is likely to, in whole or in part, become economically extractable. It is not merely an inventory of all mineralization drilled or sampled. 11.1 INTRODUCTION A geologic and grade block model was generated to estimate the resource at the Dayton Consolidated Project. The modeling work was completed by Mr. Mike Norred of Comstock, using the Techbase® software system. The resource modeling and calculations for the block model were reviewed by the author. All factors, i.e., electronic database, capping, variograms, density, block models and parameters, and Kriging and estimation methods were discussed with Mr. Norred. In addition, the author has visually compared assay cross sections and level plans to block model sections and plans and considers the block model to be reasonable. Higher-grade blocks are bounded by structure and have strike directions, primarily northwesterly, mimicking the recognized structural controls. 11.2 ELECTRONIC DATABASE The Techbase® software system was used to store a computerized database to capture all the geologic data related to the project, including both the historic and recently acquired information. Under the direction of Mr. Norred, the database was designed to include not only the Dayton Project data, but also the data on all the Company's property holdings and surrounding areas in the Comstock Mining District. The master electronic database includes: • Topography; • Drill hole locations and down-hole surveys; • Assays; • Geologic logs; • Property boundaries; • Historic mine workings; and • Block model. The electronic database was examined by the author for this report. A complete database audit was not performed, but spot checks were made on a few selected drill holes to assess the accuracy of the assay and geologic logs. No data entry errors were found. 11.3 CAPPING OF ASSAY GRADES Comstock Mining District is noted for its bonanza-grade veins, so high assay grades can be reasonable. However, Comstock did not want to over-estimate the high-grade zones and chose to cap the assays used for grade estimation. Gold assays were capped at 0.328 ounces per ton, which affected 35 samples in the modeling area. Silver assays were capped at 1.820 ounces per ton, affecting 34 samples in the modeling area. The capped assays were then used for modeling.

slide127

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 117 BEHRE DOLBEAR The influence of higher-grade assays was further reduced by the strict boundaries imposed on the mineralized zones, and also by the Kriging techniques used by Comstock. 11.4 BULK DENSITY DETERMINATION Tonnage factors were provided for resource estimations by Comstock, based on specific gravity testing of 385 core samples. Table 11.1 summarizes the tonnage factors organized by rock type. Although the samples were predominantly from the Company's nearby Lucerne area, Comstock believes the rock units in the Dayton Project to be similar. TABLE 11.1 SPECIFIC GRAVITY TEST RESULTS – SPECIFIC GRAVITY AND TONNAGE FACTORS BY ROCK TYPE Rock Type Sample Count Average Specific Gravity Average Bulk Density (ft3/ton) AA 45 2.430 13.2 AD 11 2.550 12.6 FB 7 2.329 13.8 HB 10 2.447 13.1 II 28 2.582 12.4 MV 184 2.625 12.2 PQ 6 2.513 12.8 SC/SV 88 2.507 12.8 VN 6 2.418 13.3 Average 385 2.49 12.92 The average tonnage factor of 12.92 cubic feet per ton (ft3/ton) shown in Table 11.1 for all 385 core samples is consistent with the Company's experience-based, global tonnage factor of 12.9 ft3/ton, used in previous technical reports. A factor of 13.5 ft3/ton was used for fill material and is also based on the Company's past experience. The authors believe these factors are reasonable based on Comstock's conclusion that the material at the Dayton area is almost identical to that found in the Lucerne area. The density and tonnage factors, used by Comstock, are typical for epithermal precious metal deposits in volcanic rocks and represent little risk to the overall resource tonnage determination. 11.5 MINERALIZED ZONE BOUNDARIES Structural controls were interpreted by Comstock's staff as a series of faults drawn on east-west cross sections spaced on 50-foot centers. The interpreted structures were digitized from the cross sections and then connected on levels spaced every 20 feet of elevation. Inconsistencies in these structures between the cross sections and levels were resolved through several iterations before proceeding. The geology for the Dayton model was grouped into a series of eight mineralized zones, three barren intrusives, and fill, which included both surface dumps and underground stope fill, as shown in Figure 11.1. The mineralized zones included the z-BXD (Basal), z-BXU (Upper), and z-BXM (Mega) breccia zones, the z-PQ (Quartz Porphyry) and z-FI (Felsic Volcanics) intrusive zones, and the z-ALH (Alhambra), z-KC (KC), and z-VN (unnamed) vein zones. The barren intrusive zones were z-AD (Andesite Dike), z-IM (Mafic Intrusive), and z-PR (Rhyolitic Porphyry). Fill zones were z-QA. These zones are further described in Section 6.4.1.

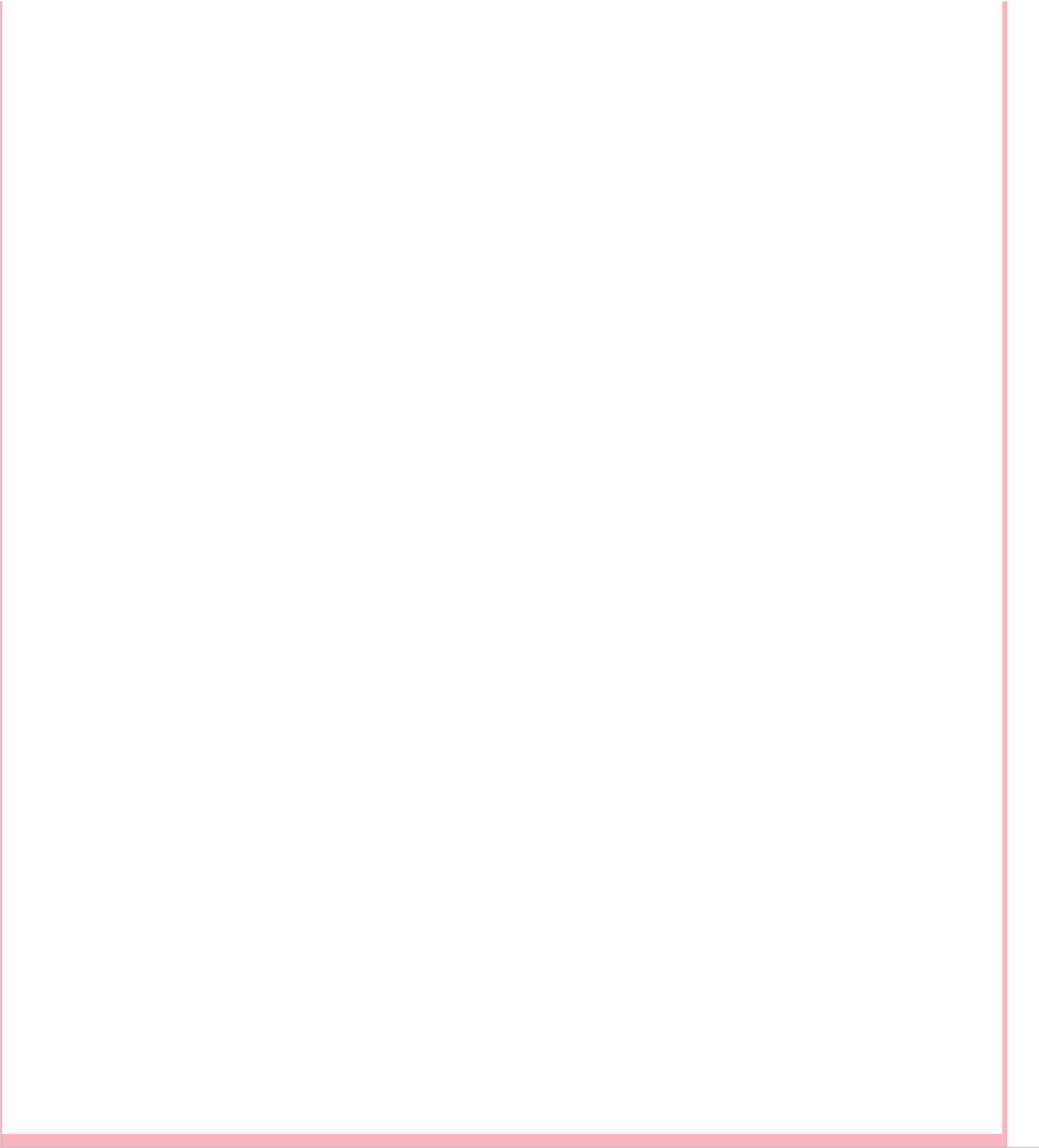


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 118 BEHRE DOLBEAR Figure 11.1. Mineralized and Intrusive Zones The geologic zones were interpreted by Comstock's geology staff on a series of east-west cross sections spaced on 50-foot centers. The interpreted zones were digitized from the cross sections and then connected on levels spaced every 20 feet of elevation. Inconsistencies in the zones between the cross sections and levels were resolved before proceeding. The zone polygons on levels were used to code a geologic zone for each assay interval. The zone assignments were reviewed section by section for consistency. In some cases, the zone boundaries required adjustment. In other cases, the assigned code was adjusted manually for consistency. The number of samples coded for each zone, along with the descriptive statistics for gold and for silver are shown in Table 11.2. In addition, there were 265 samples marked as z-QA (fill), with an average gold grade of 0.0217 ounce per ton and an average silver grade of 0.159 ounce per ton. These are the samples that will be used to model each of the mineralized zones. It is important to note that the assays from the DA series of blast holes drilled in 2015 were not included for estimation purposes, although the results did guide the geologic interpretation of near-surface veins. The cumulative distributions for the gold and silver assays are shown in Figure 11.2. Samples outside the central range of 0.004 to 0.030 ounces per ton gold and 0.010 to 1.100 ounces per ton silver were not used for estimating variograms, in order to reduce the "noise." Mineralized and Intrusive Zones Fill z-QA Felsic Volcanics z-FI Quartz Porphyry z-PQ Mega Breccia z-BXM Upper Breccia z-BXU Basal Breccia z-BXD Alhambra zone z-ALH KC zone z-KC Vein z-VN Andesite Dike z-AD Mafic Intrusive z-IM Rhyolitic Porph. z-PR

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 119 BEHRE DOLBEAR TABLE 11.2 ASSAY STATISTICS BY MINERALIZED ZONE – GOLD AND SILVER ASSAY STATISTICS BY MINERALIZED ZONE (NO DA SAMPLES) z-BXD z-BXU z-BXM z-PQ z-FI z-ALH z-KC z-VN Au(opt) Au(opt) Au(opt) Au(opt) Au(opt) Au(opt) Au(opt) Au(opt) Number 530 406 1 905 652 1 662 153 10 65 Mean 0.01310 0.05179 0.03630 0.02391 0.01825 0.01993 0.01870 0.04878 Std Dev 0.01755 0.07420 0.06767 0.03994 0.04831 0.02589 0.02051 0.09026 Variance 0.00031 0.00551 0.00458 0.00160 0.00233 0.00067 0.00042 0.00815 Maximum 0.222 0.613 1.159 0.416 1.196 0.187 0.069 0.589 Minimum 0.001 0.001 0.001 0.000 0.001 0.001 0.001 0.004 Range 0.221 0.612 1.158 0.416 1.195 0.186 0.068 0.585 Coef Var 133.9456 143.2777 186.4072 167.0639 264.7522 129.9233 109.6987 185.0274 Std Err 0.0008 0.0037 0.0016 0.0016 0.0012 0.0021 0.0065 0.0112 z-BXD z-BXU z-BXM z-PQ z-FI z-ALH z-KC z-VN Ag(opt) Ag(opt) Ag(opt) Ag(opt) Ag(opt) Ag(opt) Ag(opt) Ag(opt) Number 524 403 1 893 647 1 650 152 10 65 Mean 0.17350 0.35339 0.26259 0.21109 0.16522 0.19729 0.03320 0.20827 Std Dev 0.19573 0.46436 0.37044 0.26089 0.20435 0.15057 0.01325 0.12893 Variance 0.03831 0.21563 0.13722 0.06806 0.04176 0.02267 0.00018 0.01662 Maximum 1.810 4.040 6.680 2.180 2.130 0.890 0.055 0.590 Minimum 0.008 0.010 0.007 0.009 0.003 0.016 0.015 0.010 Range 1.802 4.030 6.673 2.171 2.127 0.873 0.040 0.580 Coef Var 112.8148 131.3989 141.0708 123.5896 123.6798 76.3188 39.9094 61.9062 Std Err 0.0086 0.0231 0.0085 0.0103 0.0050 0.0122 0.0042 0.0160																								
---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 120 BEHRE DOLBEAR Source: Comstock, 2022 Figure 11.2. Cumulative Frequency of Assays in All Mineralized Zones Cumulative Frequency Au (all-Z) 10 - 310 - 210 - 11 g Au opt Percent 10 - 310 - 210 - 11 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 10 - 310 - 210 - 11 110 - 310 - 210 - 11 Cumulative Frequency Ag (all-Z) 10 - 310 - 210 - 11 g Au opt Percent 10 - 310 - 210 - 11 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 10 - 310 - 210 - 11 110 - 310 - 210 - 11 Cumulative Frequency Au (all-Z) 10 - 310 - 210 - 11 g Au opt Percent 10 - 310 - 210 - 11 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 10 - 310 - 210 - 11 110 - 310 - 210 - 11 Cumulative Frequency Au (all-Z) 10 - 310 - 210 - 11 g Au opt Percent 10 - 310 - 210 - 11 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 10 - 310 - 210 - 11 110 - 310 - 210 - 11 Cumulative Frequency Ag (all-Z) 10 - 310 - 210 - 11 g Au opt Percent 10 - 310 - 210 - 11 0.001 0.005 0.010 0.05 0.10 0.5 1.0 5 10 20 30 40 50 60 70 80 90 95 99.0 99.5 99.90 99.95 99.99 99.995 99.999 10 - 310 - 210 - 11 110 - 310 - 210 - 11





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 121 BEHRE DOLBEAR 11.6 BLOCK MODEL PARAMETERS The Dayton resource was modeled using a Techbase® BLOCK model with 10 foot × 10 foot × 10 foot blocks (cubes). The centroid of the south-west-top block is 2,325,610E, 14,767,620N, and 5410Z. The model covers a region of 1,910 feet (west to east) × 2,910 feet (south to north) × 920 feet (elevation) and contains 5,113,452 blocks. All coordinates are in the Comstock projection, a project-wide, ground-adjusted NAD83 Nevada State Plane system, in feet. Table 11.3 shows the major parameters that define the block model in 3-D space. TABLE 11.3 BLOCK MODEL PARAMETERS Number of Blocks Size (feet) Minimum Maximum Distance (feet) Columns (E-W) 191 10 2,325,605 2,327,515 1,910 Rows (N-S) 291 10 14,767,615 14,770,525 2,910 Levels 92 10 4,495 5,415 920 The Dayton Project block model was created with 10-foot cubic blocks. The 10-foot level size matches the proposed selective mining unit (40-foot benches taken in 20-foot lifts), with two 10-foot samples per blast hole. The 10-foot × 10-foot block size in plan approximates the selective mining unit derived from possible blast hole spacing. The range of elevations starts at 5,415 feet, which includes all the terrain in the modeled area. It extends down to an elevation of 4,495 feet, which is approximately the bottom of the deepest drilling from the 2009-2012 drilling programs. Topography was modeled into a Techbase® CELL table, with 10 foot × 10 foot cells. The topography model spans the larger project area, but the centroids are congruent with the block model where they overlap. 11.7 ESTIMATION PROCEDURES Comstock used a computerized block model for the Dayton Project. Mr. Norred developed the block model and grades using the Techbase® computerized database and modeling package, which is an industry-accepted, commercially available software. Comstock elected not to use sub-blocking, since the full blocks were relatively small. Instead, the blocks were

assigned the zone corresponding to the block centroid. The Dayton model employed an Ordinary Kriging approach, with block Kriging to estimate the average grade of each block rather than the point grade at the center. The steps undertaken for estimation of the model were: • The fraction (proportion) of each block was calculated, based on the elevation corresponding to the block center. • The mineralized zone was set for all blocks using the interpreted zone polygons on the levels. This is the same procedure used to code the individual samples as described in Section 11.5. The zone is assigned based on the block centroid only. No sub-blocking or partial-blocking was used. • Comstock accounted for historically mined material by estimating a previously-mined fraction for each block, by intersecting the blocks with the Company's database of historic underground workings. • The mined fraction was adjusted for additional mining not accounted for by the workings polygons by counting the sample intervals logged as VD (void) or NR (no recovery) within 7 feet of the block centroid. Each such sample added 25% to the mined fraction. The mined fraction was then limited by the block fraction below topography.

slide132

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 122 BEHRE DOLBEAR • Blocks with a centroid within 5 feet of a sample interval logged as fill (QA, OB, AL) were reset to zone z-QA. All blocks with zone z-QA then had any mined fraction reset to 0, assuming the mined stope had been backfilled. • Since the mineralization is structurally controlled, the series of N75E, throughgoing faults with significant displacement, were used as break lines. Sample influence could not cross the break lines. • Variograms were estimated to be used for each mineralized zone. • The blocks within each zone were estimated from the samples from that zone, honoring the break lines to avoid dilution. Block Kriging was used to estimate the average grades for each block. • Blocks were categorized as Measured, Indicated, or Inferred, based on the sample geometry used for estimation. • An economic pit shell was estimated using assumed economic parameters • The resources within the economic pit shell were reported and categorized. 11.8 VARIOGRAPHY Variograms were estimated using the samples coded for each mineralized zone. Directional and omni-directional variograms were estimated. Some mineralized zones had limited numbers of samples, but were statistically similar to other zones, and so were grouped for the purpose of estimating the variograms. Samples were grouped for the combination of the three breccia zones (z-BXD, z-BXU, z-BXM) and for the combination of the two intrusive zones (z-PQ, z-FI). An omni-directional variogram was estimated in each case because the data density and spacing, especially in the cross-structural direction, did not resolve into reasonable directional variograms. The resulting experimental variograms for each combination are shown in Figure 11.3 and Figure 11.4.

slide133

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 123 BEHRE DOLBEAR Source: Comstock, 2022 Figure 11.3. Experimental Variograms for BX Zones Experimental Variogram Au\_opt (BX\*) 0.5 0.1 0.1 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 Distance 0.0000 0.0001 0.0002 0.0003 0.0004 0.0005 0.0006 0.0007 0.0008 0.0009 0.0010 0.0011 0.0012 0.0013 0.0014 G a m m a 2411 N 0.0338 M 0.0014 V 0.090 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 Experimental Variogram Ag\_opt (BX\*) 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 Distance 0.000 0.005 0.010 0.015 0.020 0.025 0.030 0.035 0.040 G a m m a 2715 N 0.2094 M 0.0430 V 0.090 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0

slide134

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 124 BEHRE DOLBEAR Source: Comstock, 2022 Figure 11.4. Experimental Variograms for FI+PO Zones Experimental Variogram Au\_opt (FI,PO) 0.5 1.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 Distance 0.0000 0.0001 0.0002 0.0003 0.0004 0.0005 0.0006 0.0007 0.0008 0.0009 0.0010 0.0011 1674 N 0.0238 M 0.0010 V 0.090 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 G a m m a Experimental Variogram Ag\_opt (FI,PO) 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 Distance 0.000 0.002 0.004 0.006 0.008 0.010 0.012 0.014 0.016 0.018 0.020 0.022 0.024 0.026 0.028 G a m m a 2264 N 0.1632 M 0.0300 V 0.090 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0 0.5 0.1 0.0 1.5 0.2 0.0 2.5 0.3 0.0 3.5 0.4 0.0

slide135

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 125 BEHRE DOLBEAR Separate variograms were modeled for gold and for silver. The variogram parameters were as follows (Table 11.4). TABLE 11.4 DAYTON VARIOGRAM PARAMETERS Gold Variograms Silver Variograms Type Sill Range (ft) Type Sill Range (ft) BX\* Nugget 0.008 BX\* Nugget 0.013 Spherical 0.003 20 Spherical 0.018 75 Spherical 0.003 200 Spherical 0.010 200 Total Sill 0.014 Total Sill 0.041 Type Sill Range (ft) Type Sill Range (ft) FI+PQ Nugget 0.00060 FI+PQ Nugget 0.009 Spherical 0.00031 25 Spherical 0.011 75 Spherical 0.00016 200 Spherical 0.008 200 Total Sill 0.00107 Total Sill 0.028 Comstock's personnel note that the nugget value for the gold variogram is approximately 56% of the total sill, and the nugget value for the silver variogram is approximately 32% in each case. These are both reasonable for a precious metals deposit. The three mineralized zones for veins did not have sufficient samples to estimate variograms, so Comstock elected to apply the BX variograms. 11.9 KRIGING DETAILS Each of the eight mineralized zones was estimated separately using the assay samples coded for that zone to estimate the blocks coded for that zone. The variogram parameters described in Section 11.8 were used. A search ellipsoid was used with the major and semi-major axes oriented with the

average strike and dip of the structural trends, and a minor axis in the mutually orthogonal direction. The search was modified by a series of sub-parallel, N75E trending, through-going faults were used as break lines, separating the model into separate domains. Samples in one domain could not "cross" the break lines to influence a block in another domain. For modeling, the gold assays were capped at 0.348 ounce per ton, and the silver assays were capped at 1.82 ounces per ton. Block Kriging was used, with a 2 x 2 x 2 discretization, in order to estimate the average grade for the block, rather than a point value at the center of the block. Each zone was estimated using a series of eight different estimation passes with successively increasing search radii (and decreasing confidence), using a search ellipsoid oriented with the average strike and dip of that zone, having major and semi-major axes set to a factor of the variogram range, and the minor axis set to one-quarter of the major axis length. The factors were set to 0.3, 0.6, 0.9, 1.2, 1.7, 2.3, 3.0, and 3.8 times the variogram range. For example, at 1.0x the variogram range, the search ellipsoid had range 200 feet x 200 feet in the N30W direction and dipping 40° to the NW, with a range of 50 feet across the structure. The first estimation pass, with a factor of 0.3x, then had an ellipsoidal range of 60 feet x 60 feet x 15 feet. The search orientation approximates the average strike and dip orientation of the modeled mineralized zones for the breccias and the intrusives.

slide136

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 126 BEHRE DOLBEAR For the three vein zones, the same procedure was used, with the BX variogram, but an ellipsoid orientation of N10E, dipping 50° NW for the z-ALH zone, N15W dipping 83° NE for the z-KC zone, and N10W dipping 85° NE for the z-VN zone. In each case, these directions approximate the orientation of the modeled vein zones. For each estimation pass, the estimation required a minimum of 4 samples and a maximum of 12 samples. Samples from at least two drill holes were required, with a maximum of three samples from any drill hole. The practical effect of these limits was to make sure that each block was estimated as an interpolation between at least two drill holes, rather than an extrapolation from a single drill hole. The initial, short-range estimation passes help to preserve the short-range variability of the deposit, while also limiting the influence of any single drill hole. Expanding the search with each estimation pass introduces additional data only when needed to estimate a block. Increasing the search radius also has the effect of decreasing the confidence with each estimation pass. The estimation pass, which estimated toe gold grade for each block, was stored and used to classify the block estimates as Measured, Indicated, and Inferred. The number of blocks and tonnage estimated for each estimation pass are shown in Table 11.5.

TABLE 11.5 BLOCKS ESTIMATED IN EACH PASS			
Pass	Factor	Blocks	Tons
1	0.30	39,498	3,021,960
2	0.60	73,303	5,564,582
3	0.90	47,754	3,658,864
4	1.20	32,221	2,484,491
5	1.70	29,904	2,308,864
6	2.30	25,588	1,979,377
7	3.00	21,686	1,676,461
8	3.80	9,417	728,592
9			

Blocks marked as fill (z-QA), which included mine dumps, pit backfill, and stope backfill, were modeled separately. Since the fill may have come from different locations, it is not spatially correlatable, so Kriging was not used. Instead, blocks within 50 feet of any fill assays were modeled as the simple average of up to 12 samples within the 50 feet radius. These blocks were included in the Indicated category. Blocks that did not have at least one fill assay within 50 feet were assigned the global average for fill assays, 0.022 for gold and 0.159 for silver.<sup>13</sup> The author reviewed the Kriging techniques and parameters and concluded that the techniques used by Comstock should produce a reasonable estimate of the resource effect of the Accounting Restatement on the stock price or total shareholder return, as the case may be, upon which the compensation was Received. The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the national securities exchange or association on which its securities are listed.

- (g) Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the financial reporting measure specified in the award of such Incentive-Based Compensation is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.
- (h) "Recovery Period" shall mean the three completed fiscal years of the Company immediately preceding the date the Company is required to prepare an Accounting Restatement; provided that the Recovery Period shall not begin before the Effective Date. For purposes of determining the Recovery Period, the Company is considered to be "required to prepare an Accounting Restatement" on the earlier to occur of: (i) the date the Company's Board of Directors, a committee thereof, or the Company's officer or officers authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a

court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. If the Company changes its fiscal year, then the transition period within or immediately following such three completed fiscal years also shall be included in the Recovery Period, provided that if the transition period between the last day of the Company's prior fiscal year end and the first day of its new fiscal year comprises a period of nine to 12 months, then such transition period shall instead be deemed one of the three completed fiscal years and shall not extend the length of the Recovery Period.

4. **Exceptions.** Notwithstanding anything to the contrary in this Policy, recovery of Erroneously Awarded Compensation will not be required to the extent the Company's committee of independent directors responsible for executive compensation decisions (or a majority of the independent directors serving on the Company's board of directors in the absence of such a committee) has made a determination that such recovery would be impracticable and one of the following conditions have been satisfied:
- (a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on the expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to NYSE American.
  - (b) Recovery would violate home country law where, with respect to Incentive-Based Compensation, that law was adopted prior to November 28, 2022; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the national securities exchange or association on which its securities are listed, that recovery would result in such a violation, and must provide such opinion to the exchange or association.
  - (c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available data. 11.10 BLOCK MODEL RESULTS The grades estimated using the Kriging procedure described above were tabulated by mineralized zone. Table 11.6 displays the number of blocks estimated for each zone, and the statistics for the estimated gold and silver grades. 13Stope fill material was deposited during an era of underground mining, which required a much higher cut-off, so these grades are reasonable.
-





**Bayesian Consolidated Report Effective Date:** November 1, 2017  
**SAMPLE INFORMATION**: Sample ID: 18-061 (S-K 1900) 127 BEHRE DOB LAIR TABLE 1 & BLOCK STATISTICS BY MINERALIZED ZONE – GOLD AND SILVER ARABAY BLOCK STATISTICS BY MINERALIZED ZONE z-BXD-zBXD-zBMX-ZP-QZ-FI-ZALH-zKC-zVN-AU (opt) Au (opt) AU (opt) AU (opt) Number 33,296 23 072 83 001 32,426 80 518 176 8,559 1 931 Mean 0.11142 0.04249 0.03842 0.01808 0.01300 0.01077 0.01783 0.01580 0.0152 SD 0.00551 0.02976 0.02726 0.01556 0.00997 0.00881 0.00379 0.02155 Variance 0.00004 0.00089 0.00080 0.00025 0.00010 0.00006 0.00004 0.00006 Maximum 0.069 0.231 0.276 0.175 0.174 0.083 0.06 0.149 Minimum 0.001 0.003 0.001 0.001 0.001 0.003 0.006 0.006 0.008 0.068 0.228 0.275 0.174 0.174 0.080 0.030 0.149 Coef Var 56.9484 70.0470 81.5559 86.0038 76.6788 44.5409 21.2591 140.8337 Std Err 0.0000000002 0.0001 0.0000 0.0000 0.0000 0.0000 z-BXD-zBXD-zBMX-ZP-QZ-FI-ZALH-zKC-zVN-AU (opt) An (opt) Au (opt) An (opt) An (opt) Au (opt) Number 33,296 23 072 83 001 32,426 80 518 176 8,559 1 931 Mean 0.13557 0.27758 0.19721 0.17206 0.16297 0.18378 0.03383 0.14428 StDev Dev 0.09819 0.24532 0.19397 0.14516 0.12370 0.06114 0.02721 0.22175 Variance 0.00954 0.06018 0.03763 0.02107 0.01530 0.00374 0.00071 0.04917 Maximum 1.093 1.699 1.821 1.266 1.313 0.61 0.045 1.703 Minimum 0.012 0.013 0.012 0.015 0.009 0.036 0.021 0.003 Range 1.081 1.686 1.808 1.251 1.304 0.564 0.025 1.700 CofVar 72.4279 88.3780 97.1262 84.3666 75.9007 33.2662 7.9994 153.6948 Std Err 0.0005 0.0016 0.0007 0.0008 0.0004 0.0005 0.0000 0.0050



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 128 BEHRE DOLBEAR The global estimation results for the block model were reported by Comstock. A summary to employees of the results is shown in Table 11.7, which shows the estimated tonnage and grade within the block model above selected gold cut-off values. This simple summary includes all estimated blocks in the model without consideration of metal prices, other economic factors, or confidence categories. It is simply a global mineral inventory tabulation, not a resource.

TABLE 11.7 GLOBAL MODELED RESULTS

Au Cut-off All (tons)	Au (opt)	Ag (opt)	0.000	21,554,598	0.023	0.177	0.005	20,279,049	0.024	0.182	0.007
18,388,691	0.026	0.185	0.010	15,455,146	0.029	0.192	0.020	8,085,302	0.042	0.244	0.030
4,579,729	0.055	0.306	0.040	2,935,785	0.067	0.347	0.050	1,993,176	0.077	0.386	0.060
1,335,755	0.088	0.436	0.070	933,390	0.099	0.477	0.080	608,218	0.111	0.468	0.100
302,252	0.135	0.525									

Blocks representing an additional 2.8 million tons were coded in mineralized zones, but did not receive estimated grades because there were not sufficient samples Company, to fail to meet the modeling requirements of at least four samples from at least two drill holes within 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

5. **Manner of Recovery.** In addition to any other actions permitted by law or contract, the search ellipsoid. 11.11 BLOCK MODEL CHECKS In the review Company may take any or all of the cross sections following actions to recover any Erroneously Awarded Compensation: (a) require the Covered Officer to repay such amount; (b) offset such amount from any other compensation owed by the Company or any of its affiliates to the Covered Officer, regardless of whether the contract or other documentation governing such other compensation specifically permits or specifically prohibits such offsets; and/or (c) subject to Section 4(c), to the extent the Erroneously Awarded Compensation was deferred into a plan of deferred compensation, whether or not

6

4885-6546-1395.7

qualified, forfeit such amount (as well as the earnings on such amounts) from the Covered Officer's balance in such plan, regardless of whether the plan specifically permits or specifically prohibits such forfeiture. If the Erroneously Awarded Compensation consists of shares of the Company's common stock, and the construction Covered Officer still owns such shares, then the Company may satisfy its recovery obligations by requiring the Covered Officer to transfer such shares back to the Company.

6. **Other.**
  - (a) This Policy shall be administered and interpreted, and may be amended from time to time, by the Company's board of directors or any committee to which the board may delegate its authority in its sole discretion in compliance with the applicable listing standards of the mineralized envelopes for national securities exchange or association on which the model created by Comstock, Company's securities are listed, and the author performed independent calculations determinations of the block model grades board or such committee shall be binding on all Covered Officers.
  - (b) The Company shall not indemnify any Covered Officer against the loss of Erroneously Awarded Compensation.
  - (c) The Company shall file all disclosures with respect to verify this Policy in accordance with the grade and tonnages reported by Comstock. Nearest Neighbor, Inverse Distance, and Kriging calculations were used to check block grade estimates developed by Comstock. It is believed that the Dayton Project model contains a reasonable estimate requirements of the grades and potential gold and silver within federal securities laws, including the model. Each block model section and level map was also reviewed for continuity and comparison to drill hole penetrations, and no obvious flaws were found. An example of a block model section is shown in Figure 11.5. The reader can refer to the cross sections and plan views previously presented in Section 6.5 for additional illustrations.

Slide139





Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 130 BEHRE DOLBEAR 10 foot x 10 foot x 10 foot blocks within the mineralized zone. Note that the standard deviation for the gold grades decreases from the original assay values to the blocks. TABLE 11.8 COMPARISON OF CODED ASSAYS WITH MODELED BLOCK GRADES (EXCLUDING FILL MATERIAL) Assays 10 feet x 10 feet x 10 feet Blocks Au (opt) Ag (opt) Au (opt) Ag (opt) Number 5,383 5,344 279,371 279,371 Mean 0.02776 0.22146 0.02273 0.17845 Std Dev 0.05676 0.30616 0.02238 0.16216 Variance 0.00322 0.09373 0.00050 0.02630 Maximum 1.196 6.680 0.279 1.739 Minimum 0.000 0.003 0.001 0.011 Range 1.196 6.677 0.278 1.728 Coef Var 204.4546 138.2491 98.4569 90.8727 Std Err 0.0008 0.0042 0.0000 0.0003 11.12 ECONOMIC PIT SHELL The definition of a mineral resource requires that it has reasonable prospects for economic extraction. Comstock estimated mining and processing costs, as well as metallurgical recoveries to determine the economic potential for each block. The parameters were estimated based on the Company's experience in mining and processing the nearby Lucerne deposit from 2012 through 2016 (Table 11.9). TABLE 11.9 ECONOMIC PARAMETERS Processing and Refining Au Recovery 80.0% Ag Recovery 50.0% Refinery Fee 1.5% Costs per Ton Mining \$2.50 Process \$5.50 G&A \$1.00 Reclamation \$0.50 Total (\$/ton) \$9.50 The model was evaluated using 8 gold prices ranging from \$500 per ounce to \$2,000 per ounce. The silver price was adjusted proportionally with the gold price. An economic pit shell was constructed at each price using the floating cone algorithm in Techbase®. The algorithm was set to require only non-fill blocks with Measured or Indicated confidence levels for the apex of any cone. Marginal economics were not used, meaning that any block with some positive contribution but a negative net value was re-classified entirely as waste. Material with Inferred confidence level was then included in the value of the cone. A toe-to-crest slope angle of 50° was used. The author believes these economic and technical parameters are reasonable.

Slide141

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 131 BEHRE DOLBEAR Comstock chose the economic shell based on \$1,800 per ounce of gold and \$20.22 per ounce of silver as the shell for reporting resources. For these economics, the break-even cut-off grade is 0.007 ounces per ton of gold. The resulting economic pit shell contained 14.6 million tons of heap leach material (Table 11.10). TABLE 11.10 ECONOMIC SHELL RESULTS AT \$1,800 PER OUNCE OF GOLD Net (\$) Heap (tons) Au (opt) Ag (opt) Au (oz) Ag (oz) Waste (tons) Total (tons) Strip Ratio \$389,676,889 14,624,791 0.026 0.185 387,362 2,699,082 17,981,837 32,606,628 1.23 This is an economic shell indicating potentially economic material but should not be mis-interpreted as an engineered pit design. The economic shell is entirely on private lands owned by Comstock (Figure 11.6)







Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 133 BEHRE DOLBEAR 11.13 RESOURCE CLASSIFICATION Per the United States applicable Securities and Exchange Commission (SEC) definitions adopted filings.

- (d) Any right to recovery under this Policy shall be in 2018, mineral resources are categorized as Measured, Indicated, addition to, and Inferred Mineral Resources. Inferred Mineral Resource Inferred mineral resource is not in lieu of, any other rights of recovery that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. Indicated Mineral Resource Indicated mineral resource is that part of a mineral resource for which the quantity and grade or quality are estimated on the basis of adequate geological evidence and sampling. The level of geological certainty associated with an indicated mineral resource is sufficient to allow a qualified person to apply modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Measured Mineral Resource Measured mineral resource is that part of a mineral resource for which the quantity and grade or quality are estimated on the basis of conclusive geological evidence and sampling. The level of geological certainty associated with an indicated mineral resource is sufficient to allow a qualified person to apply modifying factors, as defined in this section, in sufficient detail to support detailed mine planning and final evaluation of the economic viability of the deposit. In the Comstock block model, the confidence or resource category of the estimated grades was determined based on the distance and on the number of different drill holes used to estimated that grade. Each block was tagged with a code based on that information as to a potential resource category. The rules for tagging the blocks were: • Blocks within the identified mineralized zones and with samples from at least two drill holes within 30% of the variogram range for the gold assays were considered "Measured Mineral Resource." • Blocks within the identified mineralized zones and with samples from at least two drill holes between 30% and 90% of the gold variogram range were considered "Indicated Mineral Resource." Backfilled blocks estimated from fill assays within 50 feet are included in the Indicated category. • Blocks within the identified mineralized zones and with samples from the two closest drill holes farther than 90% of the gold variogram range were considered "Indicated Mineral Resource." Backfilled blocks without fill assays within 50 feet are included in the Inferred category. The Mineral Resources estimated for the Dayton Project and contained within the \$1,800 pit shell at various cut-offs, as reported by Techbase®, are shown in Table 11.11. These cut-offs are based on gold grade alone. Although the silver content provides some economic value, it is not included in the cut-off.


slide144

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 134 BEHRE DOLBEAR TABLE 11.11 CONSTRAINED RESOURCES AT VARIOUS CUT-OFFS AS OF NOVEMBER 1, 2022 Au Cut-off All (tons) Au (opt) Ag (opt) Measured Indicated Inferred Tons Au (opt) Ag (opt) Tons Au (opt) Ag (opt) Tons Au (opt) Ag (opt) Tons Au (opt) Ag (opt) 0.000 15,993.768 0.025 0.177 2,985,293 0.028 0.237 8,969,122 0.025 0.178 4,039,353 0.023 0.129 0.005 15,074,244 0.026 0.181 2,818,501 0.029 0.245 8,315,097 0.026 0.184 3,940,645 0.023 0.130 0.007 14,005,225 0.027 0.185 2,651,895 0.030 0.252 7,616,308 0.028 0.190 3,737,022 0.024 0.129 0.010 12,003,101 0.031 0.197 2,389,661 0.033 0.263 6,423,401 0.032 0.204 3,190,039 0.027 0.133 0.020 6,953,618 0.042 0.245 1,582,035 0.042 0.314 3,739,587 0.044 0.253 1,631,996 0.038 0.159 0.030 4,080,514 0.055 0.300 986,098 0.053 0.360 2,376,836 0.055 0.297 717,580 0.056 0.229 0.040 2,583,741 0.066 0.335 606,811 0.064 0.394 1,515,613 0.067 0.332 461,317 0.067 0.265 0.050 1,743,280 0.077 0.374 401,333 0.074 0.430 1,016,362 0.078 0.376 325,585 0.077 0.296 0.060 1,147,081 0.088 0.417 261,779 0.084 0.465 667,815 0.090 0.426 217,486 0.088 0.333 0.070 764,086 0.100 0.453 165,375 0.095 0.499 437,728 0.103 0.471 160,983 0.096 0.359 0.080 536,578 0.111 0.459 107,447 0.107 0.494 308,092 0.115 0.480 121,039 0.103 0.377 0.100 258,406 0.136 0.519 47,945 0.129 0.522 165,581 0.139 0.559 44,880 0.130 0.371


slide145

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 135 BEHRE DOLBEAR The highlighted gold cut-off of 0.007 ounce per ton, the break-even cut-off grade, was selected by Comstock for reporting resources. Based on a gold cut-off of 0.007 ounce per ton, the estimated in-situ, Measured and Indicated Mineral Resources for the Dayton Consolidated Project are approximately 10,270,000 tons, with an average gold grade of 0.029 ounce per ton, and an average silver grade of 0.206 ounce per ton. There is an additional in-situ, Inferred Mineral Resource of 3,740,000 tons with an average gold grade of 0.024 ounce per ton and an average silver grade of 0.129 ounce per ton (Table 11.12). TABLE 11.12 DAYTON ESTIMATED IN-SITU MINERAL RESOURCES AS OF NOVEMBER 1, 20221 (0.007 OPT AU CUT-OFF) Tons Au (opt) Ag (opt) Contained2 Au (oz) Ag (oz) Measured 2,650,000 0.030 0.252 80,000 670,000 Indicated 7,620,000 0.028 0.190 213,000 1,450,000 Measured and Indicated 10,270,000 0.029 0.206 293,000 2,120,000 Inferred 3,740,000 0.024 0.129 90,000 480,000 1Values were rounded from Table 11.11, as per S-K 1300 guidelines. 2Slight differences occur due to rounding. The author believes the resource model estimates and classifications are appropriate and conform to S-K 1300 guidelines.




 slide147

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 137 BEHRE DOLBEAR 13.0 MINING METHODS The Dayton Project is currently an exploration project and detailed mining plans are still being developed. However, it is expected that mining will be by open pit methods with the possibility of some underground development.

 slide148


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 138 BEHRE DOLBEAR 14.0 PROCESSING AND RECOVERY METHODS The Dayton Project is an exploration project and the processing and recovery methods will be developed in forthcoming studies. However, it is expected that processing will be by heap leach methods.

 Slide149



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 139 BEHRE DOLBEAR 15.0 INFRASTRUCTURE All-weather access [available](#) Dayton Project is via Nevada State Route 341 from Reno, Nevada to Virginia City, Nevada, a distance of roughly 30 miles. State Route 342, south from Virginia City, provides access to the site and continues to connect with U.S. Highway 50 and Carson City, Nevada, approximately 12 miles to the southwest. Reno hosts a major international airport. The nearest towns are Gold Hill and Virginia City, but both towns have many vacant buildings and limited resources. Both Reno, only 30 miles away, and Carson City, 12 miles away, have major resources of all types. Two electric transmission lines cross the property. The first, a 120 KV line, is about 1.82 miles from the intersection of State Route 341 and State Route 342. The second transmission line is a 60 KV line, located about 0.05 miles from the highway intersection. Comstock holds the Genesee water well and holds water rights on the patented claims and private lands. A natural gas line also crosses the property. Aside from state highways, electric transmission lines and water wells, there is no other modern infrastructure on the property.

#### Company.

 slide150



slide151

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 140 BEHRE DOLBEAR 16.0 MARKET STUDIES The metals to be produced at the Dayton Project are gold and silver. As precious metals are readily bought and sold, a market study will not be completed.

7

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 141 BEHRE DOLBEAR 17.0 ENVIRONMENTAL STUDIES, PERMITTING, AND PLANS, NEGOTIATIONS, OR AGREEMENTS WITH LOCAL INDIVIDUALS OR GROUPS The Dayton Project currently is in compliance with will all local, state, and federal regulations. The Dayton Project will be required to complete the following permits for mining and operations: Existing Environmental Permitting includes an NDEP Reclamation Permit with associated \$97,504 bond for disturbance up to 70 acres of which approximately 5 acres remain undisturbed. Table 17.1 outlines the applicable regulatory agency, permit document, permit requirements, and permit number. TABLE 17.1 ENVIRONMENTAL AGENCIES, PERMIT DOCUMENTS, PERMIT REQUIREMENTS AND PERMIT NUMBER Regulatory Agency Permit Document Permit Requirements Permit Number Nevada Division of Environmental Protection Reclamation Permit Permit ensures the surety amount for reclamation of the project 0315 Nevada Division of Environmental Protection Surface Area Disturbance Permit Nevada Division of Environmental Protection Storm Water General Permit Control and reduce pollution from water discharge associated with industrial activity from metal mining – a General Industry Permit NVR 3000000 Table 17.2 outlines the additional permits to conduct exploration. Federal permits are situational and needed only for work on federal land. TABLE 17.2 ADDITIONAL PERMITS TO CONDUCT EXPLORATION Regulatory Agency Permit Document Permit Requirements State of Nevada Department of Business and Industry, Mine Safety and Training Section Exploration Commencement Document Define area and notify of resumption of exploration activities United States Department of the Interior – Bureau of Land Management Notice of Intent – Exploration Exploration activities on federal land requires exploration plan, disturbance accounting and Surety bonding.

slide152



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 142 BEHRE DOLBEAR Table 17.3 outlines the permits needed to obtain for production. TABLE 17.3 PERMITS NEEDED TO OBTAIN FOR PRODUCTION Regulatory Agency Permit Document Requirements Nevada Division of Environmental Protection Air Quality Permit – Mercury Mercury Air Permit Required of gold mines in Nevada using Mercury Retort Nevada Division of Environmental Protection Air Quality Permit Operating Permit to Construct, which covers surface disturbance activities and processing activities Nevada Division of Environmental Protection Water Pollution Control Permit Permit ensuring that ground water quality will not be de-graded, and public safety and health will be protected Nevada Division of Wildlife Industrial Artificial Pond Permit Permit allow operation of ponds and impoundments of solutions containing chemicals but causing no harm or danger to wildlife State of Nevada Division of Minerals Laws Regulating Permit NRS 513.380 and 513.094 Reporting of discovery of dangerous conditions, as a result of past mining practices State of Nevada – Fire Marshal Hazardous Material Permit Storage of hazardous material and chemicals on site Material Safety Data Sheets (MSDSS) for materials used State of Nevada – Division of Water Resources Water Use Permit Permission to use and appropriate water for the purpose of mining and processing Lyon County – Building and Planning Department Conditional Use Permit Mining Permit to allow 24 hours, 365-day operation of mining, processing, drilling, and blasting, and exploration drilling for the project Must be in compliance with state, federal, and local codes Lyon County Building and Planning Department Special Use Permit Exploration Permit to allow exploration drilling for the project Must be in compliance with state, federal, and local codes Lyon County Code Enforcement Department Evacuation Permit Permit to excavate mining property and ensure that prehistoric or historic remains be preserved when discovered during excavation Lyon County Sheriff's Department County Business License License to conduct business activities in Lyon County, Nevada Lyon County – Fire Protection Cyanide Tank Permit Permit to allow storage of "special" Cyanide holding tank within Lyon County – double walled, contained U.S. Federal Government MSHA – Mine Safety and Health Health and Safety Regulations Employment and Production Training and Compliance during operations, Tracking of employment and production reporting U.S. Bureau of Land Management Temporary Road Right-of- Way Permit granting right-of-way over federal land for road use from State Route 342 to fee land property U.S. Bureau of Land Management Road Right-of-Way Permit granting right-of-way over federal land for road use from State Route 342 to fee land property 17.1 SOCIAL RESPONSIBILITY/COMMUNITY RELATIONS The Company has been operating in the Comstock District since 2004. The Company (and predecessor, Goldspring) conducted exploration, development, and mining in the adjacent Lucerne area from 2004 to 2015. Comstock conducted exploration activities in the Dayton project area from 2009 to the present.

slide153

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 143 BEHRE DOLBEAR The Company's mineral estate is in a unique situation, within both a National Historic District and a Superfund site. The Company strives to co-exist with the historical district, tourism, and nearby residential communities to minimize their impact. Relations with Storey and Lyon counties and the communities of Virginia City, Gold Hill, and Silver City have been generally positive, although from the beginning, there has been a small but vocal opposition. The Company is committed not only to compliance with all applicable regulations, but to Responsible Mining, going above and beyond requirements. Voluntary mercury testing in cooperation with NDEP and EPA to address community concerns: • The Company's properties overlap with the Carson River Mercury Superfund Site, defined by mercury contamination from historic mining and processing. • Although not documented as a risk by the EPA, some community residents expressed concern that the Company's exploration and mining activities could expose them to airborne mercury contamination. • In response, the Company developed a Sampling and Analysis Plan (SAP) under EPA and Nevada Department of Environmental Protection guidelines. • In 2012 and 2013, the Company collected 2,567 samples from 632 locations covering 158 acres, to ensure that those locations were safe for operations. Established and supported Comstock Foundation for History and Culture. • Long-range plans to address the preservation for historic structures. • Fully document or mitigate archeological or surface resources affected by any undertakings. • The Company's contributions to the Foundation totaled \$935,000. Won reclamation awards: • 2015 – "Excellence in Mine Reclamation" award from Nevada Division of Minerals, Nevada Department of Wildlife, Nevada Division of Environmental Protection, U.S. Bureau of Land Management, and U.S. Forest Service (for Keystone Mine Cut Reclamation, and the Upper Yellow Jacket Hoist Works Historic Rehabilitation.) • 2017 – "Excellence in Mine Reclamation" award from Nevada Division of Minerals, Nevada Department of Wildlife, Nevada Division of Environmental Protection, U.S. Bureau of Land Management, and U.S. Forest Service (for Rebuilding of State Route 342 and Reclamation of Historic Mine Features.) • 2018 – "Fix a Shaft Today" award from the U.S. Bureau of Land Management (for sealing the Silver Hill Shaft and realigning SR 342). CRA litigation: • In 2014, the Lyon County Commissioners granted a master plan amendment and zoning change for portions of the Dayton Consolidated project area. Comstock Residents Association (CRA) filed suit against the Company and the Lyon County Commissioners seeking to reverse the changes. The Company has prevailed at the District Court and at the Nevada Supreme Court and was awarded legal fees in August 2021, which the CRA has again appealed.

Slide154




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 144 BEHRE DOLBEAR 18.0 CAPITAL AND OPERATING COSTS The Dayton Project is an exploration project and no detailed capital and operating costs have been developed at this stage.



 slide155

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 145 BEHRE DOLBEAR 19.0 ECONOMIC ANALYSIS The Dayton Project is an exploration project and no detailed economic analysis has been developed at this stage.

 slide156

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 146 BEHRE DOLBEAR 20.0 ADJACENT PROPERTIES The Dayton Consolidated Project is located in the southern portion of the historic Comstock District, which hosted numerous mines with estimated production of approximately 8.3 million ounces of gold and 192 million ounces of silver between 1859 and 1965 (Bonham, 1969). There are many patented and unpatented mining claims in the area. The most significant adjacent property is the Lucerne Mine, just to the north, in Storey County. The Lucerne Mine was operated by the Company from 2004 to 2006 and from 2012 to 2015. It is currently controlled by Tonogold Resources Inc. through an option agreement with Comstock Inc. The Lucerne resource is the subject of a technical report authored by Mine Development Associates, a division of Respec, for Tonogold Resources Inc, published March 16, 2022. Geo-Nevada Inc operates a small-scale mining operation in Spring Valley, on property surrounded by Comstock's Spring Valley mining claims. Production data is not available for this operation.

slide157



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 147 BEHRE DOLBEAR 21.0 OTHER RELEVANT DATA AND INFORMATION The geologic interpretations and Mineral Resource estimate at the Dayton Consolidated Project contained within this Technical Report Summary are a realistic representation of the currently available data. Behre Dolbear is not aware of any additional relevant data and information, which would supplement, enhance, or modify the findings presented in this report.



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 148 BEHRE DOLBEAR 22.0 INTERPRETATION AND CONCLUSIONS 22.1 GEOLOGY The QP believes the Dayton Project represents a well-explored, epithermal, precious metal deposit within an historic world-class mining district. The deposit is hosted in structurally prepared rocks within the southerly striking east dipping Silver City fault zone extension. Grades and extent of mineralization are enhanced where this fault zone is intersected by north-south, northwest, and northeast striking faults and in particular where N50°E faults intersect N75°E faults. The geology of the project area, particularly in the Dayton resource area, is well described and understood through vigorous surface and underground mapping and drill hole logging. The Dayton resource is bounded by two northwest striking faults (NW-01 and NW-02) and is hosted by various breccia units formed by cryptodome and autoclastic intrusion. The Dayton mineralized zone is about 2,800 feet long and open ended to the south and terminated by the Haywood fault to the north. Mineralized widths are 300 feet on the south and north ends and 800 feet wide in the center of the boudin-type graben structure, which controls mineralization. Mineralization continues down-dip easterly from NW-02 to NW-01 for as much as 800 feet at the widest point. Based upon drilling, continuity of the mineralized zone appears to be good. Other deeper mineralized intersections are noted, but there is insufficient drilling to confirm continuity with the principal mineralized zone. The sub-units of the Dayton cryptodome are not present east of the NW-01 fault strongly suggesting that the hydrothermal mineralization is focused within the boudin-graben feature hosting the Dayton deposit. West of NW-02, the basal units of the cryptodome are locally preserved and mineralized. The thickness of mineralization averages approximately 40 feet and the host units are slightly folded along an arm of an anti-form. The extent of the cryptodome units west of NW-02 has not been fully delineated at the time of this report. Additional in-fill and down dip drilling is required in portions of the project area and much additional exploration drilling is needed in the southern portion of the project area. Intersections between N50°E and N75°E faults should be further drill explored for the potential of higher-grade mineralization. Exploration opportunities to expand the known mineralization down-dip and along trend and in promising areas in Spring Valley and the Oest exploration area is very good. The Oest target collectively includes the Santiago, Oest, Comet, and Billie the Kid northerly structural trend. This trend extends from the southeastern end of the Lucerne pit (the Billie the Kid fault), through the Comet mines, down to the Oest, and trend is terminated at the intersection with the sinistral Haywood fault, covering a length of approximately 4,900 feet and 400 feet wide. The Amazon mine is at the southern termination of this un-named structural zone and the Sinistral Amazon fault. Comstock postulates that the un-named northerly structural zone is the southern extension of the Billie the Kid-Comet-Oest mineralized zone and has been offset left laterally 900 feet easterly along the Haywood fault. Comstock has designated this area as the Amazon Extension of the Oest target area. The Amazon Extension is likely the southern extension of the Billie the Kid-Comet-Oest mineralized zone. This opens up a potential exploration mineral trend that parallels the Dayton trend. The QP opines that potentially higher-grade mineralization may exist in previously un-drilled areas in the Dayton resource where northeast striking faults intersect. At Spring Valley, high-grade or bonanza-style mineralization may be present as much of the area is covered by post-mineral gravel and historic mining is minimal. 22.2 DRILLING, SAMPLING, AND ASSAYING Drilling and drill sampling followed accepted industry standard methods. Assaying sample preparation and analytical procedures were undertaken by certified laboratories. QA/QC results are good as standards and blanks were inserted into the sample stream at reasonable intervals and assay results detected no sample bias. Duplicate and check assays also detected no sampling or assay bias or contamination.

slide159

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 149 BEHRE DOLBEAR 23.0 RECOMMENDATIONS 23.1 GEOLOGY AND SAMPLING • Additional in-fill, down-dip, and step-out drilling is recommended at the Dayton resource area. • Some emphasis should be placed on deeper drilling to test the intersection of N50°E structures and the postulated steeply dipping epithermal feeder zones on the east side (down-dip) of the Dayton resource. Similarly, some focus should be placed testing the projection of the high- grade N50°E mineralization in hole D11-21 and the south side of the Haywood fault. • Intersections between N°50E and N°75E should be drill tested for the potential of higher- grade mineralization. • A series of northwest-southeast directed holes should be drilled to intersect the highly mineralized N50°E faults to determine the true widths and extent of the mineralization. • Continued drilling at the Spring Valley exploration area is recommended as preliminary drilling has intersected significant mineralization and as the area is generally covered by a thin veneer of post- mineral but gold-bearing alluvium, there has been a lack of historic mining thus preserving potential high-grade or bonanza-style mineralization. • The QP strongly recommends that prior to drilling the Oest target area (including the Amazon Extension), detailed structural and lithologic mapping corresponding to and tying into similar intrusive events (diabase, diorite, and quartz porphyry) and comparing volcanic host rocks identified in the Dayton resource area be undertaken. Where possible, a thorough review of the historic Oest target area drilling should also. • Metallic (coarse gold preparation) assaying procedures on future drilling may be considered. • A program of hydrologic drill holes must be part of the next round of drilling. • Specific gravity tests and geotechnical studies need to be undertaken during the next round of core drilling. • Preliminary field investigations should be initiated on Comstock lands where domal, arcuate, and linear features intersect. Some initial drilling is recommended, if field investigation results warrant. • The QP recommends that additional QA/QC standards that are less than 0.416 parts per million of gold/t (Ox73), the present lowest-grade certified gold standard, be added to the group of standards used at the project. • Comstock should use additional silver standards. • Concerning silver values, all future assay results reported at the procedure's upper detection limit should be re-assayed to determine the true assay value. Furthermore, the QP recommends that the over-limit results on Standard CDN-MNE-6 be re-assayed to determine a true assay value.

slide160

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 150 BEHRE DOLBEAR • Additional cyanide soluble silver determinations should be undertaken as part of the metallurgical testing program. 23.2

RECOMMENDED EXPLORATION BUDGET The QP recommends that exploration proceed in a phased manner, based upon drill results. Phase 1 exploration should focus upon the Dayton resource area, Spring Valley exploration areas, and hydrology. The QP further recommends that Phase 1 drilling should include: • 49 RC holes at Dayton to confirm the geologic model and gain confidence in the mineral resource. Some of these drill holes would test intersections of N50°E structures and postulated steeply dipping epithermal feeder zones. • 6 RC holes to drill test intersections of N50°E and N75°E structures and also where the high-grade N50°E mineralization in hole D11-21 is projected to intersect the Haywood fault. • 9 RC holes at the Spring Valley exploration area. • 6 RC hydrology drill holes. The estimated cost of this recommended Phase 1 program is approximately \$2,858,000, based upon: 49 RC holes at Dayton, totaling 20,950 feet at a total cost of \$85.08/foot ..... \$1,782,426 6 RC holes testing structural intersections, totaling 3,000 feet at a total cost of \$85.08/foot ..... \$255,240 9 RC holes at Spring Valley, totaling 4,500 feet at a total cost of \$85.08/foot ..... \$382,860 6 RC hydrology drill holes, including piezometers ..... \$65,000 Subtotal

..... \$2,485,526 Contingency (15%) ..... \$372,829 Total

..... \$2,858,355 Exploration costs are based upon the following summarized in Table 23.1

Slide161

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 151 BEHRE DOLBEAR TABLE 23.1 DRILLING COST ESTIMATES (AS OF APRIL 2022) Cost per Foot Total Drill Rig \$420/hour and Penetrating Rate of 20 feet/hour (includes mobilize and de-mobilize at \$13,000) \$21.00 Fuel at \$5.00/gallon \$5.00 Hole Plugging at \$385/hour \$0.75 + Bentonite at \$210/hole + Type 2 Cement at \$30/hole Wipers at \$57 each \$1.50 Sump Pump \$0.50 Downhole Survey + Rig Time at \$250/hour \$2.25 3 Man Crew per diem at \$130/man/day \$1.95 Tri-cone Bits at \$1,600/bit \$0.50 Water Truck at twice/day at \$250/hour, including fuel \$5.00 D-8 Dozer \$240/hour with 10 hours/day to build 3 Sites and 1,200 feet of road, includes mobilize and de-mobilize, permits, NHP escort, and fuel \$4.00 430-E 4x4 Backhoe \$135/hour, 10 hours/day for 2 sites and 1,000 feet, includes mobilize-de-mobilize at \$150/hour + permits and fuel \$1.35 Maintenance Rig and Wear on Tools \$3.00 20 DH/10K Mobilize and De-mobilize \$1.85 Hole Plugging \$385/hour for 1 hour/hole, includes set-up, tear down and plugs \$2.00 Light Plant \$0.25 Flat Bed Boom Truck (\$110/hour) \$5.50 Skid/Steer (\$110/hour) \$2.75 Booster (\$100/hour) \$1.00 Subtotal \$60.15 \$60.15 Assaying/Preparation \$10.20 Standards and Duplicates \$0.50 Port-a-Pots \$0.65 Senior Geologists \$6.05 Logging Geologists \$5.20 Sample Bags \$0.58 Transport Bags \$0.25 Drill Hole Survey In-house N/A Laborers at 24/hour \$1.20 Samples Lab Pickup \$0.30 Subtotal \$24.93 \$24.93 Total \$85.08

 slide162



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 152 BEHRE DOLBEAR 24.0 REFERENCES American Assay Laboratories, 2010, Procedures Document, Anderson, D., June 20, 2009, Mineral Reserves Declaration Report for the Comstock Mine Project, Storey and Lyon Counties, Nevada, 142 pages. Ansari, M. B., 1989, Mines and Mills of the Comstock Region, Western Nevada. Arnold, J.R., Comments on SEC File No. S7-29, 07, Concept Release on Possible Revisions to the Disclosure Requirements (relating to the "Definition of Mineral Reserves"), 4 pages. Ashley, R.P., Silberman, M.L., and O'Neil, J.R., 1979, Age of the Davidson Granodiorite and Mineralization in the Comstock Lode Mining District of Western Nevada: U.S. Geological Survey Professional Paper 1150, pp. 79-80. Barton, M. D., Kieft, C., Burke, E. A. J., and Oen, I. S. 1978. Uytendogaardite, a new silver-gold sulfide. Canadian Mineralogist 16:651-657. Bastin, E.S., 1923, Bonanza Ores of the Comstock Lode, Virginia City, Nevada: U.S. Geological Survey Bulletin 735, pp. 41-63. Becker, G.F., 1882, Geology of the Comstock Lode and the Washoe district: U.S. Geological Survey Monograph 3, 422 pages. Behre Dolbear, 2011, Technical Report on the Comstock Mine Project, Virginia City, Nevada, USA, Behre Dolbear, July 2011, Site Visit to Inspect Reverse Circulation Drilling and Sampling Techniques, Behre Dolbear, January 2013, NI 43-101 Technical Report on the Comstock Mine Project (Updated Resources), Virginia City, Nevada. Berger, B.R., Tingley, J.V., and Drew, L.J., 2003, Structural Localization and Origin of Compartmentalized Fluid Flow, Comstock Lode, Virginia City, Nevada. Economic Geology, v. 98, pp. 387-408. Bingler, E.C., 1979, Abandonment of the Name Hartford Hill Rhyolite Tuff and Adoption of New Formation Names for Middle Tertiary Ash-flow Tuffs in the Carson City-Silver City Area, Nevada: U.S. Geological Survey Bulletin 1457-D, pp. D1-D19, 1:30,000. Bonham, H.F. and Papke, K.G., 1969, Geology and Mineral Deposits of Washoe and Storey Counties, Nevada: Nevada Bureau of Mines, Bulletin 70, 140 pages. Burchfiel, B.C. and Stewart, J. H., "Pull-Apart Origin of the Central Segment of Death Valley, California," Geological Society of America Bulletin, Vol. 77, No.4, 1966. Bureau of Land Management Declination Models, WMM-2020, NCEI Geomagnetic Calculators. Calkins, F.C., 1944, Outline of the Geology of the Comstock Lode District, Nevada, U.S. Geological Survey Open File Report, OFR-45-29, 35 pages. Calkins, F.C. and Thayer, T.P., 1945, Geologic Map of the Comstock Lode District, Nevada: U.S. Geological Survey, 1:24,000. Calkins, F.C. and Thayer, T.P., 1945, Preliminary Geologic Map of the Comstock Lode, District, Nevada, U.S. Geological Survey, Cameron, R., September 18, 2009, Review of the Reserves Calculations at GoldSpring Inc.'s Comstock Mine Project, Gold Hill, Nevada, 72 pages. Cameron, R., January 2010, personal communications. Cameron, R., September 2020, SEC Disclosure by Registrants Engaged in Mining Operations. Cameron, R., September 2020, SEC Technical Report Summary. Carrington, R.G., 2004, Idealized North Looking Section Through Comstock Lode, Storey County, Nevada: Carrington Consultants' Report for GoldSpring, Inc. Castor, S.B., Garside, L.J., Christopher, D., Hudson, D.M., and McIntosh, W.C., 2005, Epithermal Mineralization and Intermediate Volcanism in the Virginia City Area, Nevada, in Rhoden, H.N., Steininger, R.C., and Virke, P.G., eds., Geological Society of Nevada Symposium 2005: Window to the World, Reno, Nevada, May 2005, pp. 125-134. Church, J.A., 1879, The Comstock Lode, Its Formation and History, Trans. Am. Inst. Min. Eng., New York, 226 pages.

slide163




Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 153 BEHRE DOLBEAR CIM Definition Standards for Mineral Resources and Mineral Reserves, Prepared by the CIM Standing Committee on Reserve Definitions, Adopted by CIM Council on December 11, 2005, 10 pages. Coats, R.R., 1936, Aguilarite from the Comstock Lode, Virginia City, Nevada: American Mineralogist v. 21, pp. 532- 534. Couch B.F. and Carpenter J.A., Nevada's Metal and Mineral Production (1859-1940, Inclusive), University of Nevada Bulletin, Vol. XXXVII, No. 4, November 1, 1943. Criss, R.E., Singleton, M.J., and Champion, D.E., 2000, Three-dimensional Oxygen Isotope Imaging of Convective Fluid Flow Around the "Big Bonanza," Comstock Lode Mining District, Nevada: Economic Geology, v. 95, pp. 131-142. Edmondo, G., 1991, Relationship Between Intrusive Activity and Ore Deposition, Comstock Lode District, Nevada: [M.S. Thesis], University of Alaska-Fairbanks, 194 pages. Geotech, 2020, Airborne Versatile Time-domain Electromagnetic Survey Report for Comstock Mining. Gianella, V.P., 1936, Geology of the Silver City District and the Southern Portion of the Comstock Lode, Nevada: Nevada Bureau of Mines and Geology Bulletin 30, No. 9, 108 pages, 1:27,000. Hedenquist, J.W., Arribas, R., and Gonzalez-Urien, E., 2000, Exploration for Epithermal Gold Deposits, in Hagemann, S.G., and Brown, P.E. eds., Gold in 2000, Reviews in Economic Geology, v. 13, pp. 245-277. Hudson, D.M., 2003, Epithermal Alteration and Mineralization in the Comstock District, Nevada: Economic Geology, v. 98, pp. 367-385. Hudson, D.M., 2005, Brief Summary of the Geology of the Comstock District, Nevada, Geological Society of Nevada GSN Symposium 2005 Field Trip Guidebook #10. Hudson, D.M., Castor, S.B., Garside, J., and Henry, C.D., 2009, Geologic Map of the Virginia City Quadrangle, Nevada, Nevada Bureau of Mines and Geology Map, 1:24,000. Legal Information Institute (LII), Heydenfeldt vs. Daney Gold and Silver Mining Company, Supreme Court, 1876. Lexa, J. Seghedi, I., Nemeth, K. Szakacs, A., Konecny, V., Pecskay, Z., Fulop, A., and Kovacs, M., 2010, Neogene- Quaternary Volcanic form in the Carpathian-Pannonian Region: A Review, Central European Journal of Geosciences. Martin, L.G. and Norred, M.N., personal communications, 2021 and 2022. Martin, L.G., Golden, J.V., Ruiz Parraga, J., Norred, M.N., Mitchell, W.T., and Briscoe, S.W., 2010, Re-Thinking the Comstock: Volcanic Domes and Arcuate Structures, Geological Society of Nevada Symposium. Martin, L.G., personal communications, 2022. McCormick, T.F., Proposed Exploration on the Upper Levels of Con-Virginia, Company Report by Supt. Thos. F. McCormick, Con-Virginia Mining Company, 1913. Mines and Mills of Silver City, Nevada, Nevada Bureau of Mines, Vol. 26, No. 5. Mine Development Associates, 2022, Technical Report Summary of the Comstock Project, Storey County, Nevada, USA. National Instrument 43-101 Standards of Disclosure for Mineral Projects, 32 pages. National Centers for Environmental Information, 2022, Magnetic Declination Estimated Value. Nevada Bureau of Mines, Vol. 37, No 4. Rea Gold Corp., October 27, 1983, Phase I Completion Report Brunswick Property, Comstock Mining District, Storey County, Nevada: Charlton International, 61 pages. Rose, R.L., 1969, Geology of Parts of the Wadsworth and Churchill Butte Quadrangles, Nevada: Nevada Bureau of Mines, Bulletin 71, 1:48,000. SEC Guide 7, Description of Property by Issuers Engaged or to Be Engaged in Significant Mining Operations, pp. 34- 37. Singleton, M.J., 2002, Hydrothermal Processes at the Comstock Lode Mining District, Virginia City, Nevada: [Ph.D Dissertation], Washington University, Saint Louis, Missouri, 284 pages. Singleton, M.J., and Criss, R.E., 2002, Effects of Normal Faulting on Fluid Flow in an Ore-Producing Hydrothermal System, Comstock, Nevada: Journal of Volcanology and Geothermal Research, v. 115, pp. 437-450. Smith, A.M. The Mines and Mills of Silver City, Nevada, University of Nevada Bulletin, Vol. XXVI, No. 5, October 1, 1932.

Slide164

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 154 BEHRE DOLBEAR State of Nevada Well Driller's Reports and Well Log Details, September and October 2015. Stoddard, C., and Carpenter, J.A. 1950, Mineral Resources of Storey and Lyon Counties, Nevada, Geology and Mining Series No. 49. Szepsi, J., Lukacs, R., Soos, I., Benko, Z., Pecskay, Z., Esik, Z., Kozak, M., Di Capua, A., Groppelli, G., Norini, G., Sulpizio, R., and S. Harangi. 2019, Telkibanya Lava Domes: Lithofacies Architecture of a Miocene Rhyolite Field (Tokaj Mountains, Carpathian-Pannonian Region, Hungary), Journal of Volcanology and Geothermal Research. Taranik, J.V., Huisinpillar, A., Borengasser, M., Detection and Mapping of Volcanic Rock Assemblages and Associated Hydrothermal Alteration with Thermal Infrared Multiband Scanner (TIMS) Data, Comstock Lode Mining District, Virginia City Nevada, Department of Geological Sciences, Mackay School of Mines, University of Nevada-Reno, June 1985. Terrill, A.C., 1914, Ores of the Comstock Lode, Unpublished M.S. Thesis, New York, Columbia University, 51 pages. The SME Guide for Reporting Exploration Results, Mineral Resources, and Mineral Reserves (The 2007 SME Guide), September 29, 2007. The Society for Mining, Metallurgy and Exploration, Inc., 47 pages. Thompson, G.A., 1956, Geology of the Virginia City Quadrangle, Nevada: U.S. Geological Survey Bulletin 1042-C, 1:62,500. Thompson, G.A. and White, D.E., 1964, Regional Geology of the Steamboat Springs Area, Washoe County, Nevada: U.S. Geological Survey Professional Paper 485-A, 1:62,500. Vikre, P.G., McKee, E.H., and Silberman, M.L., 1988, Chronology of Miocene Hydrothermal and Igneous Events in the Western Virginia Range, Washoe, Storey, and Lyon Counties, Nevada: Economic Geology, v. 83, pp. 864-874. Wright, J.L., 2011, Spring Valley Property Ground Magnetic Survey, COMPANY INTERNAL REPORTS Brady, J., 2012, Observations concerning the occurrence of Tertiary Rocks at Depth in E12-21. Burgoyne, A.A., 1995, Kossuth and Alhambra Property Letter. Carrington, R.G., Potential Mineral Resource Inventory of the Comstock Lode and Surrounding Mining District. Carrington, R.G., 1998, Structural Evolution of the Silver City – Woodville Lode Intersection and Implications for "Deep" Bonanza Exploration. Carrington, R.G., 1991, Summary Report, Reverse Circulation Drilling Program – Antunovich Property, Storey County, Nevada. Dayton Consolidated Mines Company, Company Report December 26, 1942, Dayton Consolidated Mines Company, Company Reports, 1949 to 1950. Gower, Thompson & Associates, 1986, Report on the Underground Workings on and Adjacent to the Oest Mine Property, Devil's Gate and Chinatown Mining Districts, Lyon County, Nevada. Houston Oil and Minerals Corporation, Memorandum – Drilling and Sampling Method at Dayton Project. Houston Oil and Minerals Corporation, 1979, Memorandum – Ore Reserve Calculations – Dayton Project. McClelland Laboratories, Inc., 2011, Heap Leach Phase Metallurgical Evaluation – Principally Bulk Ore Samples from the Comstock Mining Lucerne Project. Minerex Resources, 1985, "The Oest Mine Property" Press Release. Mitchell II, W.T., 2012, 2012 Drill Program Summary Report. REA Gold Corporation, 1993, South Comstock Joint Venture Summary Report. Rhoden, Dr. H. Neville, 1985, Appraisal Report on the Oest Property near Silver City, Devil's Gate and Chinatown Mining Districts, Lyon County, Nevada. Russell, S.J., 1994, Drill Summary Holes D94-6 Thru D94-26. Kossuth Project. South Comstock. Russell, S.J., 1994, Keystone Drill Data. Russell, S.J., 1994, Kossuth Alhambra Report


slide165


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 155 BEHRE DOLBEAR Russell, S.J., 2003, Assay Summary 2003 Core Hole, Surface and Subsurface Samples, Justice Property, Comstock District, Nevada, Russell, S.J., 2007, Summary and Recommendations, Spring Valley Properties, Comstock District, Nevada, Russell, S.J., 2010, The Dayton Property, Russell, S.J., 2010, The Spring Valley Property, Schrader, E.J., 1942, Dayton Consolidated Mines Company Report, Thompson, T.T., 2011, Mineralogy of Metallurgical Samples DA-001 & LM-026-027, Turek, C.M., 1994, Economic Evaluation and Mineability of the Alhambra and Kossuth Veins, Lyon County, Nevada, Viljoen III, B.J., 2005, Report of the New York, Keystone, and the Lady Washington Group of Mines, Wright, J.L., 2011, Spring Valley Property Ground Magnetic Survey.

 slide166



Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 156 BEHRE DOLBEAR 25.0 RELIANCE ON INFORMATION PROVIDED BY THE REGISTRANT The authors are not qualified to express a legal opinion with respect to the property titles and current ownership and possible encumbrance status, and therefore, have relied on the information provided by the Registrant and summarized in Section 3.0 and Appendix 1.0 of this report. The authors disclaim direct responsibility for such titles and status data. The raw data used for the geologic interpretation and Mineral Resource estimate was also supplied by the Registrant. While no independent sampling was conducted for this report, as discussed in Section 9.2, based upon the author's personal review and verification of drilling, sampling, logging, assaying, surface geology, 3-D geologic modeling, and the electronic database, the authors have relied upon its accuracy and are of the opinion that all of the data is quite adequate for the principal use of resource estimation summarized in this technical report. The Registrant has also provided the information on environmental, permits and litigation summarized in Section 17.0. The authors reviewed and checked the information with the Company but have relied upon their representation of the permit and litigation status.

 slide167

 slide168


Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 158 BEHRE DOLBEAR TABLE A.1.1 COMSTOCK EXPLORATION AND DEVELOPMENT LLC (UNPATENTED CLAIMS) CLAIM ID CLAIM NAME  
TYPE LOC DT ACRES ROY OWN NSR % NMC108753 Peach Lode 8/19/1925 14.11 IDA Consolidated 2.00% NMC108755 Wedge Lode 8/19/1925 5.33 IDA Consolidated 2.00% NMC912286 Emma Nevada Lode 9/1/2005 15.85  
NMC965382 Ghost 8 Lode 9/30/2007 2.32 NMC965383 Ghost 9 Lode 9/30/2007 1.09 NMC965384 Ghost 10 Lode 9/30/2007 9.71 NMC965385 Ghost 11 Lode 9/30/2007 6.68 NMC983395 Comstock Lode 142 Lode 12/21/2007 14.01  
NMC983397 Comstock Lode 144 Lode 12/21/2007 8.01 NMC983399 Comstock Lode 146 Lode 12/21/2007 5.42 NMC983401 Comstock Lode 148 Lode 12/21/2007 12.99 NMC983403 Comstock Lode 150 Lode 12/21/2007 1.97  
NMC1006363 Crystal Granite Lode 5/18/2009 12.42 Pedlar 1.00% NMC1045231 Daney #1 Lode 3/8/2011 18.71 NMC1045232 Daney #2 Lode 3/8/2011 20.67 NMC1045233 Daney #3 Lode 3/8/2011 20.67 NMC1045234 Daney #4 Lode  
3/8/2011 20.67 NMC1045235 Daney #5 Lode 3/8/2011 20.67 NMC1045236 Daney #6 Lode 3/8/2011 20.67 NMC1045237 Daney #7 Lode 3/8/2011 18.74 NMC1046267 Brandy Lode 4/5/2011 16.54 Genco 2.50% NMC1046268 Great  
Republic Lode 4/5/2011 2.97 Genco 2.50% NMC1046269 Homer Lode 4/5/2011 0.14 Genco 2.50% NMC1046270 Lilly Lode 4/5/2011 7.93 Genco 2.50% NMC1046271 OP 6 Lode 4/5/2011 13.60 Genco 2.50% NMC1046272 OP 7 Lode  
4/5/2011 1.53 Genco 2.50% NMC1062748 Plum Fraction 1 Lode 10/24/2011 6.56 NMC1062749 Plum Fraction 2 Lode 10/24/2011 2.04 NMC1062750 Plum Fraction 3 Lode 10/24/2011 1.49 NMC1062757 Plum Fraction 12 Lode 12/9/2011  
9.85 NMC1062759 Plum Fraction 14 Lode 12/9/2011 1.20 NMC1062760 Plum Fraction 15 Lode 12/9/2011 1.16 NMC1062761 Plum Fraction 16 Lode 12/9/2011 9.68 NMC1093505 Oest Frac 1 Lode 8/17/2013 0.15 NMC1093506 Oest Frac  
2 Lode 8/17/2013 0.28 NMC1093507 Oest Frac 3 Lode 8/17/2013 0.02 NMC1097411 Three Brothers Lode 11/1/2013 18.61 NMC1130391 Kapow Lode 9/1/2016 8.26 NMC1149268 CK #1 Lode 7/25/2017 20.66 NMC1149269 CK #2 Lode  
7/25/2017 20.66 NMC1149270 CK #3 Lode 7/25/2017 20.66 NMC1149271 CK #4 Lode 7/25/2017 20.66 NMC1149272 CK #5 Lode 7/25/2017 19.45 NMC1149273 CK #6 Lode 7/25/2017 20.45 NMC1149274 CK #7 Lode 7/27/2017 16.36

slide169

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 159 BEHRE DOLBEAR TABLE A.1.1 COMSTOCK EXPLORATION AND DEVELOPMENT LLC (UNPATENTED CLAIMS) CLAIM ID CLAIM NAME TYPE LOC DT ACRES ROY OWN NSR % NMC1149275 CK #8 Lode 7/27/2017 14.06 NMC1149276 CK #9 Lode 7/26/2017 20.57 NMC1149277 CK #10 Lode 7/26/2017 3.36 NMC1149278 CK #11 Lode 7/27/2017 4.87 NMC1149279 CK #12 Lode 7/26/2017 20.66 NMC1149280 CK #13 Lode 7/26/2017 12.09 NMC1149281 CK #14 Lode 7/26/2017 20.66 NMC1149282 CK #15 Lode 7/26/2017 18.88 NMC1149283 CK #16 Lode 7/26/2017 13.48 NMC1149284 CK #17 Lode 7/26/2017 20.66 NMC1149285 CK #18 Lode 7/27/2017 11.71 NMC1149286 CK #19 Lode 7/27/2017 11.03 NMC1149288 CK #21 Lode 7/27/2017 17.45 NMC1149289 CK #22 Lode 7/27/2017 6.69 NMC1149290 CK #23 Lode 7/28/2017 20.66 NMC1149291 CK #24 Lode 7/28/2017 20.66 NMC1149292 CK #25 Lode 7/28/2017 17.26 NMC1149293 CK #26 Lode 7/27/2017 20.66 NMC1149294 CK #27 Lode 7/27/2017 14.65 NMC1149295 CK #28 Lode 7/27/2017 16.42 NMC1149296 CK #29 Lode 7/31/2017 20.66 NMC1149297 CK #30 Lode 7/31/2017 15.32 NMC99064 SD Placer Placer 9/30/1967 42.85 NMC99065 DS Placer Placer 9/30/1967 80.64 NMC99066 Trio Claims Placer 9/30/1967 58.69 NMC99067 Gold Star Placer 7/18/1972 78.32 NMC99068 Badger Placer 8/13/1966 104.23 NMC99072 EZ Placer Placer 2/6/1970 57.82 NMC99074 Mustang Placer 9/6/1969 43.31 NMC99075 Nugget Placer Placer 9/1/1959 72.28 NMC99076 Star Placer Placer 11/12/1966 49.02 NMC99078 Stans Placer Placer 9/2/1969 40.51 NMC99079 Stangs Placer Placer 10/15/1969 37.89 NMC677117 Harlesk #1 Placer 3/8/1993 4.42 NMC677118 Harlesk #2 Placer 3/8/1993 19.74 NMC677119 Harlesk #3 Placer 3/8/1993 17.84 NMC677120 Harlesk #4 Placer 3/8/1993 4.48 NMC677121 Harlesk #5 Placer 3/8/1993 20.07 NMC677122 Harlesk #6 Placer 3/8/1993 17.67 NMC677123 Harlesk #7 Placer 3/8/1993 20.32 NMC677124 Harlesk #8 Placer 3/8/1993 17.38 NMC677125 Harlesk #9 Placer 3/8/1993 18.83 NMC677126 Harlesk #10 Placer 3/8/1993 19.89 NMC872176 Harlesk 100 Placer 4/19/2004 6.20 NMC872177 Harlesk 101 Placer 4/19/2004 21.63


slide170




 slide171

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 161 BEHRE DOLBEAR TABLE A 1/2 COMSTOCK EXPLORATION AND DEVELOPMENT LLC (PATENTED CLAIMS) APN CLAIM NAME SURVEY  
PAT DATE ACRES ROY OWN NSR % 008-091-09 Alhambra MS 56 18740206 19.26 0.00% 016-111-09 Amazon MS 114 18760527 7.04 0.00% 016-111-02 Brodek Consolidated MS 1703 18941001 0.36 Genco 2.50% 887 Carson MS 80  
18740430 20.66 0.00% 008-091-09 Cherokee MS 75 18740302 3.12 0.00% 016-101-08 Comet MS 123 18760821 13.39 Genco 2.50% 016-101-08 Comet N Ext (Lyon) MS 150 18901227 10.70 Genco 2.50% 016-111-03 Comet S Ext MS  
149 18880411 11.04 Genco 2.50% 008-091-09 Dayton MS 66 18731101 11.02 0.00% 016-121-02 Diez-Senores (Genessee) MS 41 18761018 18.33 0.00% 016-121-22 Dondero 22 20.01 Dondero 1.50% 016-121-23 Dondero 23 20.00  
Dondero 1.50% 016-121-24 Dondero 24 19.92 Dondero 1.50% 016-121-25 Dondero 25 20.08 Dondero 1.50% 016-111-09 Glasgow MS 113 18760615 18.04 0.00% 016-111-02 Golden Eagle MS 157 18920114 8.95 Genco 2.50% 800-001-  
09 Green (Lyon) MS 95 18750604 4.51 Obester/Precious 2.15% 008-091-09 Kossuth MS 63 18750125 37.10 0.00% 016-101-08 Lanza MS 133 18771020 14.36 Genco 2.50% 016-121-01 Metropolitan MS 74 18740630 9.99 IDA  
Consolidated 2.00% 119 Montezuma MS 119 18770119 14.61 0.00% 016-111-02 Northern Belle MS 158 18920316 8.90 Genco 2.50% 016-111-02 Northern Belle No. 2 MS 151 18920115 6.02 Genco 2.50% 016-151-22 Old Daney MS 3863

19120304 20.67 0.00% 1749 Silver Central MS 94 18760418 14.11 0.00% 800-001-13 St. Louis (Lyon) MS 67 18741017 0.60 Obester/Precious 2.15% 016-101-06m Vulcan (minerals) MS 138 18900702 17.73 0.00% 016-111-10 Wonder Extension MS 4855 19621226 20.91 0.00% 016-111-10 Wonder Lode MS 4855 19621226 18.96 0.00% 016-111-06 Andrew MS 3774 19120523 1.09 Decomm. Services 2.00% 016-111-06 Eva MS 4498 19231210 18.93 Decomm. Services 2.00% 016-111-06 Golden Pick MS 3774 19120523 21.54 Decomm. Services 2.00% 016-111-06 Harkin G. and S.M.Go. MS 3774 19120523 19.47 Decomm. Services 2.00% 016-111-06 Haywood No.2 MS 3774 19120523 21.53 Decomm. Services 2.00% 016-111-06 Monroe Mine MS 3774 19120523 21.16 Decomm. Services 2.00% 016-111-06 Monroe No.2 MS 3774 19120523 23.32 Decomm. Services 2.00% 016-111-06 Nevada MS 3774 19120523 6.58 Decomm. Services 2.00% 016-111-06 San Jose MS 3774 19120523 21.36 Decomm. Services 2.00% 016-111-06 Santiago MS 147 19120408 14.11 Decomm. Services 2.00% 016-111-06 Santiago No.2 MS 3774 19120523 20.73 Decomm. Services 2.00% 016-111-06 Undine MS 4498 19231210 11.72 Decomm. Services 2.00% Total Patented 611.93

slide172

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 162 BEHRE DOLBEAR TABLE A 1.3 COMSTOCK EXPLORATION AND DEVELOPMENT LLC (FEE PARCELS) CLAIM ID CLAIM NAME ACRES  
008-091-02 Lot 276 0.27 016-121-10 Dondero 10 2.89 016-121-11 Dondero 11 0.94 016-121-12 Dondero 12 0.08 008-061-08 House/Comstock Lodes (surface) 1.56 008-091-09 Dayton Parcel 92.76 008-091-07 Lot 286 1.07 016-121-26  
Wunderlich 1 19.82 016-121-27 Wunderlich 2 19.67 016-121-30 Wunderlich 5 90.65 016-121-29 Wunderlich 4 59.67 016-121-28 Wunderlich 3 39.73 016-151-07 Wunderlich 6 124.04 016-121-32 Highway Wedge 3.77 008-101-28 0 Dayton  
Toll Road 0.62 008-101-27 1505 Dayton Toll Road 3.72 Total Fee 461.27

 slide173



slide174

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 164 BEHRE DOLBEAR

slide175



slide176

Dayton Consolidated Report Effective Date: November 1, 2022 Project 18-061 (S-K 1300) 166 BEHRE DOLBEAR

slide177







#### DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.