SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Lyon Mckinsey Margaret
(Last) (First) (Middle)
405 S. 8TH STREET, STE 201
(Street)
BOISE ID 83702
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PERPETUA RESOURCES CORP. [PPTA]

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
(See remarks (4))

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/05/2026		X		40,000	A	$8.59[(1)]	129,154	D	
Common Shares	01/05/2026		S		32,490	D	$26.61[(2)]	96,664	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director and Employee Stock Option (right to buy)	$8.59[(1)]	01/05/2026		X			40,000	(3)	01/20/2026	Common Shares	40,000	$0	0	D	

Explanation of Responses:

1. The exercise price of the stock option of CAD $11.80 is converted to USD based on the daily average exchange rate as reported by the H.10 statistical release of the Board of Governances of the Federal Reserve System on January 2, 2026, of C$1.3738 = US$1.00.

2. The sale price of the stock option of CAD $36.56 is converted to USD based on the daily average exchange rate as reported by the H.10 statistical release of the Board of Governances of the Federal Reserve System on January 2, 2026, of C$1.3738 = US$1.00. The sale price of CAD $36.56 is a weighted average price. These shares were sold in multiple transactions at prices ranging from CAD $36.38 to CAD $36.65, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this footnote (2). These shares include shares sold to cover option exercise price.

3. The stock option, representing a right to purchase a total of 40,000 Common Shares, became exercisable as to 10,000 Common Shares on January 20, 2021, as to 10,000 Common Shares on January 20, 2022, as to 10,000 Common Shares on January 20, 2023, and as to the remaining 10,000 on January 20, 2024.

Remarks:

4. Senior Vice President, External Affairs at Perpetua Resources Idaho, Inc., a wholly owned subsidiary of Perpetua Resources Corp.

/s/ Tanya Nelson, as attorney-in-fact for Mckinsey Margaret Lyon   01/07/2026
** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.