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 | |
|---|---|
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☐ 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*
Robison Chris J

(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)
X Director
10% Owner
Officer (give title below)
Other (specify below)

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 | | 20,000 | A | $8.59[1] | 90,000 | D | |
| Common Shares | 01/05/2026 | | X | | 9,500 | A | $8.59[1] | 99,500 | D | |
| Common Shares | 01/05/2026 | | S | | 10,201 | D | $26.24[2] | 89,299 | D | |
| Common Shares | 01/06/2026 | | S | | 3,500 | D | $26.57[3] | 85,799 | 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 | | | 20,000 | (4) | 01/20/2026 | Common Shares | 20,000 | $0 | 0 | D | |
| Director and Employee Stock Option (right to buy) | $8.59[1] | 01/05/2026 | | X | | | 9,500 | (5) | 01/20/2026 | Common Shares | 9,500 | $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 $36.05 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. These shares represent shares sold to cover option exercise price.

3. The sale price of the stock option of CAD $36.50 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 $36.50 is a weighted average price. These shares were sold in multiple transactions at prices ranging from CAD $36.41 to CAD $36.81, 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 (3). These shares represent shares sold to cover payment of taxes relating to the option exercise.

4. The stock option, representing a right to purchase a total of 20,000 Common Shares, became exercisable as to 5,000 Common Shares on January 20, 2021, as to 5,000 Common Shares on January 20, 2022, as to 5,000 Common Shares on January 20, 2023, and as to the remaining 5,000 on January 20, 2024.

5. The stock option, representing a right to purchase a total of 9,500 Common Shares, became exercisable as to 2,375 Common Shares on January 20, 2021, as to 2,375 Common Shares on January 20, 2022, as to 2,375 Common Shares on January 20, 2023, and as to the remaining 2,375 on January 20, 2024.

/s/ Tanya Nelson, as attorney-in-fact for Chris J Robison — 01/07/2026
** Signature of Reporting Person — Date