

# PROTECT YOUR INVESTMENT

# VOTE GREEN

## YOUR INVESTMENT IS AT RISK

**The Dissidents have failed to articulate to shareholders, the potentially value destructive consequences of removing the current Board.**

- 1** The participation of the Board and management is critical to the success of the arbitration process. They have extensive knowledge of the development of Angostura and may be called upon to provide evidence during the arbitration proceeding.
- 2** If the Board and current management is replaced, the Company will be in default under its debt obligations with its investors, permitting those investors to exercise remedies available to them including foreclosing on certain assets or forcing the Company into bankruptcy proceedings.

---

### YOUR BOARD AND MANAGEMENT TEAM:

- Increased the share price by 197%.
- Secured \$24.3 million in financing, providing enough capital to fund the arbitration.
- Maintain a vital and irreplaceable role in the arbitration proceeding.
- Went without a salary for almost 5 months.

## 242%

Increased Market  
Capitalization

## \$47 MILLION

in total value creation



## YOUR INVESTMENT IN ECO ORO IS AT RISK

April 10, 2017

Dear Shareholders,

At the upcoming annual general and special meeting of shareholders on April 25, 2017, you will have to make an important choice, the outcome of which will determine the direction and possibly the continuing survival of Eco Oro Minerals Corp. (“Eco Oro” or the “Company”) and the preservation of your investment.

As you know a group of dissidents led by Courtenay Wolfe and Harrington Global Opportunities Fund Ltd. (the “Dissidents”) has proposed its own slate of directors. They have failed to offer a credible plan to shareholders, have made a series of false and misleading statements, and we believe their true motives for this campaign remain a mystery. Even more troubling, the board of directors of Eco Oro (the “Board”) believes that the Dissidents do not comprehend the potentially destructive consequences of removing the current Board.

### DEBUNKING THE DISSIDENTS’ DESPERATE CLAIMS

The Board has always acted in a forthright and transparent manner with shareholders, even in the face of the Dissidents’ baseless claims. The Board has sought to focus on communicating Eco Oro’s plan to maximize value for shareholders. As such, we cannot allow the repeated false, misleading and desperate claims of the Dissidents to stand.

**False Claim #1:** *“Faced with the predicted inevitable liquidity crisis of its own making, the Company ignored other shareholder-friendly financing options, and agreed to [the Tenor financing].”*

**The Board’s completion of the Tenor financing, saved Eco Oro and ensured that shareholders would have an opportunity to participate in the value maximization process at Angostura.**

Since 2010, Eco Oro has had to rely on a small group of loyal shareholders to finance the Company – the direct result of being rebuffed by several existing shareholders who, when approached, refused to participate in funding the Company. The Board embarked on an extensive effort to raise capital for Angostura including approaching financial advisors for assistance and retaining legal advisors, facilitating due diligence efforts with and by potential partners, as well as drafting and negotiating deal documentation.

Having exhausted traditional financing sources, the Company was introduced to three potential investors (Tenor Capital Management Company, L.P. (“Tenor”), Calunius Capital and Vannin Capital)

to provide capital to prosecute the arbitration claim. Only Trexs Investments, LLC, an entity managed by Tenor, offered to partner with the Company by accepting an equity interest in Eco Oro and by advancing sufficient capital to support the arbitration claim.

**False Claim #2:** “Management and the largest shareholders agreed to support Tenor in return for a significant part of the Company being given to them for nominal consideration.”

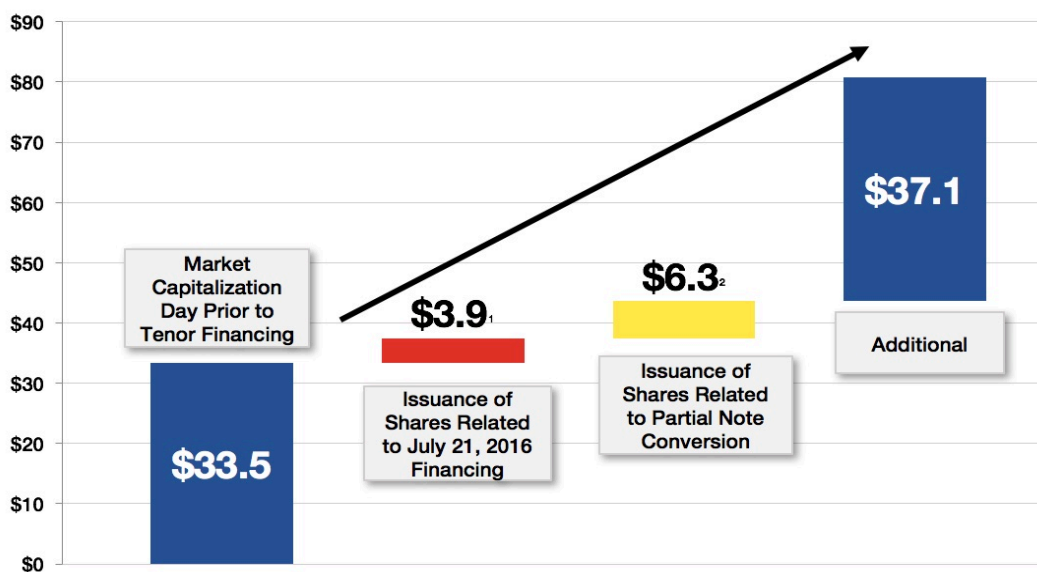
At the time of the investment, Eco Oro had a market capitalization of approximately \$33 million, and the total capital contributed to the Company by the investors was approximately \$24 million or ~71% of the market capitalization vs. the ~60% ownership interest received by the investors.

By July of 2016, just prior to concluding the transaction with Tenor, the Company was facing difficult times, it had \$31,000 in its treasury and approximately \$1.83 million outstanding in trade payables (including staff salaries and taxes), \$117,000 in equity tax liability and \$957,000 in other short term obligations, and needed additional liquidity to pursue the arbitration claim and maximize value for shareholders.

Tenor was able to meet the immediate cash needs of the Company, and provide enough capital to fund the arbitration, providing a total of US\$14 million in capital. Other existing shareholders, including Amber Capital and Paulson & Co, provided an additional US\$4.2 million on the same terms.

Failing to complete this transaction would potentially have exposed shareholders to the destruction of the remaining equity value of the Company; instead the Board was able to create value.

## ~\$47 Million in Total Value Creation



All Amounts in Millions of Dollars

<sup>1</sup>USD amounts converted at rate of 1 USD per 1.31 CAD based on Bank of Canada rate on 7/21/16

<sup>2</sup>USD amounts converted at rate of 1 USD per 1.33 CAD based on Bank of Canada rate on 3/16/17

**False Claim #3:** *“The Board converted a portion of the unsecured convertible debt of the Company into common shares in order to entrench itself.”*

**The Board acted as responsible fiduciaries to further de-risk the Company when the stock was at a 52 week high and ultimately enhanced Eco Oro’s ability to maximize shareholder value.**

Since the announcement of the initial issuance of the convertible indebtedness, Eco Oro's share price had risen by over 50%. In light of this appreciation in the trading price of Eco Oro's shares, and the Board’s desire to de-risk the Company's balance sheet and enhance its financial flexibility, the Board acted to extinguish part of the Company's outstanding debt obligations at a share price that protects future shareholder value.

**False Claim #4:** *“Attempts to reduce costs and expenses since 2015 have been insufficient and the Company still has an excessively high burn rate...None of [Courtenay Wolfe’s] suggestions were followed.”*

**Eco Oro’s Board has taken every opportunity to reduce overhead, while complying with local union laws, Colombian National Mining Agency requirements, and local environmental agency requirements to preserve our licenses.**

The Dissidents’ plan to “Drastically reduce overhead, including personnel costs and costs in Colombia” could severely harm the value of the Angostura project. We believe this notion is emblematic of the Dissidents’ lack of relevant experience with mining operations and lack of understanding of the legal obligations of the Company in Colombia.

Contrary to Courtenay Wolfe’s assertions, at no time during my engagement with her, did Ms. Wolfe discuss the operations of the Company, its burn rate, the level of overhead, or Ms. Wolfe getting involved with the Company in any capacity.

**False Claim #5:** *“Management has further destroyed shareholder value by implementing a management incentive plan entitling certain “key personnel” to 7% of the gross proceeds of the Arbitration...The plan is highly unusual and off-market.”*

**Eco Oro’s incentive plan is capped and discretionary, and bonuses, if they are awarded at all, are determined by a committee of the Board, none of whom is a participant under the plan. If the Company is successful in the arbitration and if any amounts are received under the plan, each individual will receive on average less than 1% of the award.**

**Eco Oro’s plan is required to retain key personal for the arbitration and depending on the decision of the arbitration, could result in the loss of their jobs.**

In contrast, Courtenay Wolfe and certain directors of another Harrington Global Limited investment, Brilliant Resources Inc., awarded themselves a \$1.3 million bonus payment, including \$900,000 to a management company controlled by Ms. Wolfe, for their role in leading an arbitration against the government of Equatorial Guinea. The \$1.3 million bonus payment represented over 6% of the \$21 million cash return received by Brilliant Resources shareholders.<sup>1</sup>

Fellow shareholders, please take the time to carefully consider what you have read here. Do not be misled by the Dissidents' claims. The current Board and management team has been fully transparent about how we intend to drive value for all shareholders. The Dissidents have no credible plan.

Your Board and management team will continue to work tirelessly to protect, enhance and maximize value for all shareholders. We strongly urge you to protect your investment in Eco Oro and vote for all six highly-qualified individuals on the **GREEN** proxy or voting instruction form.

Sincerely,

"Anna Stylianides"

Anna Stylianides  
Executive Chairman

## HOW TO VOTE

To ensure your vote is counted, please vote the **GREEN** proxy before 10:00 a.m. (Vancouver Time), April 21, 2017. If you have previously voted the dissident proxy, you can simply change your vote by voting enclosed **GREEN** form of proxy now. The later dated proxy is the one that will be voted at the annual general and special meeting.

If you have questions about voting your proxy, or did not receive a proxy, please call Eco Oro's proxy solicitor, D.F. King Canada at 1-800-240-2133 (toll free in North America) or 1-201-806-7301 (outside North America) or email at [inquiries@dfking.com](mailto:inquiries@dfking.com).

---

<sup>1</sup> Brilliant Resources Inc. Management Information Circular, dated May 25, 2015, page 62.

ANY QUESTIONS AND REQUESTS FOR ASSISTANCE MAY BE DIRECTED TO  
ECO ORO MINERALS CORP.'S PROXY SOLICITATION AGENT:

**D.F. KING**

**NORTH AMERICAN TOLL FREE PHONE:**  
**1-800-240-2133**

Outside North America, Banks, Brokers and Collect Calls: 1-201-806-7301

Email: [inquiries@dfking.com](mailto:inquiries@dfking.com)

North American Toll Free Facsimile: 1-888-509-5907

Facsimile: 1-647-351-3176

For up to date information and convenience in voting  
please visit the website:  
[www.eco-oro.com](http://www.eco-oro.com)