



**Suite 300 – 1055 West Hastings Street  
Vancouver, BC V6E 2E9  
Telephone: 604.682.8212**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

and

## **MANAGEMENT INFORMATION CIRCULAR**

**for a meeting to be held on October 28, 2019**

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, the annual general meeting(the “**Meeting**”) of the holders of common shares (the “**shareholders**”) of Eco Oro Minerals Corp. (the “**Company**”) will be held at the offices of Cassels Brock & Blackwell LLP, located at Suite 2100, Scotia Plaza, 40 King Street West, Toronto, ON, M5H 3C2, on October 28, 2019 at 10:00 a.m. (Eastern Time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal years ended December 31, 2017 and December 31, 2018, together with the report of the auditors thereon, and the interim financial statements of the Company for the 6 month period ended June 30, 2019;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the Board of Directors to fix the remuneration of the auditors; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of the Meeting.

The Board of Directors of the Company has fixed September 23, 2019 (the “**Record Date**”) as the record date for the Meeting. Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

**All proxies must be received by 10:00 a.m. (Eastern time) on October 24, 2019** and, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting.

Late proxies may be accepted or rejected by the Co-Chairs of the Meeting at their discretion and the Co-Chairs of the Meeting are under no obligation to accept or reject any particular late proxy. The Co-Chairs of the Meeting may waive or extend the proxy cut-off without notice.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of proxy or voting instruction form (a “**VIF**”) provided to you by your broker, investment dealer or other intermediary as soon as possible. To be included at the Meeting, your voting instructions must be received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by telephone, internet or fax by **10:00 a.m. (Eastern time) on October 24, 2019** or, if the Meeting is postponed or adjourned, at least 48 hours (excluding Saturdays, Sunday and holidays) prior to the time of the postponed or adjourned Meeting. If you received a VIF, you hold your common shares through a broker, investment dealer or other intermediary and consequently must provide your instructions to your broker, investment dealer or other intermediary as specified in the VIF and by the deadline set out therein (which may be an earlier time than set out above).

DATED at Vancouver, British Columbia, this **27** day of **September**, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Paul Robertson"*

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Paul Robertson,  
Chief Executive Officer (Interim)

**If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.**

## TABLE OF CONTENTS

<b>NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS.....</b>	<b>2</b>
<b>ADVISORIES .....</b>	<b>6</b>
EXCHANGE RATE AND CURRENCY INFORMATION .....	6
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION .....	6
<b>GLOSSARY OF TERMS .....</b>	<b>8</b>
<b>SECTION ONE: PROXY-RELATED MATTERS.....</b>	<b>10</b>
SOLICITATION OF PROXIES.....	10
APPOINTMENT OF PROXIES AND VOTING INSTRUCTIONS.....	10
INFORMATION FOR REGISTERED OWNERS OF SHARES .....	10
<i>Revoking Your Proxy</i> .....	11
INFORMATION FOR NON-REGISTERED (BENEFICIAL) OWNERS OF SHARES.....	11
<i>Revoking Voting Instructions</i> .....	12
EXERCISE OF DISCRETION.....	12
VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF .....	13
<b>SECTION TWO: BUSINESS OF THE MEETING .....</b>	<b>13</b>
1. FINANCIAL STATEMENTS .....	Error! Bookmark not defined.
2. ELECTION OF DIRECTORS.....	14
<i>Majority Voting For Directors</i> .....	14
3. APPOINTMENT OF AUDITORS.....	15
4. OTHER BUSINESS .....	15
<b>SECTION THREE: ABOUT ECO ORO'S NOMINEES .....</b>	<b>15</b>
<i>Orders &amp; Bankruptcies</i> .....	17
<b>SECTION FOUR: CORPORATE GOVERNANCE.....</b>	<b>18</b>
STATEMENT OF CORPORATE GOVERNANCE PRACTICES .....	18
OUR BOARD OF DIRECTORS.....	18
BOARD OF DIRECTORS' MANDATE .....	19
POSITION DESCRIPTIONS.....	19
ORIENTATION AND CONTINUING EDUCATION .....	20
ETHICAL BUSINESS CONDUCT .....	20
COMMITTEES .....	21
<i>Nominating and Corporate Governance Committee</i> .....	21
<i>Compensation Committee</i> .....	21
<i>Audit Committee</i> .....	22
<i>Arbitration and Budget Committee</i> .....	24
ASSESSMENTS.....	24
DIRECTOR TERM LIMITS AND RENEWAL OF THE BOARD OF DIRECTORS .....	25

<b>REPRESENTATION OF WOMEN ON THE BOARD OF DIRECTORS AND MANAGEMENT .....</b>	<b>25</b>
<i>Policy .....</i>	<i>25</i>
<i>Identification and Selection .....</i>	<i>25</i>
<i>Executive Officer Appointments .....</i>	<i>25</i>
<i>Targets .....</i>	<i>25</i>
<i>Current Composition .....</i>	<i>26</i>
<b>SECTION FIVE: COMPENSATION GOVERNANCE .....</b>	<b>27</b>
<b>EXECUTIVE COMPENSATION .....</b>	<b>27</b>
<i>Compensation Discussion and Analysis .....</i>	<i>27</i>
<i>Summary Compensation Table .....</i>	<i>29</i>
<i>Incentive Plan Awards .....</i>	<i>30</i>
<i>Termination and Change of Control Benefits .....</i>	<i>31</i>
<b>DIRECTOR COMPENSATION .....</b>	<b>31</b>
<i>Director Compensation Table .....</i>	<i>31</i>
<i>Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation .....</i>	<i>31</i>
<i>Amended and Restated Incentive Share Option Plan .....</i>	<i>32</i>
<b>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS .....</b>	<b>35</b>
<b>SECTION SIX: GENERAL INFORMATION .....</b>	<b>36</b>
<b>INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS .....</b>	<b>36</b>
<b>INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON .....</b>	<b>36</b>
<b>INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS .....</b>	<b>36</b>
<b>MANAGEMENT CONTRACTS .....</b>	<b>36</b>
<b>ADDITIONAL INFORMATION .....</b>	<b>37</b>
<b>DIRECTORS' APPROVAL .....</b>	<b>37</b>
 <b><u>APPENDICES</u></b>	
<b>APPENDIX A ECO ORO MINERALS CORP. BOARD OF DIRECTORS' MANDATE .....</b>	<b>A-1</b>
<b>APPENDIX B ECO ORO MINERALS CORP. AUDIT COMMITTEE MANDATE .....</b>	<b>B-1</b>

## **MANAGEMENT INFORMATION CIRCULAR**

(as at **September 27**, 2019, unless indicated otherwise)

This Circular is being furnished in connection with the solicitation of proxy for use at the meeting of the shareholders of Eco Oro to be held on October 28, 2019 at the offices of Cassels Brock & Blackwell LLP, located at Suite 2100, Scotia Plaza, 40 King Street West, Toronto, ON, M5H 3C2, on October 28, 2019 at 10:00 a.m. (Eastern Time) for the purposes set forth in the accompanying Notice of Meeting.

Unless otherwise defined or the context requires otherwise, all capitalized terms used herein have the meaning ascribed to such terms under the heading "Glossary of Terms" of this Circular.

### **ADVISORIES**

#### **EXCHANGE RATE AND CURRENCY INFORMATION**

On **September 24**, 2019, the rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars was US\$1.00 equals **\$1.3273**.

All dollar amounts herein are expressed in Canadian dollars ("C\$") unless otherwise indicated. References to "US\$" are references to the lawful currency of the United States of America.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Circular contains certain "forward-looking information" within the meaning of applicable securities law, which are prospective and reflect management's expectations relating to future events, the future activities and performance and business prospects and opportunities of the Company. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events, the future activities and performance and business prospects and opportunities of the Company. This forward-looking information includes, but is not limited to, statements concerning: the continuing pursuit of the Claim Proceedings and future payments of the Claim Proceeds; the completion of the Second Tranche; and the Company's strategies and objectives.

All information, other than statements of historical fact, included herein are forward-looking information that involve various risks and uncertainties.

Although the Company believes that such forward-looking information is reasonable, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information.

Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in its documents filed from time to time with the applicable regulatory authorities and include, but are not limited to, uncertainties and risks related to: the Claim Proceedings, including the quantum of damages to be obtained and the realization or collection of the value of any award; availability of further financing to fund planned or further required work in a timely manner and on acceptable terms; and uncertainties relating to the availability and costs of financing needed in the future, regulatory, environmental, political and other risks of the mining industry other risks discussed in disclosure documents filed by the Company with Canadian securities regulators, in the management discussion and analysis in the Company's annual and interim financial statements, all of which are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future

events will not occur. All forward-looking information in this Circular is made as of the date of this Circular. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors that affect this information, except as required by law.

## GLOSSARY OF TERMS

**“BCBCA”** means the *Business Corporations Act* (British Columbia).

**“Board of Directors”** means the board of directors of the Company.

**“Circular”** means this management information circular dated **September 27, 2019**.

**“Claim Proceedings”** means any and all present or future claim, right of action, action, litigation, arbitration, mediation, collection effort or other dispute resolution proceeding or effort of any kind of the Company and its direct or indirect subsidiaries, including, but not limited to, any and all present or future proceedings under the Free Trade Agreement between Canada and the Republic of Colombia signed on November 21, 2008 and which came into force on August 15, 2011 or before ICSID, UNCITRAL, ICC, CRCICA or such other applicable dispute resolution bodies or courts, in each case relating to the Company’s dispute with the Republic of Colombia arising in connection with the Company’s ability to explore and exploit the Angostura mineral project and all present and future claims, rights, action, litigation, arbitration, mediation, collection effort or other dispute resolution proceeding or efforts regarding same.

**“Claim Proceeds”** means all present and future value, order, award, entitlement or remuneration of any kind and in any form including, without limitation, any property, assets, cash, bonds, or any other form of payment or restitution, permit, license, consideration, refund or reimbursement of fees or similar right in each case paid, payable, recovered, owing to, due to, awarded to, ordered or otherwise received or to be received by the Company or any of its direct or indirect subsidiaries or affiliates of any kind, or any of their respective successors or assigns pursuant to or in respect of any settlement, award, order, entitlement, collection, judgment, sale, disposition, agreement or any other monetization of any kind of, in any way relating to the Claim Proceedings.

**“Company”** or **“Eco Oro”** means Eco Oro Minerals Corp., a corporation existing under the laws of the Province of British Columbia.

**“Direct Registration System”** means an electronic registration system which allows shareholders to hold Shares in their name in book-based form, as evidenced by a “DRS advice/statement” rather than a physical share certificate.

**“intermediary”** has the meaning herein provided under the heading “Section One: Proxy-Related Matters – Information For Non-Registered (Beneficial) Owners of Shares”.

**Majority Voting Policy** has the meaning herein provided under the heading “Section Two: Matters to be Voted On at the Meeting – Election of Directors – Majority Voting for Directors”.

**“Meeting”** means the annual general meeting of shareholders of the Company to be held on October 28, 2019, including any adjournment(s) or postponement(s) thereof.

**“NEOs”** means named executive officers.

**“NI 54-101”** means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

**“NI 58-101”** means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

**“NOBOs”** has the meaning herein provided under the heading “Section One: Proxy-Related Matters – Information for Non-Registered (Beneficial) Owners of Shares”.

**“Non-Registered Shareholder”** has the meaning herein provided under the heading “Section One: Proxy-Related Matters – Information for Non-Registered (Beneficial) Owners of Shares”.



**"Notice of Meeting"** means the notice of meeting accompanying this Circular and dated as of the date hereof.

**"OBOs"** has the meaning herein provided under the heading "Section One: Proxy-Related Matters – Information for Non-Registered (Beneficial) Owners of Shares".

**"Option Plan"** means the Amended and Restated Incentive Share Option Plan as initially approved by the shareholders on April 29, 2005.

**"OSC"** means the Ontario Securities Commission.

**"Quantum"** means Quantum Advisory Partners LLP.

**"Record Date"** means September 23, 2019.

**"Registered Shareholder"** has the meaning herein provided under the heading "Section One: Proxy-Related Matters – Information for Registered Owners of Shares".

**"Settlement Agreement"** means the settlement agreement dated as of July 31, 2017 made by and between the Company and the Settlement Shareholders. as amended and restated to the date hereof.

**"Settlement Shareholders"** means Trexs Investments, LLC, Amber Latin America LLC on behalf of and for the account of Series 3 and Amber Capital LP, PFR Gold Master Fund LTD., Harrington Global Opportunities Fund Ltd., Harrington Global Limited, Courtenay Wolfe, Anna Stylianides, Manas Dichow ("Dichow"), Danny Guy, Rocco Meliambro, Joe Meliambro, Catherine Wolfe, Susan Milton, Donato Pica Stephen Philip, Peter McRae, Lawrence Haber and Paul Robertson.

**"Shares"** means common shares in the capital of the Company.

**"shareholders"** means the holders of Shares.

**"Tenor"** means Tenor Capital Management Company, L.P.

**"Trex"** means Trexs Investments, LLC, an entity managed by Tenor.

**"TSX"** means the Toronto Stock Exchange.

**"VIF"** means a voting instruction form.

## SECTION ONE: PROXY-RELATED MATTERS

### SOLICITATION OF PROXIES

**This solicitation is made on behalf of management of the Company.** While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by telephone, internet or fax by the directors and regular employees of the Company. All costs of the solicitation and costs incurred in the preparation and mailing of the form of proxy (in the form accompanying this Circular), Notice of Meeting, and this Circular will be borne by the Company.

For further information relating to Registered Shareholders and Non-Registered Shareholders, see the discussion below under the headings “Section One: Proxy-Related Matters – Information for Registered Owners of Shares” and “Section One: Proxy-Related Matters – Information for Non-Registered (Beneficial) Owners of Shares”.

### APPOINTMENT OF PROXIES AND VOTING INSTRUCTIONS

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S OR COMPANY’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES OR BY COMPLETING ANOTHER FORM OF PROXY.** To be valid, a proxy must be in writing and executed by the shareholder or his or her attorney authorized in writing, unless the shareholder chooses to complete the proxy by telephone or internet as described in the enclosed proxy form. Completed proxies must be received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment(s) or postponement(s) thereof. Late proxies may be accepted or rejected by the Co-Chairs of the Meeting at their discretion. The Co-Chairs of the Meeting may waive or extend the proxy cut-off without notice.

### INFORMATION FOR REGISTERED OWNERS OF SHARES

You are a “**Registered Shareholder**” if you hold Shares in your name and you have a share certificate or evidence of ownership under a Direct Registration System, such as a DRS advice/statement. As a Registered Shareholder, you are identified on the share register maintained by the Company’s register and transfer agent, Computershare Investor Services Inc., as being a shareholder. If you are a Registered Shareholder, you may vote in person at the Meeting, you may appoint another person to represent you as proxyholder and vote your Shares at the Meeting or you may vote by mail, telephone, internet or fax. If you do not wish to attend the Meeting or do not wish to vote in person, you may complete and return the enclosed proxy in accordance with the instructions provided therein and below.

The persons named in the accompanying proxy are directors and/or officers of the Company and are nominees of management. You can choose to have management’s appointee vote your Shares or you may appoint a person of your choice by striking out the printed names and inserting the desired person’s name and address in the blank space provided. Please note that your vote can only be counted if the person you appointed attends the Meeting and votes on your behalf and the proxy has been properly completed and executed.

If you are able to join us in person for the Meeting and wish to vote your Shares in person, you are still encouraged to complete and return the enclosed proxy.

To be valid, the balance of the proxy must be completed, signed and delivered to either:

**Computershare Investor Services Inc.**

**Proxy Department, 100 University Avenue, 8th Floor  
Toronto, Ontario M5J 2Y1**

Proxies must be received no later than **10:00 a.m.** (Eastern time) on October 24, 2019, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. The Co-Chairs of the Meeting may waive or extend the proxy cut-off time at his/her discretion without notice.

You may also vote by any touch-tone telephone by calling toll free in Canada and U.S. at 1-866-732-VOTE (8683) or by internet at [www.investorvote.com](http://www.investorvote.com) and enter your control number located on the enclosed form of proxy.

**Revoking Your Proxy**

If you have submitted a proxy and later wish to revoke it, you can do so by re-voting your proxy by telephone or by completing and signing a proxy bearing a later date and sending it to Computershare Investor Services Inc. Your vote must be received no later than **10:00 a.m.** (Eastern time) on October 24, 2019 or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A later-dated proxy automatically revokes any previously submitted proxy. You can also send a written statement indicating you wish to have your proxy revoked. This written statement must be (i) received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time up to **10:00 a.m.** (Eastern time) on the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, at which the proxy is to be used, or (ii) deposited with the Co-Chairs of the Meeting before the Meeting starts on the day of the Meeting or any adjournment(s) or postponement(s) thereof.

**INFORMATION FOR NON-REGISTERED (BENEFICIAL) OWNERS OF SHARES**

The Shares owned by many shareholders of the Company are not registered on the records of the Company in the beneficial shareholders' own names. Rather, such Shares are registered in the name of a bank, broker, trust company or other intermediary, or in the name of a clearing agency (referred to in this Circular as an **"intermediary"** or **"intermediaries"**). Shareholders who do not hold their Shares in their own names (referred to in this Circular as **"Non-Registered Shareholders"**) should note that **only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. A Non-Registered Shareholder cannot be recognized at the Meeting for the purpose of voting his or her Shares unless such holder is appointed by the applicable intermediary as a proxyholder.**

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as **"NOBOs"**. Those Non-Registered Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as **"OBOs"**. The Company intends to pay for intermediaries to the Circular and the accompanying materials to OBOs under NI 54-101 and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*.

This Circular and the accompanying materials sent to Non-Registered Shareholders are accompanied by a VIF. This form is provided instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Shareholder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Company or by an intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the shares that they beneficially own. If a Non-Registered Shareholder who receives a VIF wishes to attend the Meeting or have someone else attend the Meeting on his or her behalf, then the Non-Registered Shareholder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Shareholder or his or her nominee the right to attend and vote at the Meeting.

In addition to those procedures, NI 54-101 allows a NOBO to submit to the Company or an applicable intermediary a document in writing that requests that such NOBO or its nominee be appointed as the NOBO's proxyholder. If such a request is received, the Company or the intermediary, as applicable, must arrange, without expense to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions at least 24 hours (excluding Saturdays, Sundays and holidays) prior to the time at which proxies are to be submitted for use at the Meeting; accordingly, any such request must be received by **10:00 a.m.** (Eastern time) on October 24, 2019.

**IF YOU ARE A NON-REGISTERED SHAREHOLDER AND WISH TO VOTE IN PERSON AT THE MEETING, PLEASE REFER TO THE INSTRUCTIONS SET OUT ON THE "REQUEST FOR VOTING INSTRUCTIONS" THAT ACCOMPANIES THIS CIRCULAR.**

### **Revoking Voting Instructions**

If you have submitted a VIF and later wish to revoke it, you can do so by re-voting your VIF by telephone or by completing and signing a VIF bearing a later date and sending it to the address set out on the VIF. Your vote must be received no later than **10:00 a.m.** (Eastern time) on October 24, 2019 or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A later dated VIF automatically revokes any previously submitted VIF. You can also revoke your voting instructions by following the procedures provided by your intermediary. Your intermediary must send a written statement indicating you wish to have your voting instructions revoked. This written statement must be (i) received Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time up to **10:00 a.m.** (Eastern time) on the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, at which the proxy is to be used, or (ii) deposited with the Co-Chairs of the Meeting before the Meeting starts on the day of the Meeting or any adjournment(s) or postponement(s) thereof.

### **EXERCISE OF DISCRETION**

The management representatives designated in the enclosed proxy will vote or withhold from voting your Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with your instructions as indicated on the proxy and if you specify a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**SHARES REPRESENTED BY PROXY WILL BE VOTED FOR EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.**

In the absence of any direction, your Shares will be voted by the management representatives as follows:

- FOR the election of the Company's nominees to the Board of Directors; and
- FOR the appointment of Davidson & Company LLP as auditor of the Company and authorizing the Board of Directors to fix the remuneration of the auditors.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, in each instance, to the extent

permitted by law, whether or not the amendment, variation other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

At the time of the printing of this Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized capital of the Company consists of an unlimited number of Shares. As at the date hereof, the Company has 106,524,953 fully paid and non-assessable Shares issued and outstanding, each Share carrying the right to one vote. The Company has no other classes of voting securities.

Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have his or her Shares voted at the Meeting. A quorum for the transaction of business at the Meeting will consist of two or more persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 5% of the Shares entitled to vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, the only persons or companies who beneficially own, or control or direct, directly or indirectly, Shares carrying 10% or more of the voting rights attached to all outstanding Shares as at the date hereof are:

Name	No. of Shares	Percentage of the Class
Amber Capital LP, on behalf of one or more of the funds or other discretionary client accounts managed by it	<b>20,348,508</b>	<b>19%</b>
Paulson & Co. Inc.	<b>12,177,835</b>	<b>11%</b>

Pursuant to the Settlement Agreement, the Settlement Shareholders covenanted and agreed that, from the date of the Settlement Agreement until immediately following the Company's annual general meeting of shareholders held in 2022, at any meeting of the shareholders of the Company or written consent in lieu thereof) at which directors are to be elected, they would cause their respective Shares to be counted as present for purposes of establishing quorum and vote (or cause to be voted) such Shares in favour of the election of the directors nominated in accordance with the terms of the Settlement Agreement, which directors are, for the purposes of the Meeting, the Directors which are proposed for election in this management information circular.

## **SECTION TWO: BUSINESS OF THE MEETING**

The Meeting constitutes the Company's annual general meeting of the shareholders. The Meeting has been called pursuant to the BCBCA and will be held and conducted in accordance with the Notice of Meeting accompanying this Circular, the BCBCA, applicable securities laws and the constating documents of the Company.

### **1. FINANCIAL STATEMENTS**

Our audited financial statements for the years ended December 31, 2017 and December 31, 2018, the report of the auditors thereon and the interim financial statements of the Company for the six month period

ended June 30, 2019 will be placed before the Meeting. These audited consolidated financial statements may be obtained upon request and will be available at the Meeting. The full text of the audited financial statements has been filed with the Canadian securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com) and is available to review there.

## 2. ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the articles of the Company or with the provisions of the BCBCA.

Our nominees for election as directors are set out below. Each nominee is currently a member of the Board of Directors.

Rebecca Berrebi

Lawrence Haber

Peter McRae

Anna Stylianides

Courtenay Wolfe

At the Meeting, shareholders will be asked to consider and vote upon an ordinary resolution approving these nominees as directors of the Company.

**The Board of Directors unanimously recommends that the shareholders vote FOR the election of the Company's nominees.**

See "Section Three: About Eco Oro's Nominees" for information relating to each of the directors nominated by the Company.

### Majority Voting For Directors

Under Canadian corporate law, director elections are based on the plurality system, where shareholders vote "for" or "withhold" their votes for a director. Votes withheld are not counted, with the result that a director could be elected to the Board of Directors with just one vote in favour. The Board of Directors believes that each of its members should have the confidence and support of the shareholders of the Company. On March 26, 2013, the directors unanimously adopted a majority voting policy (the "**Majority Voting Policy**"). The Majority Voting Policy states that if, in an uncontested election, a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board of Directors not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be required forthwith to submit his or her resignation to the Board of Directors, effective upon acceptance by the Board of Directors. The Board of Directors will refer the resignation to the Company's Nominating and Corporate Governance Committee for consideration and a recommendation. Within 90 days after the meeting, the Board of Directors will make its decision as to whether or not to accept the resignation and announce it by way of news release. The Majority Voting Policy does not apply in a contested election.

### 3. APPOINTMENT OF AUDITORS

At the Meeting, shareholders will be asked to consider and vote upon an ordinary resolution appointing Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia as auditor until our next annual general meeting and to authorize the Board of Directors to fix the remuneration of the auditors. Davidson & Company LLP were first appointed as auditors of the Company on November 16, 2015.

**The Board of Directors unanimously recommends that the shareholders vote FOR the re-appointment of Davidson & Company LLP as auditors and authorizing the Board of Directors to fix the remuneration of the auditors.**

### 4. OTHER BUSINESS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, the persons named in the form of proxy accompanying this Circular will vote in respect of such matters in accordance with their best judgment of such matters.

### SECTION THREE: ABOUT ECO ORO'S NOMINEES

The following table sets out the names of the nominees for election as directors, the province or state and the country in which each is ordinarily resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of Shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by such nominee as at the date hereof.

Name, Position, Province/State and Country of Residence <sup>(1)</sup>	Principal Occupation <sup>(1)</sup>	No. of Shares <sup>(1)</sup>
<b>Rebecca Berrebi</b> Co-Executive Chair, Director  <b>Residence:</b> New York, USA <b>Period as a Director:</b> June 24, 2019 to date	Head of Corporate Affairs at Tenor Capital Management Company, L.P. from June 2016 to the present. Legal Consultant at TowerBrook Capital Partners, L.P. from March to May 2016. Corporate Associate at Kirkland & Ellis LLP from September 2008 to February 2014.  <b>Current Committee Membership:</b> <ul style="list-style-type: none"> <li>• Compensation Committee</li> <li>• Arbitration and Budget Committee</li> </ul>	Nil <sup>(2)</sup>
<b>Lawrence P. Haber</b> Director  <b>Residence:</b> Ontario, Canada <b>Period as a Director:</b> July 31, 2017 to date	Mr. Haber is currently a Private Adviser and Corporate Director. Mr. Haber was a securities lawyer and a senior partner in a Toronto law firm from 1985 to 2000. He then spent 10 years as a senior executive in the financial industry with National Bank Financial and DundeeWealth. Mr. Haber also serves on the board of directors of Eco-Oro Minerals Corp. Effective January 2018, Mr. Haber was appointed as a Commissioner of the Ontario Securities Commission and in February 2019, he was also appointed as the Lead Director of the Ontario Securities Commission.	Nil

Name, Position, Province/State and Country of Residence <sup>(1)</sup>	Principal Occupation <sup>(1)</sup>	No. of Shares <sup>(1)</sup>
	<b>Current Committee Membership:</b> <ul style="list-style-type: none"> <li>Nominating and Corporate Governance Committee</li> <li>Compensation Committee</li> </ul>	
<b>Peter McRae</b> Director  <b>Residence:</b> Ontario, Canada <b>Period as a Director:</b> July 31, 2017 to date	Chairman of Freedom International Brokerage Company since December 2015; previously President and Chief Executive Officer of Freedom International Brokerage Company from 1994 to December 2015.  <b>Current Committee Membership:</b> <ul style="list-style-type: none"> <li>Nominating and Corporate Governance Committee</li> <li>Audit Committee</li> </ul>	Nil
<b>Anna Stylianides</b> Director  <b>Residence:</b> British Columbia, Canada <b>Period as a Director:</b> June 3, 2011 to date	President and Chief Executive Officer of the Company from May 2014 to January 2016 and from September 2011 to June 2012; Chief Executive Officer of Fintec Holdings Corp., a corporate financial services company, from 2011 to present.  <b>Current Committee Membership:</b> <ul style="list-style-type: none"> <li>Nominating and Corporate Governance Committee</li> </ul>	279,495
<b>Courtenay Wolfe</b> Co-Executive Chair, Director  <b>Residence:</b> Ontario, Canada <b>Period as a Director:</b> July 31, 2017 to date	Chair and CEO of FBSciences Inc. since 2016; Chair of Canopy Capital since 2011; Executive Chair of Vital Alert since 2009; Executive Chair of Founders Advantage Capital Corp. (formerly FCF Capital Inc. and Brilliant Resources Inc.) from October 2013 to February 2016; and Chair and CEO of Salida Capital from 2008 to 2014.  <b>Current Committee Membership:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Compensation Committee</li> <li>Arbitration and Budget Committee</li> </ul>	1,000,000

Notes:

- (1) The information as to province/state and country of residence, principal occupation or employment and Shares beneficially owned, or controlled or directed, directly or indirectly, is not within the knowledge of the management of the Company and has been furnished by the respective nominees. The description of the principal occupation or employment for all of the proposed nominees is for the past five years.
- (2) Trexs, an affiliate of Tenor, owns 10,608,225 Shares (representing 9.9% of the issued and outstanding Shares). Pursuant to an investment agreement between the Company and Trexs dated July 21 2016, Trexs has nominated Ms. Berrebi as its nominee on the Board of Directors of the Company. Ms. Berrebi does not directly or indirectly own, or exercise control and direction over, any Shares.



## Orders & Bankruptcies

None of the proposed nominees for election as a director the Company:

- (a) is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - i. was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, which order was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - ii. was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

## SECTION FOUR: CORPORATE GOVERNANCE

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. NI 58-101 requires the Company to disclose its system of corporate governance in this Circular.

#### OUR BOARD OF DIRECTORS

The Board of Directors of the Company currently consists five directors, four of whom are independent directors as defined in NI 58-101. An "independent director" is a director who has no direct or indirect relationship with the Company which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the directors' independent judgment, and is not otherwise deemed not to be independent.

Applying the criteria in NI 58-101, Ms. Wolfe, Mr. McRae, Ms. Berrebi and Mr. Haber are independent directors. Ms. Stylianides is considered not to be independent on the basis that she acted as an executive within the last three (3) years.

The following current directors of the Company are directors of other issuers that are reporting issuers or the equivalent in Canada or elsewhere:

Name	Issuer
Rebecca Berrebi	Nil
Lawrence Haber	Diversified Royalty Corp.
Peter McRae	Founders Advantage Capital Corp. (formerly FCF Capital Inc. and Brilliant Resources Inc.), Crown Mining Corporation, Spacefy Inc., Halo Labs Inc. and Range Energy Resources Inc.
Anna Stylianides	Sabina Gold & Silver Corp., Entrée Gold Inc. and Altius Minerals Corporation
Courtenay Wolfe	Nil

The independent directors may hold meetings at which non-independent directors and/or members of management are not in attendance. In 2018, the independent directors did not hold any such formal meetings.

To facilitate the functioning of the Board of Directors independently of management, the following structures and processes are in place:

- when appropriate, members of management are not present for the discussion and determination of certain matters at meetings of the Board of Directors;
- under the by-laws, any director may call a meeting of the Board of Directors;
- the independent directors may hold meetings at which non-independent directors and/or members of management are not in attendance;

- each committee of the Board of Directors includes an independent director as a member; and
- in addition to the above standing committees of the Board of Directors, independent committees may be appointed from time to time, when appropriate. The independent directors will, where necessary, hold separate meetings without management and/or any non-independent directors present and retain external advisors and experts as required to carry out their role.

During the relevant periods, attendance by the directors at meetings of the Board of Directors was as follows:

Director	January 1, 2018 – December 31, 2018	January 1, 2019 – August 23, 2019
Rebecca Berrebi <sup>(1)</sup>	N/A	2 of 8
Lawrence Haber	14 of 14	8 of 8
David Kay <sup>(2)</sup>	14 of 14	6 of 8
Peter McRae	14 of 14	8 of 8
Anna Stylianides	14 of 14	8 of 8
Courtenay Wolfe	14 of 14	8 of 8

**Notes:**

(1) Ms. Berrebi was appointed as a director of the Company on June 24, 2019 in accordance with the Settlement Agreement to replace Mr. David Kay who was the previous representative of Trexs Investments LLC on the Board. Ms. Berrebi has attended all meetings held since her appointment. Mr. Kay attended 6 of 6 meetings held during his tenure.

(2) Mr. Kay ceased to be a director of the Company on June 24, 2019.

## BOARD OF DIRECTORS' MANDATE

The Board of Directors has adopted a written mandate. The text of the Board of Directors' written mandate is attached to this Circular as Appendix A.

## POSITION DESCRIPTIONS

The Board of Directors has adopted written position descriptions for the Chief Executive Officer, Co-Executive Chairs of the Board of Directors and Chair of each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee.

The Co-Executive Chairs of the Board of Directors are appointed annually by, and report to, the Board of Directors. The Co-Executive Chairs of the Board of Directors' primary role is to co-chair meetings of the Board of Directors and to manage the affairs of the Board of Directors, including ensuring the Board of Directors is organized properly, functions effectively and meets its obligations and responsibilities. The Co-Executive Chairs facilitate effective relations among members of the Board of Directors, shareholders, other stakeholders and the public.

Each of the Co-Executive Chairs of the Board of Directors has the responsibility to:

- act as the primary spokesperson for the Board of Directors;
- assist in representing the Company in a general industry and community context;

- (c) ensure management is aware of concerns of the Board of Directors, shareholders, other stakeholders and the public;
- (d) ensure management strategies, plans and performance are appropriately represented to the Board of Directors;
- (e) work with management in reviewing plans, defining issues, maintaining accountability and building relationships;
- (f) facilitate a candid and full discussion of all key matters that come before the Board of Directors; and
- (g) carry out other duties as requested by the Board of Directors.

### **ORIENTATION AND CONTINUING EDUCATION**

The Board of Directors has adopted an Orientation of New Directors Policy which sets out the steps and procedures required for the orientation of new directors. These include providing new directors with copies of all current policies, charters, mandates, plans or codes adopted by the Board of Directors or its committees, all corporate technical and financial information relating to the Company and its properties and a memorandum from the Company's legal counsel regarding the duties and obligations of directors of a public company imposed under corporate, securities and other applicable legislation and the rules and policies of stock exchanges and markets on which the securities of the Company are listed. The policy also provides that the Co-Executive Chairs of the Board of Directors will: (a) meet with a new director to review the role of the Board of Directors and its committees, provide the new director with information regarding the Company, its business, industry and senior management team and to give the new director the opportunity to ask questions about the nature of the Company and its operations; (b) provide a new director with an opportunity to meet the Chief Executive Officer and other members of the senior management team; (c) arrange for a new director to participate, with the other Board of Directors members, in periodic site visits to familiarize the directors with the Company's operations; and (d) arrange such additional meetings and provide such additional materials as may be reasonably requested by the new director in connection with his or her orientation to the Board of Directors.

The Board of Directors does not have a formal continuing education program for directors. At their initiative, directors are encouraged to attend seminars at the Company's expense so that they may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current.

### **ETHICAL BUSINESS CONDUCT**

The Board of Directors has adopted a written Code of Business Conduct and Ethics (the "**Code**") which applies to the Company's Board of Directors, officers and employees. A copy of the Code is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on request as indicated under the heading "Section Six: General Information – Additional Information".

The Company regards maintaining a culture of ethical business conduct as critically important. The Board of Directors monitors compliance with the Code by requiring all officers, directors and employees who become aware of any existing or potential violation of the Code to notify a member of the Audit Committee, who will report all complaints and allegations to the Board of Directors for investigation.

The Code calls on all directors, officers and employees of the Company to strive to avoid situations that create, have the potential to create or create the appearance of, a conflict of interest.

In accordance with applicable corporate legislation, directors and senior officers who: (a) hold a material interest in or (b) are directors or senior officers of, or have a material interest in, an entity which itself has a

material interest in, a transaction which is material to the Company must disclose that interest to the Board of Directors. After such disclosure is made on the transaction the interested director must abstain from voting.

## **COMMITTEES**

### **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is responsible for participating in the recruitment and recommendation of new candidates for appointment or election to the Board of Directors. The current members of the Nominating and Corporate Governance Committee are Mr. Haber (Chair), Mr. McRae, and Ms. Stylianides. Mr. Haber and Mr. McRae are independent within the meaning of NI 58-101.

The Board of Directors has adopted a Nominating and Corporate Governance Committee Charter. A copy of the charter is available the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on request as indicated under the heading "Section Six: General Information – Additional Information".

The Nominating and Corporate Governance Committee meets as frequently as necessary to carry out its responsibilities, but not less than once per year.

The Nominating and Corporate Governance Committee's purpose is to: (a) identify individuals qualified to become Board of Directors members; (b) recommend candidates to fill Board of Directors vacancies and newly created director positions; (c) recommend whether incumbent directors should be nominated for re-election to the Board of Directors upon expiration of their terms; and (d) make recommendations to the Board of Directors with respect to developments in the areas of corporate governance and the practices of the Board of Directors.

In recommending candidates, the Nominating and Corporate Governance Committee considers such factors as it deems appropriate, including the competencies and skills the Board of Directors considers to be necessary for the Board of Directors as a whole to possess in light of the opportunities and risks facing the Company, the competencies and skills the Board of Directors considers each existing director to possess, and the competencies and skills each new nominee will bring to the Board of Directors. The Nominating and Corporate Governance Committee also considers whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board of Directors member.

The Nominating and Corporate Governance Committee also recommends assignment of Board of Directors members to the various committees of the Board of Directors and recommends committee chairs. The Board of Directors believes that the presence of a majority of independent directors on the Nominating and Corporate Governance Committee will ensure an objective nomination process that is in the interests of all shareholders.

### **Compensation Committee**

The current members of the Compensation Committee are Ms. Wolfe (Chair), Ms. Berrebi and Mr. Haber, all of whom are independent within the meaning of NI 58-101.

The Board of Directors has adopted a Compensation Committee Charter. A copy of the charter is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on request as indicated under the heading "Section Six: General Information – Additional Information".

The Compensation Committee meets as frequently as necessary to carry out its responsibilities, but not less than once per year.

The Compensation Committee discharges the Board of Directors' responsibilities relating to compensation of the Company's executive officers and the directors of the Company, executive compensation disclosure

and oversight of the compensation structure and benefit plans and programs of the Company. Among other things, the Compensation Committee establishes and administers the Company's policies, programs and procedures for compensating and incentivizing its executive officers.

In particular, the Compensation Committee reviews all compensation arrangements for the Chief Executive Officer, and other executive officers of the Company, including salaries, bonuses and equity-based incentive compensation and makes recommendations to the Board of Directors for their approval.

The Compensation Committee also reviews and approves, at least annually, corporate goals and objectives relevant to the compensation of the Chief Executive Officer, and the other executive officers of the Company and evaluates the performance of such executive officers in the light of those corporate goals and objectives and sets compensation levels based on those evaluations and any other factors it deems appropriate.

The Compensation Committee also reviews director compensation levels and practices, and will recommend, from time to time, changes in such compensation levels and practices to the Board of Directors.

### **Audit Committee**

The current members of the Audit Committee are Mr. McRae (Chair), Ms. Wolfe and Mr. Haber, all of whom are independent within the meaning of NI 58-101. The Chart of the Audit Committee is set out in Appendix B. The following table sets out their names and whether they are "independent" and "financially literate":

<b>Name of Member</b>	<b>Independent <sup>(1)</sup></b>	<b>Financially Literate <sup>(2)</sup></b>
Peter McRae (Chair)	Yes	Yes
Courtenay Wolfe	Yes	Yes
Lawrence Haber	Yes	Yes

(1) To be considered to be independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A material relationship which could, in the view of the Board of Directors of the Company, reasonably interfere with the exercise of a member's independent judgment.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected by the Company's financial statements.

### ***Relevant Education and Experience***

The following is a summary of the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (c) experience preparing, auditing, analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial

statements, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

#### *Peter McRae*

Mr. McRae is a Chartered Professional Accountant and a graduate of the Director's Education Program of the Institute of Corporate Directors with an ICD.D designation. He is currently the Chairman, and between 1994 and 2015 was the President and CEO, of Freedom International Brokerage Company, Canada's largest inter-dealer broker. Mr. McRae's earlier career involved four years in Abu Dhabi as a financial administrator for an engineering firm before joining the investment dealer Wood Gundy, first in the Treasurer's office in Toronto, and subsequently in debt capital markets based in New York. He is a director and member of the Audit Committee as well as a member of the Corporate Governance and Compensation committees of Founders Advantage Capital, and was the Chair of both Ryan Gold Corp. and Corona Gold Corporation until their acquisition by Oban Mining Corporation in August 2015. He is also a director and Chair of the audit committee of Halo Labs.

#### *Courtenay Wolfe*

Ms. Wolfe is an accomplished board member and a seasoned executive with over twenty (20) years of experience in various fields, including corporate strategy, turnarounds, restructuring, strategic negotiations, marketing and business development. Previously, Ms. Wolfe served as the Chair and CEO of FBSciences, Inc. since 2016; Chair of Canopy Capital since 2011; Executive Chair of Vital Alert since 2009; Executive Chair of Founders Advantage Capital Corp. (formerly FCF Capital Inc. and Brilliant Resources Inc.) from October 2013 to February 2016 and Chair and CEO of Salida Capital from 2008 to 2014.

#### *Lawrence Haber*

Mr. Haber has had a diverse career in the financial industry and the capital markets – as a senior executive in the financial industry with National Bank Financial and DundeeWealth; as a securities lawyer and partner at Fogler, Rubinoff; as a corporate board member of several public and private companies; as a CEO of Benev Capital Corp. (now Diversified Royalty Corp.), a TSX listed public company; and as an adviser to the OSC and to the Ontario Government on several policy projects relating to the capital markets and the financial industry.

Currently, Mr. Haber is chair of the board of Diversified Royalty Corp. and a board member of Eco Oro Minerals Corp.

Mr. Haber holds a B.A. (Hons) in Political Science from the University of Toronto, and an LL.B. from Osgoode Hall Law School of York University.

#### *Audit Committee Oversight*

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Company's Board of Directors.

#### *Pre-Approval Policies and Procedures*

The Audit Committee has established policies and procedures that are intended to control the services provided by the auditors and to monitor their continuing independence. Under these policies, no services may be undertaken by the auditors, unless the engagement is specifically approved by the Audit Committee or the services are included within a category that has been pre-approved by the Audit Committee. The maximum charge for services is established by the Audit Committee when the specific engagement is

approved or the category of services pre-approved. Management is required to notify the Audit Committee of the nature and value of pre-approved services undertaken.

The Audit Committee will not approve engagements relating to, or pre-approve categories of, non-audit services to be provided by the Company's auditors (i) if such services are of a type whereby the performance of which would cause the auditors to cease to be independent within the meaning of applicable rules, and (ii) without consideration, among other things, of whether the auditors are best situated to provide the required services and whether the required services are consistent with their role as auditor.

#### *External Auditor Service Fees*

The following table discloses the fees billed to the Company by its external auditors during the last two financial years:

<b>Financial Ending</b>	<b>Year</b>	<b>Audit Fees</b>	<b>Audit-Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
December 2018	31,	\$55,000	Nil	\$4,300	Nil
December 2017	31,	\$55,000	Nil	\$4,300	\$13,250

#### **Arbitration and Budget Committee**

The current members of the Arbitration and Budget Committee are Ms. Berrebi and Ms. Wolfe, both of whom are independent within the meaning of NI 58-101.

The Board of Directors has adopted an Arbitration and Budget Committee Mandate. A copy of the charter is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on request as indicated under the heading "Section Six: General Information – Additional Information".

The Arbitration and Budget Committee meets as frequently as necessary to carry out its responsibilities.

The purpose of the Arbitration and Budget Committee is to provide non-binding recommendations to the Board of Directors with respect to the Company's pursuit of the Claim Proceedings against the Republic of Colombia with the World Bank's International Centre for Settlement of Investment Disputes to its conclusion and all related matters.

In particular, the Arbitration and Budget Committee makes non-binding recommendations to the Board of Directors and to the Compensation Committee regarding monetization of the Claim Proceedings, the reduction of operating costs, compensation and disposition of assets.

#### **ASSESSMENTS**

To date, given the small size of the Board of Directors, the Board of Directors has not found it necessary to institute any formal process in order to satisfy itself that the Board of Directors and its individual directors are performing effectively. The Nominating and Corporate Governance Committee conducts an annual review of the professional experience and particular areas of expertise of each of the members of the Board of Directors; the independence of the members of the Board of Directors; any potential conflicts of interest that any of the members of the Board of Directors may have; the performance of, and working relationship among, the members of the Board of Directors during the past year; and the current size of the Company's operations.



The Nominating and Corporate Governance Committee also reviews the composition of all committees and each committee annually reviews its own performance and effectiveness.

### **DIRECTOR TERM LIMITS AND RENEWAL OF THE BOARD OF DIRECTORS**

The Board of Directors has not adopted term limits for directors or other specific mechanisms of Board of Directors renewal. The term of office of a director expires at the annual general meeting each year. As required by its Charter, the Nominating and Corporate Governance Committee, in consultation with the Co-Executive Chairs of the Board of Directors, evaluates and recommends whether an incumbent director should be nominated for re-election to the Board of Directors upon expiration of his or her term. Through its annual review process, the Nominating and Corporate Governance Committee determines whether the Board of Directors as a whole has the required competencies and skills, and whether an individual director is able to continue to make an effective contribution. The Board of Directors is of the view that its annual review process is more effective for the Company than term limits or other mandated mechanisms of Board of Directors renewal such as a mandatory retirement age.

### **REPRESENTATION OF WOMEN ON THE BOARD OF DIRECTORS AND MANAGEMENT**

#### **Policy**

The Board of Directors has not adopted a written policy relating to the identification and nomination of women directors. Instead, the Nominating and Corporate Governance Committee in consultation with the Co-Executive Chairs of the Board of Directors evaluates potential nominees to the Board of Directors by reviewing the competencies and skills the Board of Directors considers to be necessary for the Board of Directors as a whole to possess, the competencies and skills the Board of Directors considers each existing director to possess, and the competencies and skills each new nominee will bring to the Board of Directors. The Nominating and Corporate Governance Committee also considers whether or not each nominee can devote sufficient time and resources to his or her duties as a Board of Directors member.

#### **Identification and Selection**

The Nominating and Corporate Governance Committee considers diversity, including the level of representation of women on the Board of Directors, as one factor in identifying and nominating candidates for election or re-election to the Board of Directors. However, the Nominating and Corporate Governance Committee evaluates potential nominees to the Board of Directors by reviewing qualifications of prospective members and determines their relevance taking into consideration the then-current Board of Directors composition and the anticipated skills required to round out the capabilities of the Board of Directors.

#### **Executive Officer Appointments**

While the Company considers diversity, including the level of representation of women, when making executive officer appointments, the Company believes that each candidate should be evaluated based on his or her individual skills and experience. The Company is committed to treating people fairly, with respect and dignity, and to offering equal employment opportunities based upon an individual's qualifications and performance. The Company evaluates candidates for executive officer positions based on their experience, skill and ability.

#### **Targets**

While the Nominating and Corporate Governance Committee considers gender diversity when considering new candidates for director and executive positions, the Board of Directors has not set specific targets for director or executive officer composition at this time. The Company believes that each potential nominee should be evaluated based on his or her individual merits and experience, taking into account the needs of the Company and the current composition of the Board of Directors and management team, including the current level of representation of women in such positions.

**Current Composition**

Women represent 60% of the Company's current Board of Directors, and 60% of the directors standing for election or re-election at the Meeting. Both of the Board's Co-Chairs are women.

## SECTION FIVE: COMPENSATION GOVERNANCE

### EXECUTIVE COMPENSATION

#### Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information regarding all direct and indirect compensation awarded, granted, paid, made payable or provided to the Company's NEOs and directors for the most recently completed fiscal year and the decision-making process relating to the compensation. For the purposes of this disclosure, the Company's NEOs as at December 31, 2018 were: Paul Robertson, Interim Chief Executive Officer, and Eric Tsung, Interim Chief Financial Officer.

#### *Philosophy and Objectives*

The Company's compensation program for NEOs comprises salary, discretionary bonuses and incentive options. The Company's compensation program is designed to attract and retain the most capable executives while motivating these individuals to continue to enhance shareholder value.

The Company's objectives in determining executive compensation are: (a) to attract and retain qualified and experienced executives in today's competitive marketplace; (b) to encourage and reward outstanding performance by those people who are in the best position to enhance the Company's near-term results and long-term prospects; (c) to align executive compensation with shareholders' interests; and (d) to encourage the retention of key executives for leadership succession.

The Company's executive compensation programs include safeguards designed to mitigate risks related to compensation. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments: (a) discretionary bonus payments are determined by the Compensation Committee based on annual performance reviews; (b) adoption of an option vesting policy pursuant to which incentive options granted to executive officers and management vest over time, which discourages excessive risk-taking to achieve short-term goals; (c) other equity-based compensation awards, such as share appreciation rights, have specific, performance-based conditions if, in the opinion and sole discretion of the Board of Directors, satisfied; and (d) implementation of trading black-outs under the Company's Disclosure and Trading Policy limits the ability of executive officers to trade in securities of the Company. Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board of Directors at which activity by the executives must be approved by the Board of Directors if such activity is outside previously Board of Directors-approved actions and/or as set out in a Board of Directors-approved budget. Given the current composition of the Company's executive management team, the Board of Directors and the Compensation Committee are able to closely monitor and consider any risks that may be associated with the Company's compensation practices. Risks, if any, may be identified and mitigated through regular meetings of the Board of Directors during which financial and other information of the Company are reviewed, including executive compensation.

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

#### *Elements of Compensation*

##### Salary

In setting salaries, the Compensation Committee does not rely upon benchmarking, mathematical formulas or hierarchy. Salary levels for NEOs are based on the executive's qualifications, experience and responsibilities within the Company, and are intended to be competitive with salaries paid to others in

comparable positions within the same industry. The Compensation Committee has not engaged in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of companies. With a very small executive group, the Compensation Committee rather looks at the positioning of each on an individual basis and the competitiveness and suitability of mix of that NEO's package for his or her individual circumstances. For annual salary increases, the Compensation Committee considers an executive's increased level of experience, whether or not the executive's responsibilities have increased over the past year and overall success of the Company for the prior year. The Compensation Committee annually reviews key corporate performance indicators such as finance and project advancement but does not set specific performance goals for each NEO. The Company is an exploration and development stage company and will not be generating revenues from operations for a significant period of time, as the Company's efforts are now focused on the Claim Proceedings. As a result, the use of traditional performance standards, such as corporate profitability and earnings per share, are not considered by the Compensation Committee to be relevant in the evaluation of corporate or NEO performance. The salary element of compensation is designed to ensure the Company's access to skilled employees necessary to achieve its corporate objectives.

#### Discretionary Bonuses

The Compensation Committee considers on an annual basis discretionary cash bonuses to reward extraordinary performance during the preceding fiscal year. In determining whether a bonus will be given, the Compensation Committee considers such factors as the NEO's performance over the past year, the Company's achievements in the past year and the NEO's role in effecting such achievements. As noted above, due to the nature of the Company's business, traditional performance standards are not considered by the Compensation Committee to be relevant to the evaluation of corporate or NEO performance.

#### Incentive Options

The incentive option component of the Company's executive compensation program is intended to encourage and reward outstanding performance over the short and long terms, and to align the interests of the Company's NEOs with those of its shareholders. Options are awarded to NEOs by the Board of Directors based on the recommendations of the Compensation Committee, which bases its decisions upon the level of responsibility and contribution of the individuals towards the Company's goals and objectives. The Compensation Committee also takes into consideration the amount and terms of outstanding stock options in determining its recommendations regarding the options to be granted during any fiscal year. The Company has historically established a practice of granting stock options to the directors, officers and employees of the Company on an annual basis after the Company's annual general meeting.

The option component of executive compensation acts as an incentive for the Company's NEOs to work to enhance the Company's value over the long term and to remain with the Company.

See "Amended and Restated Incentive Share Option Plan" for a detailed description of the Company's share option plan.

The Compensation Committee is of the view that the Company's compensation structure appropriately takes into account the factors relevant to the resource industry, the Company's performance within that industry, and the individual contributions to the Company's performance made by its NEOs.

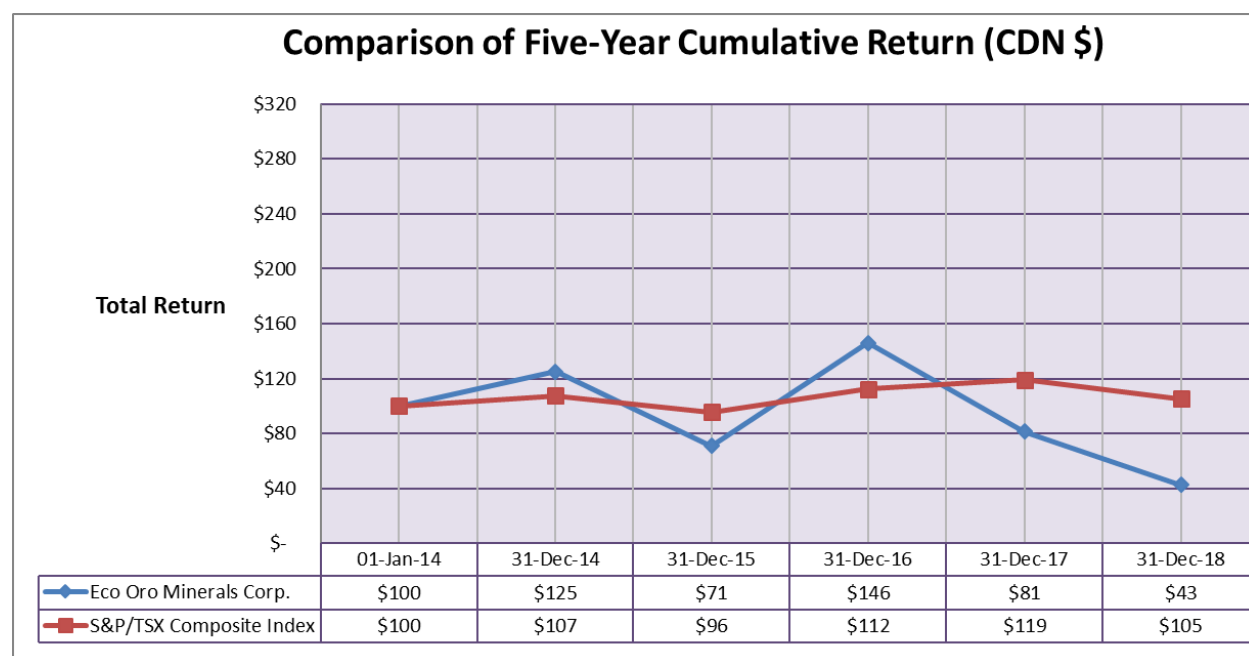
#### *Compensation Governance*

As noted above under the heading "Section Four: Corporate Governance – Committees – Compensation Committee", the Compensation Committee currently consists of three (3) members, all of whom are independent within the meaning of NI 58-101. The current members of the Compensation Committee are Ms. Wolfe (Chair), Ms. Berrebi and Mr. Haber.

The responsibilities, powers and operation of the Compensation Committee are set out in the Compensation Committee Charter and are described above under the heading “Section Four: Corporate Governance – Committees – Compensation Committee”.

### Performance Graph

The following graph compares the cumulative total shareholder return on the Shares of the Company over the last five fiscal years with the cumulative total return of the S&P/TSX Composite Index over the same period, based on an investment of \$100 on January 1, 2014.



As discussed above, compensation for the Company's NEOs is comprised of different elements. These include elements relating to factors that do not directly correlate to the market price of the Shares, such as base salary, as well as elements that more closely correlate to the Company's performance and changes in the market price of its Shares, such as incentive options. Salary levels for NEOs are based on the executive's qualifications, experience and responsibilities within the Company. In this regard, there is no correlation between the trend in share performance over the past five years and the trend in NEO compensation over that same period.

### Summary Compensation Table

The following table sets forth details of all compensation paid to or in respect of each of the NEOs as at December 31, 2018:

Name and Principal Position	Year	Salary (\$) <sup>(2)</sup>	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Paul Robertson Interim Chief Executive Officer and former Chief Financial Officer <sup>(1)</sup>	2018	180,000	N/A	N/A	N/A	N/A	180,000
	2017	236,323	N/A	N/A	N/A	N/A	236,323
	2016	162,325	N/A	N/A	N/A	N/A	162,325

Name and Principal Position	Year	Salary (\$) <sup>(2)</sup>	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Eric Tsung Interim Chief Financial Officer	2018	135,000	N/A	N/A	N/A	N/A	135,000
	2017	77,777	N/A	N/A	N/A	N/A	77,777

**Notes:**

- (1) Mr. Robertson was appointed Chief Financial Officer of the Company on April 11, 2014. Mr. Robertson had previously acted as Chief Financial Officer of the Company until January 14, 2013. Mr. Robertson resigned as Chief Financial Officer and was appointed as Chief Executive Officer (Interim) on August 1, 2017.
- (2) Fees paid to Quantum, a limited liability partnership of which Mr. Robertson is an incorporated partner and Mr. Tsung is the senior manager, pursuant to a services agreement dated April 1, 2014.

**Incentive Plan Awards***Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth details of all awards outstanding for the NEOs at the end of the most recently completed financial year, including awards granted to the NEOs in prior years.

Name	Option-Based Awards				Share-Based Awards		
	No. of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) <sup>(1)</sup>	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value or Share-Based Awards Not Paid Out or Distributed (\$)
Paul Robertson	180,000	\$0.275	Jun. 1/19	Nil	N/A	N/A	N/A
	200,000	\$0.50	Sep. 2/20	Nil			
Eric Tsung	Nil	N/A	Nil	N/A	N/A	N/A	N/A

**Note:**

- (1) Based on the difference between the closing price of the Shares on December 31, 2018 (\$0.21) and the exercise price of the applicable options.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table sets forth details of the value vested or earned by the NEOs for incentive plan awards for the most recently completed financial year.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$) <sup>(2)</sup>
Paul Robertson	Nil	N/A	N/A
Eric Tsung	Nil	Nil	Nil

For a summary of the key terms of the Company's share option plan, please see "Amended and Restated Incentive Share Option Plan".

## Termination and Change of Control Benefits

Pursuant to a Change of Control Agreement dated October 1, 2015 between the Company and Paul Robertson, the Company's Interim Chief Executive Officer, Mr. Robertson is entitled a lump sum payment of \$270,000 if he is terminated without cause or resigns for "good reason" within six months following a change of control. In addition, any unvested stock options granted to Mr. Robertson in connection with his involvement with the Company will immediately vest.

The Company has engaged Quantum, a limited liability partnership of which Mr. Robertson is a partner and Eric Tsung (the Interim Chief Financial Officer) is the senior manager, to provide accounting and other services to the Company pursuant to a services agreement dated April 1, 2014 between the Company and Quantum.

## DIRECTOR COMPENSATION

### Director Compensation Table

The following table sets forth details of all amounts of compensation provided to the directors for the Company's most recently completed financial year.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
David Kay <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anna Stylianides	US\$383,400 <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	US\$383,400
Lawrence Haber	US\$75,000	Nil	Nil	Nil	Nil	Nil	US\$75,000
Courtenay Wolfe	US\$75,000	Nil	Nil	Nil	Nil	Nil	US\$75,000
Peter McRae	US\$75,000	Nil	Nil	Nil	Nil	Nil	US\$75,000

**Notes:**

(1) There were no options granted in the 2018 financial year.

(2) Mr. Kay was appointed as a director of the Company on July 26, 2016 and resigned as a director of the Company on June 24, 2019. As nominee of Trexs, Mr. Kay was not entitled to receive any director fees.

(3) Pursuant to a consulting agreement dated August 1<sup>st</sup>, 2017, Ms. Stylianides receives a monthly fee of US\$31,950 for acting as a director and providing consulting services to the Company in connection with Company's arbitration proceedings with the Republic of Colombia.

Non-executive directors receive an annual retainer of US\$75,000 paid in quarterly instalments.

### Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The following table sets forth details of all awards outstanding for each of the directors at the end of the most recently completed financial year, including awards granted to each of the directors in prior years.

Name	Option-Based Awards				Share-Based Awards		
	No. of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) <sup>(1)</sup>	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
David Kay <sup>(2)</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Peter McRae	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Courtenay Wolfe	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Anna Stylianides	300,000 300,000	\$0.275 \$0.50	Jun. 1/19 Sep. 2/19	Nil Nil	N/A	N/A	N/A
Lawrence Haber	N/A	N/A	N/A	N/A	N/A	N/A	N/A

**Notes:**

(1) Based on the difference between the closing price of the Shares on December 31, 2018 (\$0.21) and the exercise price of the applicable options.

(2) Mr. Kay was appointed as a director of the Company on July 26, 2016 and resigned as a director of the Company on June 24, 2019

The following table sets forth details of the value vested or earned by each of the directors for option-based awards and share-based awards for the most recently completed financial year.

Name	Option-Based Awards – Value Vested During the Year (\$)	Option-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
David Kay <sup>(1)</sup>	N/A	N/A	N/A
Lawrence Haber	N/A	N/A	N/A
Peter McRae	N/A	N/A	N/A
Courtenay Wolfe	N/A	N/A	N/A
Anna Stylianides	N/A	N/A	N/A

**Notes:**

(1) Mr. Kay was appointed as a director of the Company on July 26, 2016 and resigned as a director of the Company on June 24, 2019.

For a summary of the key terms of the Company's share option plan, please see "Amended and Restated Incentive Share Option Plan".

### Amended and Restated Incentive Share Option Plan

The Company has adopted an Option Plan pursuant to which the Board of Directors may grant options to eligible participants to purchase Shares of the Company on such terms as they may determine, subject to any restrictions set out in the Option Plan. The key features of the Option Plan are as follows:

- (a) the eligible participants are directors, officers, employees, part-time employees and consultants of the Company or any affiliate;



- (b) the aggregate number of Shares that may be issued from time to time under the Option Plan shall not exceed 10% of the Shares issuable from time to time in the capital of the Company;
- (c) the aggregate number of Shares that may be issued to insiders under the Option Plan at any one time or within any one year period, together with any other security based compensation arrangement, shall not exceed 10% of the Shares issuable in the capital of the Company;
- (d) the aggregate number of Shares reserved for issuance under the Option Plan and all other plans of a similar nature to any one person shall not at any time exceed 5% of the Company's outstanding capital;
- (e) the directors determine the exercise price of each option at the time of grant which, in no case, can be lower than the closing market price of the Company's Shares on the TSX on the last trading day prior to the date of grant;
- (f) the term of each option is also determined by the directors at the date of grant which, in no case, can exceed ten years, subject to the extension for options expiring within a blackout period as described below;
- (g) the options may be subject to vesting provisions at the discretion of the Board of Directors; however, although the Board of Directors may in its discretion accelerate the vesting terms of any option, upon the announcement of a transaction which, if completed, would constitute a Change of Control (as defined in the Option Plan), all options that have not vested shall be deemed to be fully vested and exercisable solely for the purposes of permitting the optionees to exercise such options in order to participate in such transaction or distribution;
- (h) an optionee may elect to dispose of the optionee's rights under all or part of his options in exchange for that number of Shares of the Company calculated as follows:

$$\text{number of Shares issuable on exercise of options being exchanged} \times \frac{\text{(current market price-option exercise price)}}{\text{current market price}}$$

- (i) options may terminate prior to expiry of the option term in the following circumstances:
  - i. on death of an optionee, options held as at the date of death are exercisable until the earlier of one year from such date and expiry of the option term;
  - ii. on retirement of an optionee, options held as at the date of retirement are exercisable until the earlier of six months from such date and expiry of the option term; if an optionee ceases to be employed by the Company for cause or is removed from office as a director or officer or becomes disqualified from such position by law, options held as at the date of cessation of employment, removal from office or disqualification will expire on such date;
  - iii. if an optionee ceases to be employed by the Company for any reason other than cause or death or ceases to be a director or officer for any reason other than death, removal or disqualification, options held on the date of cessation are exercisable until the earlier of 60 days following such date and expiry of the option term; or
  - iv. if, at the request of the Board of Directors, an optionee resigns as an employee, director, officer or consultant, the Board of Directors may, in its absolute discretion, extend the term of the option held by such optionee so that it is exercisable for a period equal to the earlier of six months from the date of resignation or until expiry of the original option term; and

- (j) if a director who holds an option ceases to be a director but continues to be or, concurrently with such ceasing to be a director, becomes or is appointed as an officer, employee or consultant, then such option continues in full force and effect;
- (k) options and rights related thereto held by an optionee are not assignable except on death of the optionee;
- (l) subject to the exceptions noted below, the Board of Directors may amend the Option Plan or any option at any time in its absolute discretion without shareholder approval to:
  - i. amend the time or times that the Shares subject to each option will become purchasable by an optionee, including accelerating the vesting terms, if any, applicable to an option;
  - ii. amend the process by which an optionee who wishes to exercise his or her option can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered;
  - iii. reduce the exercise price or extending the term of an option, other than an option held by an insider of the Company;
  - iv. amend the terms of the Option Plan relating to the effect of termination, cessation or death of an optionee on the right to exercise options (including options held by an insider of the Company);
  - v. make any amendments of a typographical, grammatical or clerical nature; and
  - vi. make any amendments necessary to bring the Option Plan into compliance with the securities and corporate laws and the rules and policies of the TSX.

Amendments which reduce the exercise price or extend the term of an option held by an insider or which increase the fixed maximum percentage of Shares issuable under the Option Plan will require disinterested shareholder approval;
- (m) the directors have the authority under the Option Plan to authorize the Company to lend money to an eligible participant to assist such participant to exercise an option. However, to date, no such assistance has been provided; and
- (n) if an option expires:
  - i. within a self-imposed black out period, the expiry date will be a date which is ten business days after expiry of the black-out period; or
  - ii. immediately following a self-imposed black out period, the expiry date will be a date which is ten business days after expiry of the black-out period less the number of business days between the date of expiry of the option and the date on which the black-out period ends.

The expiry dates for black-out periods is fixed under the Option Plan and is not subject to the discretion of the Board of Directors.

During the financial year ended December 31, 2018, no amendments to the Option Plan were adopted either with or without shareholder approval.

As at the date hereof, there are currently outstanding options to purchase an aggregate of 3,132,000 Shares (2.9% of the fully diluted issued capital) and there are 7,520,495 options available for grant (7% of the fully diluted issued capital).

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Company's financial year ended December 31, 2018, all information required with respect to compensation plans under which equity securities of the Company are authorized for issuance:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity compensation plans approved by securityholders	3,132,000	0.46	7,520,495
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	3,132,000	0.46	7,520,495

## SECTION SIX: GENERAL INFORMATION

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular, and during the financial year ended December 31, 2018, no executive officers, directors, employees or former executive officers, directors and employees of the Company or any of its subsidiaries (and each of their associates and/or affiliates) was indebted, including under any securities purchase or other program, to (i) the Company or its subsidiaries, or (ii) any other entity which is, or was at any time during the financial year ended December 31, 2018, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries.

### INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Company since the commencement of the Company's last completed financial year, or of any proposed nominee for election as a director of the Company, or of any associate or affiliate of any of such persons, in any manner to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no informed person of the Company, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since January 1, 2018 which has materially affected or would materially affect the Company or any of its subsidiaries.

On April 20, 2018, the Company entered into a loan agreement with Trexs for a secured term of US\$19,411,000 (the "**Term Loan**"). The Term Loan was funded by way of two advances, the first advance, of US\$9,746,029 was received on April 20, 2018 and the second advance, of US\$9,665,154, was received on May 1, 2018. The Company used US\$5,578,000 of the proceeds from the Term Loan to repay all outstanding obligations (including interest, costs and fees) under a bridge loan from Trexs.

On February 26, 2019, the Company entered into an investment and backstop agreement with Trexs (the "**Investment Agreement**"), pursuant to which Trexs and Eligible CVR Holders (as defined below) were entitled to participate in a private placement for aggregate gross proceeds of up to US\$35,000,00 (the "**Private Placement**"). Holders of the Company's previously issued contingent value rights certificates who were eligible to participate in the Private Placement on a prospectus exempt basis (the "**Eligible CVR Holders**") were entitled to participate in the Private Placement on a pro rata basis as set out in the Investment Agreement. Trexs agreed to backstop any portion of the Private Placement the Eligible CVR Holders did not subscribe for and purchase. The Private Placement consists of two tranches: (a) the "**First Tranche**" for aggregate proceeds of US\$28,000,000, consisting of (i) US\$13,000,000 of contingent value rights certificates and (ii) US\$15,000,000 of unsecured 0.025% interest-bearing promissory notes due June 30, 2028; and (b) a "**Second Tranche**" consisting of up to US\$7,000,000 of unsecured 10% interest-bearing promissory notes due June 30, 2028. The First Tranche was completed in two stages, the initial subscription for US\$22,596,311 that was completed on April 9, 2019 and the supplemental subscription which was completed on May 31, 2019. The Second Tranche will be drawn as and when additional capital is required. Ms. Stylianides and Ms. Wolfe participated in the Private Placement.

### MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or subsidiary, except as disclosed herein.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at Suite 300 – 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9 or by telephone at 604-682-8212 to request copies of the Company's financial statements and MD&A certain or any referred to in this Circular.

**DIRECTORS' APPROVAL**

The contents of this Circular and its sending to shareholders have been approved by the Board of Directors. A copy of this Circular has been sent to each director, each shareholder entitled to notice of the Meeting and the auditors of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Paul Robertson"*

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Paul Robertson,  
Chief Executive Officer (Interim)

Vancouver, British Columbia  
September 27, 2019

## APPENDIX A

### **Eco Oro Minerals Corp. Board of Directors' Mandate**

#### **1. Mandate**

The board of directors (the “**Board**”) is responsible for the stewardship of Eco Oro Minerals Corp. (the “**Company**”) and the supervision of the management of the business and affairs of the Company with a view to preserving and enhancing the business and underlying value of the Company.

The Board discharges its responsibility for supervising the management of the business and affairs of the Company by delegating the day-to-day management of the Company to its senior officers. The Board discharges its responsibilities both directly and through its committees.

#### **2. Duties and Expectations of Directors**

In discharging their responsibilities, directors are required to:

- (a) act honestly, in good faith with a view to the best interests of the Company; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors are also expected to:

- (a) commit the time and attention necessary to properly carry out his or her duties;
- (b) attend all Board and committee meetings, as applicable; and
- (c) review in advance all meeting materials and otherwise adequately prepare for all Board and committee meetings, as applicable.

#### **3. Delegation to Management**

The Board may from time to time delegate to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, material transactions outside the ordinary course of business and the matters set out in Section 8 hereof will be reviewed by, and are subject to the prior approval of, the Board.

#### **4. Composition**

To the extent feasible, the Board shall be composed of a majority of “independent” directors as such term is defined under applicable securities legislation.

The Board shall appoint one or more directors to act as a Chair of the Board. Where a Chair is, or all Co-Chairs are, not independent, an independent director (including an independent Co-Chair, if applicable) may be appointed as “lead director” to act as the effective leader of the Board and ensure that the Board’s agenda will enable it to successfully carry out its duties. If in any year the Board does not appoint a Chair or lead director, if applicable, the incumbent Chair and lead director, if applicable, will continue in office until a successor is appointed. If a Chair or lead director, if applicable, is absent from any meeting, the Board shall select one of the other directors present to preside at that meeting.

## 5. Meetings

The Board shall meet at least four times per year, including at least once in each quarter to carry out its responsibilities under this mandate, including a review of the business operations and financial results of the Company, and as many additional times as the Board deems necessary to carry out its duties.

The Board may invite such officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Board.

Independent members of the Board may hold meetings as frequently as necessary to carry out their responsibilities under this mandate, but not less than once a year.

## 6. Responsibilities

The Board is responsible for:

### *Senior Management*

- (a) designating the officers of the Company, appointing such officers, specifying their duties and delegating to them the power to manage the day-to-day business and affairs of the Company;
- (b) in consultation with the Compensation Committee, reviewing the officers' performance and effectiveness;
- (c) acting in a supervisory role, such that any duties and powers not delegated to the officers of the Company remain with the Board and its committees;
- (d) to the extent feasible, satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Company;
- (e) succession planning (including appointing, training and monitoring senior management);
- (f) in conjunction with the CEO, developing a clear position description for the CEO, which includes delineating management's responsibilities and developing or approving the corporate goals and objectives the CEO is responsible for meeting;

### *Strategic Plan and Risk Management*

- (g) reviewing and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company's business;
- (h) monitoring the Company's implementation of its strategic plan and taking action and revising and altering its direction to management in response to changing circumstances, and taking action when Company performance falls short or its goals and objectives or when special circumstances warrant;
- (i) identifying the principal risks of the Company's business, and ensuring the implementation of appropriate systems to manage these risks;

### *Disclosure*

- (j) overseeing the accurate reporting of financial performance of the Company to shareholders, other security holders and regulators on a timely and regular basis

- (k) taking steps to enhance the timely disclosure of developments that have a significant and material impact on the Company;
- (l) establishing procedures to ensure that the Company, through management, provides timely information to current and potential security holders and responds to their inquiries;

*Other*

- (m) with the assistance of the Audit Committee, ensuring the integrity of the Company's internal control and management information system;
- (n) in consultation with the Nominating and Corporate Governance Committee, developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company;
- (o) with the assistance of management, developing environmental policies, as applicable from time to time, and ensuring their compliance with them; and
- (p) with the assistance of management, developing health and safety practices and ensuring compliance with them.

## **7. Committees of the Board**

The Board may delegate to its committees matters for which the Board is responsible, but the Board retains its oversight function and ultimate responsibility for those matters and all other delegated responsibilities.

To assist it in discharging its responsibilities, the Board has established four standing committees of the Board: the Audit Committee, the Nominating and Corporate Governance Committee, the Compensation Committee and the Arbitration and Budget Committee. The Board may establish other standing and ad hoc committees from time to time.

Each committee shall have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations, manner of reporting to the Board and other requirements set forth under applicable legislation and stock exchange rules, as the Board considers appropriate. Each charter shall be reviewed by the Board (or a committee thereof) on at least an annual basis.

Except by resolution of the Board (which must include approvals of certain directors as set out in the settlement agreement entered into by the Company and thirteen of its shareholders on July 31, 2017), the Board shall not amend the mandate of the Arbitration and Budget Committee.

Subject to the foregoing, the Board is responsible for appointing directors to each of its committees in accordance with the charter for each committee.

## **8. Matters Requiring Board Approval**

Except by unanimous resolution of the Board, the Board shall not amend or revise the management incentive plan of the Company or seek to convert any debt or other securities issued by the Company.

Except by resolution of the Board (which must include approvals of certain directors as set out in the settlement agreement entered into by the Company and thirteen of its shareholders on July 31, 2017), the Board shall not enter into any related party transactions (as such term is defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*) or incur any funded indebtedness for borrowed money.



## **9. Orientation and Continuing Education**

The Board is responsible for ensuring that all new directors receive a comprehensive orientation enabling them to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, and the nature and operation of the Company's business.

Directors are encouraged to participate in continuing education to maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

## **10. Code of Business Conduct and Ethics**

The Board is responsible for adopting and maintaining a written code of business conduct and ethics (the “**Code**”) applicable to all directors, officers and employees of the Company and its subsidiaries. The Code shall constitute written standards that are reasonably designed to promote integrity and deter wrongdoing and shall address the following issues:

- (a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
- (b) protection and proper use of corporate assets and opportunities;
- (c) confidentiality of corporate information;
- (d) fair dealing with the Company's security holders, suppliers, competitors and employees;
- (e) compliance with laws, rules and regulations; and
- (f) reporting of any illegal or unethical behaviour.

The Board is responsible for monitoring compliance with the Code. Any waivers from the Code shall be granted by the Board only.

## **11. Compensation Matters**

The Board is responsible for overseeing compensation matters, including (i) director compensation, and (ii) after consideration of the recommendations of the Compensation Committee, incentive-compensation plans and equity-based plans and compensation for officers and other senior management personnel.

## **12. Director Access to Management, Employees and Independent Adviser**

The Board and its committees shall have access to all members of management and the Company's employees.

At the invitation of the Board, senior management are encouraged to attend, and, where requested, assist in the discussion and examination of matters before the Board.

The Board and its committees may retain at the Company's expense any independent adviser, such as legal counsel and independent accountants, as the Board or committee deems necessary and appropriate to discharge its responsibilities.

## **13. Mandate Review**

The Board shall review and assess the adequacy of this mandate on an annual basis, taking into account all legislative and regulatory requirements applicable to the Board, as well as any guidelines recommended

by securities regulatory authorities, the Toronto Stock Exchange and any other stock exchange on which the securities of the Company may be listed.

**Approved by the Nominating and Corporate Governance Committee: August 3, 2017**

**Approved by the Board of Directors: August 3, 2017**

## APPENDIX B

### **Eco Oro Minerals Corp. Audit Committee Mandate**

#### **MANDATE**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eco Oro Minerals Corp. (the “**Company**”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company’s independent external auditor (the “**Auditor**”); and
4. The performance of the Company’s internal accounting procedures and Auditor.

#### **I. STRUCTURE AND OPERATIONS**

##### **B. Composition**

The Committee shall be comprised of three or more members.

##### **C. Qualifications**

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee must be independent, within the meaning of applicable regulatory requirements and securities laws.

Each member of the Committee must be financially literate, within the meaning of applicable regulatory requirements and securities laws.

##### **D. Appointment and Removal**

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly appointed or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

##### **E. Chair**

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

##### **F. Sub-Committees**

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services,

provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

G. Meetings

The Committee shall meet at least four times in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members.

The Committee is authorized to invite officers and employees of the Corporation and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings if it considers this appropriate. In addition, the Committee will meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

**II. DUTIES**

A. Introduction

The following functions are the common recurring duties of the Committee in carrying out its mandate outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated mandate, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

*Independence of Auditor*

- (1) Review and discuss with the Auditor any disclosed relationships or services that may affect the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.
- (2) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
- (3) Require the Auditor to report directly to the Committee.

- (4) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

*Performance & Completion by Auditor of its Work*

- (5) Oversee the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting).
- (6) Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-appointment by the Company's shareholders of the existing Auditor and the compensation to be paid to the Auditor.
- (7) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Auditor unless such non-audit services:
  - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of fees paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;
  - (b) were not recognized by the Company at the time of the engagement to be non-audit services; and
  - (c) are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

*Internal Financial Controls & Operations of the Company*

- (8) Establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

*Preparation of Financial Statements*

- (9) Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- (10) Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
- (11) Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- (12) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

- (13) Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
  - (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
  - (b) the management inquiry letter provided by the Auditor and the Company's response to that letter.
  - (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

*Public Disclosure by the Company*

- (14) Review the Company's annual and quarterly financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.
- (15) Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

*Manner of Carrying Out its Mandate*

- (16) Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (17) Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- (18) Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.
- (19) Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee and to set and pay the compensation to any such advisors.
- (20) Make regular reports to the Board.
- (21) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (22) Annually review the Committee's own performance.

**C. Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

**Approved by the Nominating and Corporate Governance Committee: March 6, 2012**  
**Approved by the Audit Committee: March 20, 2012**  
**Approved by the Board of Directors: March 22, 2012**