

This Management Information Circular and the accompanying materials require your immediate attention.
If you are in doubt as to how to deal with these documents or the matters to which they refer,
please consult a professional advisor.

EVRIM RESOURCES CORP.

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

EVRIM RESOURCES CORP.

TO BE HELD ON AUGUST 1, 2017

NOTICE OF ANNUAL GENERAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

Date June 22, 2017

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
EVRIM RESOURCES CORP.**

**Tuesday AUGUST 1, 2017 at 10:00 a.m. (PDT)
910 - 850 West Hastings Street, Vancouver BC, V6C 1E1**

The Canadian Securities Administrators have changed the provisions of National Instruments 51-102 and 54-101 to permit public companies to provide Annual General Meeting materials via a notice-and-access procedure rather than mailing the full information circular to the holders (the “Shareholders”) of common shares (the “Shares”) of Evrim Resources Corp. (the “Company”). This will save mailing costs and reduce the amount of paper wasted in preparing mailings that are not required.

All Annual General Meeting materials will be posted on SEDAR (www.sedar.com) and the Company’s website (www.evrimeresources.com). Any Shareholder may request a copy of the information circular by telephone toll-free 1-855-240-3727, facsimile (604) 248-8663 or email info@evrimeresources.com. The request must include a delivery address for the printed materials. Such a request should be received by the Company no later than July 18, 2017, to ensure that you receive the printed materials in time to exercise your vote. Materials will be mailed within 3 business days if requested prior to the meeting date and within 10 business days if received after the meeting date. If you wish to receive annual and interim financial statements and MD&A for the Company, you can request these in the same way or by completing and returning the enclosed request form.

IF YOU REQUIRE ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS REGULATIONS YOU CAN CALL 1-855-240-3727 extension 0. A REPRESENTATIVE OF THE COMPANY WILL BE PLEASED TO ASSIST YOU.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of the Shareholders will be held at the head offices of the Company located at 910 - 850 West Hastings Street, Vancouver, BC, V6C 1E1 on Tuesday August 01, 2017, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive and consider the consolidated financial statements of the Company for the financial period ended December 31, 2016, together with the auditors’ report thereon;
2. To fix the number of directors of the Company at four (4); **(refer to Section 3 of the Information Circular)**
3. To elect the directors of the Company for the ensuing year; **(refer to Section 3 of the Information Circular)**
4. To appoint the auditors of the Company for the ensuing year; **(refer to Section 4 of the Information Circular)**
5. To authorize the directors to fix the auditors’ remuneration for the ensuing year; **(refer to Section 4 of the Information Circular)**
6. To transact any such further business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

The management information circular (the “Information Circular”) accompanying this Notice of Meeting provides additional information relating to matters to be dealt with at the Meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting. Please review the Information Circular carefully before voting.

Registered holders of common shares (“**Shares**”) who are unable to attend the Meeting in person are requested to complete, date, sign and deposit the enclosed form of proxy by mail to CST Trust Company, 1600-1066 West Hastings Street, Vancouver, BC V6E 3X1 prior to 10:00 a.m. (Vancouver time) on Friday, July 28, 2017, or, if the Meeting is adjourned or postponed, not less than 48 hours prior to the start of such adjourned or postponed meeting.

Non-registered holders of Shares should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in your Shares not being voted at the Meeting.

DATED this 22nd day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “J. Patrick Nicol”

J. Patrick Nicol

President, Chief Executive Officer and Director

MANAGEMENT INFORMATION CIRCULAR

(as at **June 22, 2017**, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of the management of Evrim Resources Corp. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of common shares (the “**Shares**”) of the Company to be held on Tuesday, August 1, 2017, at 10:00 a.m. (Vancouver time) at the head offices of the Company located at 910-850 West Hastings Street, Vancouver, British Columbia, V6C 1E1 and at any postponement(s) or adjournment(s) thereof for the purposes set forth in the accompanying Notice of Meeting.

This Information Circular and all proxy-related materials are being sent to Shareholders using the notice-and-access procedure permitted by National Instruments 51-102 and 54-101.

All costs of this solicitation will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers, employees and agents of the Company may solicit proxies personally, by telephone or by email. Employees will not receive any extra compensation for such activities.

1. APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named as proxyholder in the accompanying form of proxy were designated by the management of the Company (each a “**Management Proxyholder**”). **A Shareholder desiring to appoint a person or company other than a Management Proxyholder to represent the Shareholder at the Meeting may do so either by inserting the name of that other person or company in the blank space provided in the accompanying form of proxy or by completing another suitable form of proxy.** A person or company appointed as a proxyholder need not be a Shareholder. All completed proxy forms must be deposited with CST Trust Company, 1600-1066 West Hastings Street, Vancouver, BC V6E 3X1, Facsimile: (604) 235-3705 prior to 10:00 a.m. (Vancouver time) on Friday, July 28, 2017, or, if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays, and holidays, before the time of the Meeting.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are non-registered Shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but that are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and directors or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting and the form of proxy or proxy authorization form (as defined below) (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Management of the Company does not intend to pay for Intermediaries to forward to objecting beneficial Shareholders

the Meeting Materials required under National Instrument 54-101. An objecting beneficial Shareholder will not receive such materials unless he/she assumes the cost of delivery of such materials.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with CST Trust Company** as provided above; or
- (b) more typically, be given a voting instruction form that is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) that the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares that they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

REVOCAION OF PROXY

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by:

- (a) signing a proxy bearing a later date or signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed as set out in the notes to the proxy), and depositing it at the time and place specified above for the proxy; or
- (b) registering in person with the Scrutineer at the Meeting and voting the Shares.

A revocation of proxy will not affect a matter on which a vote is taken before the revocation.

EXERCISE OF DISCRETION BY PROXYHOLDER

The Shares represented by a properly executed proxy or proxy authorization form will be voted for or against in accordance with the instructions of the Shareholder on any vote that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Shares represented by properly executed proxies will be voted accordingly.

In the absence of any instructions to the contrary, the Shares represented by proxies or proxy authorization forms received by management of the Company will be voted FOR the approval of all matters set out in the proxy or proxy authorization form.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters do properly come before the Meeting, it is intended that the person appointed as proxy shall vote on such other business in such manner as that person then considers to be proper.

2. VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed the close of business on June 16, 2017, as the record date for the Meeting (the "**Record Date**"). As of the Record Date, the authorized share capital of the Company consists of an unlimited number of Shares. As of June 16, 2017, the Company had outstanding 65,616,042 Shares, each carrying the right to one vote at the Meeting. The Company has no other class of voting securities.

The presence, in person or by proxy, of any one Shareholder is necessary for a quorum at the Meeting. Only Shareholders of record at the close of business on the Record Date, who either attend the Meeting personally or complete and deliver a form of proxy in the manner and subject to the provisions described above, will be entitled to vote their Shares or to have their Shares voted at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive the Shareholder of the right to vote at the Meeting.

Voting at the Meeting will be by a show of hands, each Shareholder having one vote, unless a poll is requested or required (if the number of Shares represented by proxies that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting), in which case each Shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a "**special resolution**").

To the knowledge of the directors and executive officers of the Company, the following table lists all persons or entities who beneficially own, directly or indirectly, or exercised control or direction over, Shares carrying 10% or more of the voting rights attached to all outstanding Shares.

Beneficial Owner	Shares	Percentage of outstanding Shares
Altius Minerals Corporation	11,452,875	17.45%

Global Strategic Management Inc. d/b/a Adrian Day Asset Management	9,311,651	14.19%
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3. ELECTION OF DIRECTORS

The size of the Company’s board of directors (the “**Board of Directors**” or the “**Board**”) is currently set at four. At the Meeting, Shareholders will be asked to fix the number of directors at four and to elect four directors to succeed the present directors whose term of office will expire at the conclusion of the Meeting. Each director elected will hold office until the conclusion of the next annual general meeting of the Company at which a director is elected, unless the director’s office is earlier vacated in accordance with the constating documents of the Company or the provisions of the *Business Corporations Act* (British Columbia), as applicable.

The following table sets out the names and municipalities of residence of management’s nominees for election as directors, all offices in the Company each nominee now holds, the date of initial appointment of each nominee as a director, the number of Shares and share purchase warrants of the Company beneficially owned by each nominee, directly or indirectly, or over which control or direction is exercised by such nominee, and each nominee’s principal occupation, business or employment.

Name and Address of Nominee and Present Position with the Company	Period from which Nominee has been a Director	Number of Shares beneficially owned ^[1]	Number of Convertible Securities ^[1]	Principal Occupation
J. Patrick (Paddy) Nicol ^[2,3] Coquitlam, BC, Canada <i>President & Chief Executive Officer, Director</i>	December 23, 2010	1,594,377	83,000 Warrants ^[4] 6,625 Warrants ^[5]	President & Chief Executive Officer, Evrim Resources Corp.
David A. Caulfield, P.Geo. ^[2,3] Quadra Island, BC, Canada <i>Director</i>	December 23, 2010	980,500	85,000 Warrants ^[4] 50,000 Warrants ^[5]	Independent Geologist and corporate director
Paul van Eeden ^[2,3] Aurora, ON, Canada <i>Director</i>	December 23, 2010	4,000,000	Nil	President, Cranberry Capital Inc., a private investment holding company
John Thompson, Ph.D. Vancouver, BC, Canada <i>Director</i>	May 13, 2015	33,333	16,666 Warrants ^[5] 100,000 Options ^[6]	Principal of PetraScience Consultants, an exploration, development and technology consultancy

^[1] Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, which information has been furnished by the nominees.

^[2] Member of the Compensation Committee.

^[3] Member of the Audit Committee.

^[4] The warrants to purchase Shares have an exercise price of \$0.25 per Share and expiry date of December 16, 2020.

^[5] The warrants to purchase Shares have an exercise price of \$0.50 per Share and expiry date of May 19, 2020.

^[6] The options to purchase Shares have an exercise price of \$0.18 per Share and expiry date of May 13, 2020

UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE ORDINARY RESOLUTION FIXING THE

NUMBER OF DIRECTORS OF EVRIM AT FOUR AND THE APPOINTMENT RESOLUTION, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF SUCH MATTERS.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Company acting solely in such capacity.

To the best of management's knowledge and except as disclosed herein, no proposed director:

- (a) is, at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity;
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
 - (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; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information 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 10 years before the date of this Information 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.

Paul Van Eeden was a director and executive Chairman of Synodon Inc. until November 17, 2016. On November 30, 2016 a Receiver was appointed under the *Bankruptcy and Insolvency Act* (Canada) pursuant to a Court Order of the Court of Queen's Bench of Alberta and on May 8, 2017. Synodon Inc. was cease traded by the Alberta Securities Commission.

4. APPOINTMENT AND REMUNERATION OF AUDITORS

At the Meeting, Smythe LLP, Chartered Professional Accountants, of Vancouver, British Columbia will be recommended by management of the Company for reappointment as auditors of the Company at remuneration to be fixed by the directors. Smythe LLP, Chartered Professional Accountants was appointed as the Company's auditors effective January 5, 2011.

MANAGEMENT RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE APPOINTMENT OF SMYTHE RATCLIFFE LLP, CHARTERED ACCOUNTANTS, AS EVRIM'S AUDITORS FOR THE ENSUING YEAR AND GRANT THE BOARD OF DIRECTORS THE AUTHORITY TO DETERMINE THE REMUNERATION TO BE PAID TO THE AUDITOR.

5. CORPORATE GOVERNANCE

Effective June 20, 2005, the Canadian Securities Administrators adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Instrument 58-201 *Corporate Governance Guidelines* (“**NI 58-201**”). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NI 58-201 provides guidance on corporate governance practices. In addition, the Company is subject to National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), which has been adopted in various Canadian provinces and territories and which prescribes certain requirements in relation to audit committees. A full description of each of the corporate governance practices of the Company with respect to NI 58-101 is set out below.

The Board of Directors’ responsibilities include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. The Board believes that good corporate governance practices provide an important framework for timely response by the Board to situations that may directly affect Shareholder value. The Board has adopted a Corporate Governance Policy which includes several guidelines for disclosure controls and procedures, and trading policies. These policies are posted on the Company’s website at www.evrimeresources.com.

Board of Directors

The Board must have the capacity, independent of management, to fulfill its responsibilities. Independence is based upon the absence of relationships and interests that could compromise the ability of a director to exercise judgment with a view to the best interests of the Company. The Board is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Company and its subsidiaries.

The following directors are considered to be independent: David A. Caulfield, Paul van Eeden, and John Thompson. J. Patrick Nicol, who is the President and Chief Executive Officer of the Company, is considered not to be independent. The Board takes specific precautions for any transactions that involve related parties or directors that are not independent. This is accomplished by having a meeting of independent directors with no management representatives present. The Chairman of the Board also acts as Chair of this independent subcommittee. The Company’s legal counsel provides guidance on documenting the decisions and actions of the independent directors. Alan J. Hutchison of Osler, Hoskin & Harcourt LLP, is the Company’s legal counsel. He is a practicing barrister and solicitor in British Columbia.

Directorships

Directors of the Company are not directors of any other reporting issuers as of the date of this circular.

Orientation and Continuing Education

New directors of the Company are provided with an orientation and education program which includes written information about the duties of directors and the business and operations of the Company. New directors are provided with opportunities to meet with each senior officer of the Company to have their questions answered or to obtain additional information. On an ongoing basis, the Company's legal counsel will provide memoranda concerning particular issues that may be of concern to the Board.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation, common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board, in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. The Company has adopted a Code of Conduct which encourages ethical business practices for all employees, officers and directors.

Nomination of Directors

The size and current membership of the Board of Directors is reviewed each year prior to the directors making any recommendations to the Shareholders in respect of the election of the Board at the annual meeting of the Shareholders. Nominations to the Board are made after taking into account the number of directors required to carry out the Board's duties effectively and the need to maintain the Board's diversity of views and experience. Prior to appointing any new director or recommending any new nominee for election to the Board, a Nominating Committee of the Board will be struck to identify prospective Board members and interview each candidate to determine his or her area of expertise and qualifications to serve as a director of the Company.

Compensation

The Board has determined that the compensation of directors and officers should be comparable to similar organizations taking into consideration such matters as time commitment, responsibility and trends in director and executive compensation. For more information regarding compensation paid to directors and executives, see "*Executive Compensation*".

Other Board Committees

There are no standing committees of the Board other than the Audit Committee and the Compensation Committee.

The Audit Committee is the Company's primary standing committee of the Board. The Audit Committee reviews four times per year the accounting policies, internal control procedures and provide the Company's external auditors with instructions. The majority of the members of the Audit Committee are independent members of the Board and all are financially literate. See "*Audit Committee and Relationship with Auditors*" below for additional information about the Audit Committee.

The Compensation Committee is composed of three directors, two of whom are independent members of the Board. The Compensation Committee meets on an annual basis to review management performance and compensation. Recommendations from the Compensation Committee are referred to

the entire Board of Directors at the budget review meeting for approval. The entire Board reviews the goals and objectives for the Chief Executive Officer's performance.

Assessments

Currently, the Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, and its committees, including reviewing the Board's decision-making processes and quality and adequacy of information provided by management.

6. AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors, which is set forth below.

The Audit Committee's Charter

The Company's Audit Committee has adopted an Audit Committee Charter, attached as Appendix A, which includes the following significant responsibilities as responsibilities of the Audit Committee:

- reviewing the appointment of the Company's Chief Financial Officer;
- reviewing the adequacy and effectiveness of the Company's systems of internal control and the adequacy and timeliness of its financial reporting processes;
- reviewing all financial disclosure prior to filing or distribution;
- reviewing the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles;
- reviewing significant related party transactions and potential conflicts of interest; and
- recommending the appointment of the external auditor, approving all audit engagement terms and fees and pre-approving all audit, non-audit and assurance services provided to the Company by the external auditor.

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors, Paul van Eeden, David A. Caulfield, and J. Patrick Nicol. Members are considered independent members of the Board pursuant to the meaning of "independent" provided in NI 52-110 except for Patrick Nicol, Chief Executive Officer of the Company. All three members are considered financially literate pursuant to NI 52-110.

Relevant Education and Experience

This section describes the relevant education and experience of the Company's Audit Committee members.

Paul van Eeden

Mr. van Eeden has significant business experience and is currently President of an investment holding company. Mr. van Eeden is experienced in reading and analyzing financial statements. Mr. van Eeden is the Chair of the Audit Committee.

David A. Caulfield

Mr. Caulfield has significant experience as a senior executive in the mineral exploration industry. He is well-versed in reviewing budgets and financial statements and management discussion and analysis reports.

J. Patrick Nicol

Mr. Nicol has significant experience as a senior executive in the mineral exploration industry. He is well-versed in reviewing budgets and financial statements and management discussion and analysis (MD&A) reports.

Committee Oversight

Since the commencement of the Company's most recently completed financial year ended December 31, 2016, the Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year ended December 31, 2016, the Company has not relied on the exemptions contained in section 2.4 "De Minimis Non-Audit Services" or Part 8 "Exemptions" of NI 52-110. Section 2.4 of NI 52-110 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 of NI 52-110 permits a company to apply to the Canadian Securities Authorities for an exemption from the requirements of NI 52-110, in whole or in part.

Exemptions

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

External Auditor Service Fees

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows.

	Fiscal Year ended December 31, 2016	Fiscal Year ended December 31, 2015
Audit Fees	\$ 34,000	\$ 32,000
Audit-Related Fees	680	680
Tax services - Canadian	1,920	2,000
Total fees billed	\$ 36,600	\$ 34,680

The Company's external auditors are Smythe LLP, Chartered Accountants. Full-time, permanent employees of the auditor perform all services. The nature of the services provided by the auditors under each of the categories indicated in the table is described below.

Audit Fees

Audit fees includes those fees billed during the fiscal year for professional services rendered by the auditors for the audit of the Company's annual financial statements and services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

Audit-related fees were for assurance and related services reasonably related to the performance of the audit or review of the annual statements that are not reported under "Audit Fees" above. This included review of financial statements by an independent consultant as required by generally accepted auditing standards, registration fees for Canadian Public Accountability Board and disbursements made by the auditor on behalf of the Company.

Tax Fees

Tax fees were for tax compliance, tax advice and tax planning professional services. These services consisted of tax compliance, including the review of tax returns and tax planning and advisory services relating to common forms of domestic and international taxation (i.e. income tax, capital tax, goods and services tax, payroll tax and value added tax).

Pre-Approval Policies and Procedures

It is within the mandate of the Company's Audit Committee to approve all audit and non-audit related fees. The Audit Committee has pre-approved specifically identified non-audit related services, including tax compliance and review of tax returns as submitted to the Audit Committee from time to time. The auditors also present the estimate for the annual audit-related services to the Audit Committee for approval prior to undertaking the annual audit of the financial statements.

7. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("**Named Executive Officers**") listed in the Summary Compensation Table that follows. During its financial year ended December 31, 2016, two individuals were Named Executive Officers (as defined in Canadian Securities Laws) of the Company, namely J. Patrick Nicol, President and Chief Executive Officer and Mahesh Liyanage, Chief Financial Officer.

Compensation Objectives, Principles and Process

The Company has determined that the officers and employees of the Company should be compensated in a form and amount that takes into account such factors as professional qualifications, responsibility within the organization, and trends in executive compensation. The Company conducted a survey of compensation data, as disclosed in financial statements or information circulars, for selected companies with similar business models, at similar stages of development and with similar resources available to them. Specific companies considered in this survey were Almaden Minerals Ltd., Eurasian Minerals Inc., Lara Exploration Ltd., Miranda Gold Corp., Mirasol Resources Ltd., and Riverside Resources Inc. This data was used to determine appropriate levels of compensation for fiscal 2013. No changes were made in fiscal 2014, 2015 and 2016.

The compensation package for each Named Executive Officer of the Company consists of a base salary, vacation commensurate with years of service, benefits available to all employees of the Company and an annual bonus based upon the Company's success in executing the joint venture model of mineral exploration. The Compensation Committee of the Board determines the compensation for executive officers. The Chief Executive Officer, in consultation with the Chief Financial Officer, determines compensation of staff members who are not executive officers.

It is difficult to assess appropriate performance targets for an exploration company, since the projects change within the fiscal year and success in exploration can be as much a function of the geology and project circumstances as it is the result of personal effort. The Compensation Committee determined that the Company's success in negotiating and managing joint venture or option agreements for mineral properties would represent the best standard for determining short and long-term incentive programs. The incentive program will be reviewed on an annual basis by the Compensation Committee to ensure that compensation remains competitive with industry standards.

Bonuses for all staff are based on company metrics from joint venture exploration, option payments, and joint venture management fees. The total bonus pool is based on a percentage of annual expenditures by joint venture partners as evidenced by invoices where the Company is the operator or expenditure reports where the Company is not the operator. Option payments and management fees are based on actual receipts. The distribution of the bonus pool is based on an annual assessment of employees' Key Performance Indicators (KPIs). Employees receiving perfect scores will receive a full bonus, weight ranked against other employee salaries. Residual amount for employees not receiving perfect scores will be distributed to other employees in the Company, based on their weighted annual salary.

The Company has adopted a fixed number stock option plan to provide for a one-time grant of incentive stock options to new directors and key personnel. The plan will permit the Company to issue up to

1,000,000 options to purchase shares. This is equal to approximately 1.5% of the current issued and outstanding shares of the Company. The plan provides that the maximum term of an option will be five years and that all options will be granted at market price.

The Board as a whole is charged with the responsibility of reviewing the performance of the Chief Executive Officer on an annual basis, assisting with goal-setting and measurement of performance with respect to those goals, which are an integral part of the Company's overall compensation program.

Neither the Board nor any of its Committees have considered the implications of risk associated with the Company's compensation policies and practices.

No Named Executive Officer or Director is permitted to purchase financial instruments, including, for greater certainty, 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 Named Executive Officer or director.

Summary Compensation Table

The following table sets forth information concerning the annual and long term compensation for services rendered to the Company for the financial periods ended December 31, 2016, December 31, 2015, and December 31, 2014, in respect of the individuals who were the Chief Executive Officer and the Chief Financial Officer (or who acted in a similar capacity as) as of December 31, 2016, or at any time during the financial year, or other executive officers or individuals whose total compensation during such period exceeded \$150,000, being the Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
J. Patrick Nicol President & Chief Executive Officer ^[1]	2016	175,500	NIL	NIL	7,666	NIL	NIL	NIL	183,166
	2015	183,625	NIL	NIL	6,403	NIL	NIL	NIL	190,028
	2014	180,000	NIL	NIL	8,302	NIL	NIL	NIL	188,302
Mahesh N. Liyanage Chief Financial Officer ^{[2] [3]}	2016	127,833	NIL	NIL	6,004	NIL	NIL	NIL	133,837
	2015	122,417	NIL	NIL	4,269	NIL	NIL	NIL	126,686
	2014	130,000	NIL	NIL	7,219	NIL	NIL	NIL	137,686

[1] Mr. Nicol was appointed President and Chief Executive Officer on December 23, 2010. Amounts in this table include total remuneration for the fiscal years.

[2] Mr. Liyanage was appointed Chief Financial Officer on July 11, 2013. Amounts in this table include total remuneration for the fiscal years.

[3] The Company entered into an agreement with Mirasol Resources Ltd. to share CFO services effective March 1, 2016. The Company received \$54,166.70 during the year ended December 31, 2016.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

No incentive stock option awards were outstanding to the Named Executive Officers as of the end of the financial year ended December 31, 2016.

The following table sets forth information for each Named Executive Officers with respect to value vested or earned during the 2016 fiscal year in connection with incentive plan awards.

Incentive Plan Awards — Value Vested or Earned During the 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 (\$)
J. Patrick Nicol	NIL	NIL	7,666
Mahesh N. Liyanage	NIL	NIL	6,004

Pension Plan Benefits

The Company does not have a defined benefit plan, defined contribution plan or deferred compensation plan.

Termination and Change of Control Benefits

The Company has signed employment contracts with the Chief Executive Officer, Vice President, Technical Services; Vice President, New Business Opportunities and Exploration; and Chief Financial Officer which would provide compensation or benefits in the event of termination of employment or changes in responsibility. The contract provisions include payment of eighteen months' salary to the Chief Executive Officer in the event of termination following a Change of Control (as defined below) while the other senior officers would receive twelve months' salary. There would be no additional payment to compensate for benefits. A Change of Control is defined as:

- a take-over bid (as defined in the Securities Act (British Columbia)) of the Company pursuant to which more than 50% of the outstanding Shares of the Company are tendered;
- a change of control of the Board, defined as the election by the shareholders of the Company of less than a majority of the persons nominated for election by management of the Company;
- a sale or other disposition of all or substantially all the assets of the Company outside of the normal course of business;
- a sale, exchange or other disposition of a majority of the outstanding shares of the Company in a single or a series of related transactions;
- a termination of the Company's business or the liquidation of its assets; or

- a merger, amalgamation or plan of arrangement or other corporate restructuring of the Company in a transaction or series of transactions in which the Company's shareholders as a group, prior to such merger, amalgamation or plan of arrangement or other corporate restructuring, own less than a majority of the outstanding shares of the new or continuing corporation on a fully diluted basis,

In the event the Company terminates the employment of any of the Named Executive Officers without just cause, a severance payment equal to three months' salary and benefits would be paid.

If a Change of Control had occurred on December 31, 2016, the Company would have incurred total additional salary costs of \$653,750. If the Company had terminated each of these officers without just cause, the Company would have incurred additional salary and benefit costs of \$141,500.

Compensation of Directors

During the Company's financial year ending December 31, 2016, the Company paid each of the non-executive directors a monthly stipend of \$2,000 for their services in their capacity as directors. They were paid an additional \$500 per month for serving on any of the standing committees and an additional \$500 per month for serving as a chair of a standing committee. There is no additional cash remuneration for attendance at meetings. J. Patrick Nicol is included in the "Summary Compensation Table" above for Named Executive Officers and received no additional compensation for his services as director.

The following table summarizes the compensation for directors during the financial year ended December 31, 2016:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
David A. Caulfield	42,000	NIL	NIL	NIL	NIL	NIL	42,000
John Thompson	24,000	NIL	NIL	NIL	NIL	NIL	24,000
Paul van Eeden	48,000	NIL	NIL	NIL	NIL	NIL	48,000

Incentive Plan Awards

The following incentive stock option awards to the directors who are not Named Executive Officers were outstanding as of the end of the financial year ended December 31, 2016. The market price of the Shares closed at \$0.175 on December 31, 2016.

Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number 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 (\$)
John Thompson	100,000	0.18	May 13, 2020	NIL	N/A	N/A	N/A

Director Incentive Plan Awards — Value Vested or Earned During the Year

There were no Incentive Plan awards with values to be reported, vested, and exercised or earned by the Directors at the end of the financial year ended December 31, 2016.

8. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The table below sets out the outstanding options as of the end of the Company's most recently completed fiscal year ended December 31, 2016.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	NIL	-	NIL
Equity compensation plans not approved by security holders	100,000	0.18	900,000
TOTAL	100,000	0.18	900,000

The Company has adopted a fixed number stock option plan to provide for a one-time grant of incentive stock options to new directors. The plan will permit the Company to issue up to 1,000,000 options to purchase Shares. This is equal to approximately 1.5% of the current issued and outstanding shares of the Company. The plan provides that the maximum term of an option will be five years and that all options will be granted at market price.

The plan provides that options can also be granted to officers, employees and consultants to the Company. Grants to any one person cannot exceed 5% of the issued and outstanding shares of the Company. Grants to consultants cannot exceed 2% of the outstanding shares of the Company.

The plan is not a rolling plan but a fixed number plan. No more than 1,000,000 options may be outstanding at any one time. Options will expire 90 days after the individual ceases to be employed by or a director

of the Company. Options which lapse or otherwise expire will be available for re-issue under the plan. Disinterested shareholder approval will be required for any reduction in the exercise price of an option if the grantee is an Insider of the Corporation at the time of the proposed amendment.

9. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers and employees of the Company are, as of December 31, 2016, indebted to the Company or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries.

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has at any time since the beginning of the Company's last completed financial year been indebted to the Company or any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries.

10. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no director or executive officer of the Company, no person who beneficially owns or controls, directly or indirectly, Shares carrying 10% or more of the voting rights attached to all outstanding Shares (each of the foregoing being an "Informed Person"), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the beginning of the Company's last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

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

None of the directors or executive officers of the Company, nor any person who has held such a position at any time since the beginning of the last completed financial year of the Company, nor any associate or affiliate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

12. MANAGEMENT CONTRACTS

The Company has not entered into any management contracts for the services of any director or senior officer of the Company. The management functions of the Company and its subsidiaries are not performed to any substantial degree by any person or company other than the directors and executive officers of the Company or its subsidiaries, except as described above.

13. FINANCIAL STATEMENTS AND MD&A

The audited financial statements of the Company for the fiscal year ended December 31, 2016, and the accompanying management discussion and analysis, were filed on SEDAR on April 28, 2017, and have been mailed to all registered and beneficial Shareholders who had requested them by returning the "Annual/Interim Financial Statement and MD&A Request Form" mailed by the Company as part of its 2016 annual general meeting materials.

If you wish to receive either or both of the annual audited financial statements and interim financial statements and accompanying management discussion and analysis for the 2017 fiscal year (which commenced on January 1, 2017), you must request the information by filling in the appropriate field in the Proxy form accompanying this Information Circular.

14. OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgement of the person or person voting the proxy.

15. ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Financial information regarding the Company is included in its audited consolidated financial statements for the year ended December 31, 2016, and auditors' report thereon, together with the corresponding management discussion and analysis. Copies of the audited consolidated financial statements, together with the corresponding management discussion and analysis, as well as additional copies of this Information Circular, may be obtained upon request from the Company at 910-850 West Hastings Street, Vancouver, BC, Canada V6C 1E1.

16. APPROVAL OF BOARD

The contents and the sending of this Information Circular have been approved by the Board of Directors of the Company.

DATED this 22nd day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "J. Patrick Nicol"

J. Patrick Nicol
President, Chief Executive Officer
and Director

APPENDIX A
AUDIT COMMITTEE CHARTER

1. PURPOSE

The primary function of the Audit Committee (the “Committee”) of Evrim Resources Corp. (the “Company”) is to provide an open avenue of communication between management, the independent auditor, and the Board and to assist the Board in its oversight of the:

- a) integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- b) processes for identifying and managing the principal financial risks of the Company and the Company’s internal control systems that ensures fair, complete and accurate financial reporting;
- c) Company’s compliance with legal and regulatory requirements related to financial reporting; and
- d) independence and performance of the Company’s external auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s by-laws and governing laws as the Committee or Board deems necessary or appropriate.

2. MEMBERSHIP AND OPERATIONS

The Committee shall consist of at least three directors. At least one of the members of the Committee shall be independent and, where possible, the Committee should be composed entirely of “independent” directors, as such term is defined in National Instrument 52-110, *Audit Committees*, as may be amended or replaced from time to time.

All members shall have sufficient financial literacy, which means the ability to read and understand a balance sheet, income statement, cash flow statement and the notes attached thereto, to enable them to discharge their responsibilities in accordance with applicable laws and/or requirements of the TSX Venture Exchange on which the Company’s securities trade. At least one member of the Committee shall have accounting or related financial management expertise that allows that member to read and understand financial statements and the related notes attached thereto.

Committee members shall serve until qualified successors are duly designated and appointed by the Board. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee’s chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

3. AUTHORITY

The Board of Directors has granted the Committee the authority herein provided. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company’s expense, persons having special competencies (including, without limitation, legal, accounting, compensation or other consultants and experts) to assist the Committee in fulfilling its responsibilities. The Committee has the sole authority to terminate the Committee’s engagement of its experts and to approve the fees and other terms of retention of such experts.

4. RESPONSIBILITIES

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (IFRS). Management is also responsible for establishing systems of internal control and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS. The external auditor is also responsible for issuing an attestation report on management's assessment of the effectiveness of the Company's systems of internal control as of the end of the Company's most recent fiscal year end. The Committee is directly responsible for the appointment, compensation, evaluation, termination and oversight of the work of the external auditor. The external auditor shall report directly to the Committee, as they are accountable to the Board and the Committee as representatives of the Company's shareholders. As such, it is not the duty or responsibility of the Committee or any of its members to plan or conduct any type of audit or accounting review or procedure.

In performing its oversight responsibilities, the Committee shall:

- a) Review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval at least once per year.
- b) Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- c) Review with management and the external auditor the adequacy and effectiveness of the Company's systems of internal control and the adequacy and timeliness of its financial reporting processes.
- d) Review with management and the external auditor the annual audited financial statements, management discussion and analysis reports and other financial reporting documents, including the CEO and CFO certifications, prior to filing or distribution, including financial matters required to be reported under applicable legal or regulatory requirements.
- e) Review with management the unaudited quarterly financial statements, management discussion and analysis reports and other financial reporting documents, including the CEO and CFO quarterly certifications, prior to filing or distribution, including financial matters required to be reported under applicable legal or regulatory requirements
- f) Review with management and the external auditor and approve earnings news releases and other financial information and earnings guidance disclosures contained in such news releases prior to their release.
- g) Where appropriate and prior to release, review with management and approve any other news releases that contain significant financial information that has not previously been released to the public.
- h) Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale.
- i) Review the quality and appropriateness, not just the acceptability, of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the external auditors' judgments about the quality and appropriateness of the Company's accounting policies. This review shall include discussions with the external auditor without the presence of management.
- j) Review with management and the external auditor significant related party transactions and potential conflicts of interest.
- k) Recommend to the Board and shareholders the external auditor selected to examine the Company's accounts and financial statements. The Committee has the responsibility to approve all audit engagement terms and fees. The Committee shall pre-approve all audit, non-audit and assurance services provided to the Company by the external auditor, but the Chairman or his appointee may be delegated the responsibility to approve these services where the fee is not significant.

- l) Review with management and the external auditor and approve the annual audit plan and results of and any problems or difficulties encountered during any external audits and management's responses thereto.
- m) Receive the report of the external auditor on completion of the audit.
- n) Monitor the independence of the external auditors by reviewing all relationships between the independent auditor and the Company and all audit, non-audit and assurance work performed for the Company by the independent auditor on at least a semi-annual basis. The Committee will receive an annual written confirmation of its independence from the external auditor.
- o) Review the Company's procedures and establish procedures for the Committee for the:
 - i. receipt, retention and resolution of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - ii. confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
- p) Conduct or authorize investigations into any matter that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it in the conduct of any investigation, at the expense of the Company.
- q) The Committee shall report its recommendations and findings to the Board after each meeting and shall conduct and present to the Board an annual performance evaluation of the effectiveness of the Committee.

5. KEY PRACTICES

The Committee has adopted the following key practices to assist it in fulfilling its responsibilities.

5.1 MEETINGS

The Committee will meet at least four times per year to perform its responsibilities as set out in this Charter; however, it may perform its duties by consent resolution instead of meetings. The foregoing notwithstanding, the Audit Committee shall meet at least once per year.

The Committee may ask members of management or others to attend meetings to provide information as necessary. The Committee shall meet separately with each of management and the independent auditor, as required, to discuss matters that the Committee or these groups believe should be discussed privately with the Committee. Additional meetings shall be held as required in the opinion of the Audit Committee or the external auditor. Minutes of all meetings of the Committee will be provided to the Board. Written or verbal reports on Committee meetings whose minutes have not been completed will be provided at each meeting of the Board.

5.2 REVIEW OF FINANCIAL STATEMENTS

Prior to releasing to the public, the Committee will review and approve the Company's annual and quarterly reports, including the financial statements, the management discussion and analysis reports and other information contained therein, in detail with the Company's Chief Executive Officer and Chief Financial Officer. The Company's external auditors may be present at these meetings. The Committee will require management to review the annual financial statements and related regulatory filings with the full Board prior to their filing with the applicable regulatory agencies.

5.3 REVIEW OF THE CEO AND CFO CERTIFICATION PROCESS

The Committee will review the Company's process for the CEO and CFO certifications required by the various regulatory agencies in the jurisdictions in which the Company operates with respect to the Company's financial statements, disclosures and internal controls, including any significant changes or deficiencies in such controls. The Chairman of the Committee or his appointee shall review the Company's disclosure controls and procedures.

5.4 REVIEW OF INFORMATION PROVIDED TO ANALYSTS AND RATING AGENCIES

The Committee shall review other news releases containing significant financial information that has not been previously released to the public with the Company's Chief Financial Officer prior to their release. The substance of presentations to analysts and rating agencies involving material changes in the Company's strategy or outlook shall be reviewed with the full Board prior to the event.

5.5 APPROVAL OF AUDIT AND NON-AUDIT SERVICES

In addition to approving the engagement of the external auditor to audit the Company's financial statements, the Committee will approve all audit, non-audit and assurance services provided by the independent auditor prior to the commencement of any such engagement. The Committee may delegate the responsibility for approving these services to the Chairman or his appointee where the fee is not significant. The Committee will review a summary of all audit, non-audit and assurance work performed for the Company at least twice per year. To minimize relationships that could impair the independence of the external auditor, it is the Committee's practice to limit non-audit and assurance services provided by the independent auditor to assistance with financings, taxation, acquisition due diligence and merger integration or other services where there are compelling reasons for the external auditor to provide such services.

5.6 HIRING GUIDELINES FOR EMPLOYEES OF THE INDEPENDENT AUDITOR

The Committee shall review and approve the appointment of any employee or former employee of the Company's external auditor to a senior financial management position with the Company. The Committee shall request management to annually prepare a report of the profiles of all individuals hired during the past year who were employed by the external auditor at any time during the two years prior to being hired by the Company.

5.7 COMPLAINTS ABOUT ACCOUNTING, AUDITING AND FINANCIAL REPORTING AND DISCLOSURE MATTERS

The Company's Whistle Blower policy prohibits reprisals or intimidation of employees who draw attention to problems or violations of ethical standards. Employees can report any concerns to their superior or the Company's legal counsel, confidentially and anonymously. Employees may also submit, confidentially and anonymously, concerns regarding questionable accounting, auditing and financial reporting and disclosure matters to the Chairman of the Audit Committee. A summary of all complaints related to auditing, accounting and financial reporting and/or disclosure matters will be reported to the Committee at each meeting, and if the Committee so directs, to the full Board. The Committee may retain outside counsel or other advisors to investigate and resolve any complaints disclosed to it.

5.8 OTHER MATTERS

Management shall report any real or suspected incidents of fraud, theft or violations of the Company's Code of Conduct to the Committee. Corporate Counsel shall report to the Committee any litigation, claim or other contingency that could have a significant effect on the Company's financial results or disclosures.