



## **INFORMATION CIRCULAR** **as at July 31, 2017**

This Information Circular is furnished in connection with the solicitation of proxies by the management of Radius Gold Inc. (the “**Company**”) for use at the Annual General Meeting of the holders of common shares (“**Common Shares**”) of the Company to be held on Wednesday, September 20, 2017 (the “**Meeting**”) and any adjournment thereof, at the time and place and for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of the Meeting**”).

In this Information Circular, references to “**Non-Registered Holders**” means shareholders who do not hold Common Shares in their own name and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Holders.

### **PROXIES**

#### **Notice-and-Access Process**

The Company has elected to use the notice-and-access provisions (“**Notice-and-Access**”) of National Instrument 54-101 for distribution of this Information Circular, form of proxy (“**Proxy**”) and other meeting materials (the “**Meeting Materials**”) to registered shareholders and Non-Registered Holders of the Company.

Under Notice-and-Access, rather than the Company mailing paper copies of the Meeting Materials to shareholders, the Meeting Materials can be accessed online on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <http://www.radiusgold.com/s/Agm.asp>. The Company has adopted this alternative means of delivery for the Meeting Materials in order to reduce paper use and the printing and mailing costs.

Shareholders will receive a “notice package” (the “**Notice-and-Access Notification**”) by prepaid mail, with details regarding the Meeting date, location and purchase, and information on how to access the Meeting Materials online or request a paper copy.

Shareholders will not receive a paper copy of the Meeting Materials unless they contact the Company at the toll free number as set out in the Notice of the Meeting. Provided the request is made prior to the Meeting, the Company will mail the requested materials within three business days. **Requests for paper copies of the Meeting Materials should be made by September 6, 2017 in order to receive the Meeting Materials in time to vote before the Meeting.**

Shareholders with questions about Notice-and-Access may contact the Company toll-free at 1-888-627-9378.

#### **Solicitation and Deposit of Proxies**

While it is expected that the solicitation will be primarily by Notice-and-Access and mail, Proxies may be solicited personally or by telephone by the directors and regular employees of the Company. All costs of solicitation will be borne by the Company. The Company has arranged for Intermediaries to forward the Notice-and-Access Notification to Non-Registered Holders of Common Shares held as of record by those Intermediaries and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

The individuals named in the Proxy are directors or officers of the Company. **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the Proxy and striking out the printed names or by completing another form of proxy.** The Proxy will not be valid unless the completed, dated and signed form of proxy is received by Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or is delivered to the Chairman of the Meeting prior to commencement of the Meeting or any adjournment thereof.

### **Non-Registered Holders**

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a Non-Registered Holder are registered either:

- (a) in the name of an Intermediary that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or
- (b) in the name of a clearing agency, such as The Canadian Depository for Securities Limited, of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Company will distribute the Notice-and-Access Notification to Intermediaries and clearing agencies for onward distribution to Non-Registered Holders. The Company does not intend to pay Intermediaries to forward the Notice-and-Access Notification if the Non-Registered Holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the Non-Registered Holders. In this case, such Non-Registered Holder will not receive the Meeting Materials if the Intermediary does not assume the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive Meeting Materials. Intermediaries often 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 be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Trust Company as described under "*Solicitation and Deposit of Proxies*" above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the Proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

**Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.**

### **Voting of Proxies**

Common Shares represented by any properly executed Proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder. **In the absence of such direction, such Common Shares will be voted in favour of the matters set forth herein.**

The 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 the Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other

business is properly brought before the Meeting, it is the intention of the persons designated in the Proxy to vote in accordance with their best judgment on such matters or business. As at the date hereof, the management of the Company knows of no such amendment, variation or other matter that may be come before the Meeting.

### **Revocation of Proxies**

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, 200 Burrard Street, Suite 650, Vancouver, British Columbia, V6C 3L6, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

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

As at the date hereof, the Company has issued and outstanding 86,675,617 fully paid and non-assessable common shares, each share carrying the right to one vote. The Company has no other classes of voting securities.

Registered holders of Common Shares as at the Record Date of August 8, 2017 who either personally attend the Meeting or who have 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 their shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Board of Directors of the Company (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice, as more particularly described as follows:

#### **Appointment and Remuneration of Auditors**

The management of the Company will recommend to the Meeting to appoint BDO Canada LLP, Chartered Accountants, as auditors of the Company for the ensuing year, and to authorize the directors to fix their remuneration. Amisano Hanson were appointed auditors of the Company as of the Company’s amalgamation date of July 1, 2004. In early 2008, BDO Canada LLP acquired Amisano Hanson and continued as the Company’s auditors.

#### **Election of Directors**

The Board of Directors presently consists of five directors and it is intended to determine the number of Directors at five and to elect five Directors 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 successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the British Columbia *Business Corporations Act*.

The following table sets out the names of the nominees for election as directors, where each is ordinarily resident, all offices of the Company now held by them, their principal occupations, the period of time for which each has been a director of the Company, and the number of Common shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Position and Residency <sup>(1)</sup>	Principal Occupation <sup>(1)</sup>	Period as a Director (since amalgamation of the Company)	No. of Common Shares <sup>(1)</sup>
<b>Simon Ridgway</b> CEO, President & Director British Columbia, Canada	CEO of the Company and Chairman of Fortuna Silver Mines Inc. (mining).	July 1, 2004 to present	6,677,952
<b>Mario Szotlender</b> <sup>(2) (3)</sup> Director Venezuela	Independent Consultant; Director of several public mineral exploration or mining companies.	July 1, 2004 to present	1,518,781
<b>Bradford Cooke</b> <sup>(2) (3)</sup> Director British Columbia, Canada	CEO of Endeavour Silver Corp. (mining); Chairman of Canarc Resource Corp. (mineral exploration).	July 1, 2004 to present	150,000
<b>William Katzin</b> <sup>(2) (3)</sup> Director British Columbia, Canada	Chartered Accountant; Partner of Campbell Saunders & Co.	July 27, 2011 to present	Nil
<b>Bruce Smith</b> Director New Zealand	Consulting Geologist, January 2013 to present; Country Manager, Argentina of Grosso Group (mineral exploration); June 2008 to January 2013.	November 4, 2016 to present	Nil

Notes:

- (1) The information as to residency, principal occupation, and shares beneficially owned is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

Two of the proposed nominees for re-election as a director, Simon Ridgway and Mario Szotlender, are directors of a company that, in the past 10 years, had its registration under Section 12(g) of the Securities Exchange Act of 1934 revoked by the United States Securities and Exchange Commission (“SEC”) for failure to keep its filings with the SEC up-to-date. Upon receipt of the SEC’s notice of proposed revocation, the corporation filed a settlement agreement with the SEC consenting to the revocation as the corporation was dormant at that time. This corporation filed a registration statement with the SEC in January 2015 to re-register its common shares under Section 12(g) of the U.S. Exchange Act, which became effective in March 2015. The effectiveness of such registration statement removes the prior restrictions on market participants trading the corporation’s shares in United States markets.

**Stock Option Plan**

The TSX Venture Exchange (the “**Exchange**”) requires that the Company obtain shareholder approval to its stock option plan (“**Option Plan**”) yearly at the annual general meeting. The material terms of the Option Plan are as follows:

1. the Option Plan reserves a rolling maximum of 10% of the issued capital of the Company at the time of granting of each option, with no vesting provisions other than the vesting restrictions required by the Exchange for options granted to investor relations consultants;
2. no more than 5% of the issued capital may be reserved for issuance to any one individual in any 12 month period;
3. no more than 2% of the issued capital may be reserved for issuance to any Consultant (as defined by the Exchange) or to an optionee providing investor relations services in any 12 month period;
4. the minimum exercise price of an option cannot be less than the Market Price (as defined by the Exchange) of the Company’s shares;
5. options will be granted for a period of up to ten years;
6. options are non-assignable and non-transferable;

7. unless otherwise determined by the Board, a vested option is exercisable for up to 90 days from the date the optionee ceases to be a director, officer, employee or service provider of the Company or of its subsidiaries, unless: (i) such optionee was terminated for cause, in which case the option shall be cancelled, or (ii) if an optionee dies, the legal representative of the optionee may exercise the option for up to one year from the date of death;
8. unless otherwise determined by the Board, if an optionee's employment or service with the Company is terminated by the Company without cause, by the optionee for "Good Reason" (as defined in the Option Plan) or due to disability or death, a portion of the unvested options held by such optionee shall immediately vest according to a set formula;
9. unless otherwise determined by the Board, where an optionee's employment is terminated by the Company within 12 months after a change of control of the Company, the optionee resigns for Good Reason within 12 months after a change of control, or if the optionee dies while performing his or her regular duties as a director, officer and/or employee of the Company or its subsidiaries, then all of his or her outstanding options shall immediately vest; and
10. there are provisions for adjustment in the number of shares issuable on exercise of options in the event of a share consolidation, split, reclassification or other relevant change in the Company's corporate structure or capitalization.

In order to approve the Option Plan for the ensuing year, the shareholders will be asked at the Meeting to approve an ordinary resolution as follows:

"RESOLVED that the Option Plan of the Company, with terms substantially as described in the information circular of the Company dated July 31, 2017, be and is hereby approved, and that the directors of the Company are hereby authorized to make any changes to such Plan which may be required in order to obtain acceptance for filing by the Exchange."

### **Other Matters**

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 Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

### **EXECUTIVE COMPENSATION**

During the fiscal year ended December 31, 2016, two individuals were "named executive officers" of Radius Gold Inc. (the "**Company**") within the meaning of the definition set out in National Instrument Form 51-102F6V, "Statement of Executive Compensation – Venture Issuers" ("**Form 51-102F6V**"). As required by Form 51-102F6V, the following includes disclosure of the compensation paid or payable by the Company to Simon Ridgway, its President and Chief Executive Officer ("**CEO**"), and Kevin Bales, its Chief Financial Officer ("**CFO**") (hereinafter together referred to as "**NEOs**"), and to its directors.

### **Compensation Excluding Compensation Securities**

The following summarizes compensation, excluding Compensation Securities (as defined below), paid or payable to NEOs and directors of the Company during the fiscal years ended December 31, 2016 and 2015:

COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Simon Ridgway President, CEO & Director	2016	102,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	102,000
	2015	102,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	102,000
Kevin Bales CFO	2016	34,833 <sup>(2)</sup>	Nil	Nil	Nil	Nil	34,833
	2015	34,375 <sup>(2)</sup>	Nil	Nil	Nil	Nil	34,375
Mario Szotlender Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Bradford Cooke Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
William Katzin Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Smith <sup>(3)</sup> Director	2016	67,582 <sup>(4)</sup>	Nil	Nil	Nil	Nil	67,582
	2015	77,448 <sup>(4)</sup>	Nil	Nil	Nil	Nil	77,448

Notes:

- (1) Paid to Mill Street Services Ltd. (“**Mill Street**”), a private company owned by the Ridgway Family Trust, of which Simon Ridgway is the Trustee.
- (2) Paid or payable to Gold Group Management Inc. (“**Gold Group**”) for the services of Kevin Bales as CFO of the Company.
- (3) Appointed a director on November 4, 2016.
- (4) For geological consulting services provided to the Company.

**Compensation Securities**

The following sets forth the details of stock options, convertible securities, exchangeable securities or similar instruments including stock appreciation rights, deferred share units or restricted stock units (collectively “**Compensation Securities**”) granted or issued to NEOs and directors during the fiscal year ended December 31, 2016:

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	No. of Compensation Securities, No. of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Simon Ridgway President, CEO & Director	Stock Option	250,000 4.9%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026
Kevin Bales CFO	Stock Option	150,000 3.0%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026
Mario Szotlender Director	Stock Option	150,000 3.0%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026
Bradford Cooke Director	Stock Option	150,000 3.0%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026
William Katzin Director	Stock Option	150,000 3.0%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026
Bruce Smith Director	Stock Option	250,000 4.9%	Oct. 19, 2016	0.15	0.15	0.105	Oct. 18, 2026

Notes:

- (1) Stock options are exercisable to purchase an equal number of underlying common shares of the Company.
- (2) The total number of Compensation Securities, and underlying securities, held by each NEO and director as at December 31, 2016 are:

Simon Ridgway	750,000 stock options (and underlying common shares)
Kevin Bales	400,000 stock options (and underlying common shares)
Mario Szotlender	450,000 stock options (and underlying common shares)
Bradford Cooke	375,000 stock options (and underlying common shares)
William Katzin	350,000 stock options (and underlying common shares)
Bruce Smith	250,000 stock options (and underlying common shares)

The Company's NEOs and directors did not exercise any Compensation Securities during the fiscal year ended December 31, 2016.

**Stock Option Plans and Other Incentive Plans**

The Company's only incentive plan is its Option Plan, the material terms of which are described under "*Particulars of Matters to be Acted Upon – Stock Option Plan*" herein.

**Compensation Agreements or Arrangements**

Mill Street is paid a monthly fee for the services of Simon Ridgway as President and CEO of the Company. Mill Street is controlled by Mr. Ridgway. There is no written agreement between the parties regarding these services.

Pursuant to an agreement dated July 1, 2012, Gold Group is reimbursed by the Company on a monthly basis for certain shared costs and other business related expenses paid by Gold Group on behalf of the Company, including the services of the Company's Chief Financial Officer. The agreement may be terminated by either party on three months' notice. Gold Group is controlled by Simon Ridgway, the President and CEO of the Company.

### **Oversight and Description of Director and NEO Compensation**

The Compensation Committee of the Company's Board is responsible for ensuring that the Company has appropriate procedures for making recommendations to the Board with respect to the compensation of the Company's executive officers and directors. The Compensation Committee consists of William Katzin, Mario Szotlender and Bradford Cooke, all of whom are independent directors.

The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a compensation package that is designed to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

Compensation of the Company's NEOs is comprised of salaries and/or incentive stock options. The compensation to the Company's NEOs for the fiscal year ended December 31, 2016 was comprised of salaries and stock options. The Company may in the future grant additional stock options to its NEOs. In establishing levels of cash compensation and the granting of stock options, the executive's performance, level of expertise, and responsibilities are considered.

Incentive stock options are granted pursuant to the Company's stock option plan which is designed to encourage share ownership on the part of the Company's management, directors, employees and consultants. The Board believes that the stock option plan aligns the interests of the Company's personnel with shareholders by linking compensation to the longer term performance of the Company's shares. The granting of incentive stock options is an important component of executive compensation as it allows the Company to reward each executive officer's efforts to increase shareholder value without requiring the use of the Company's cash reserves.

Stock options are generally granted at the time of the executive's hiring or appointment and periodically thereafter. Previous grants of options are taken into account by the Board when it considers the granting of new stock options.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The only equity compensation plan which the Company has in place is the Option Plan which was previously approved by the shareholders on June 23, 2016. The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Option Plan provides that the number of common shares of the Company issuable under the Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding common shares. The material terms of the Option Plan are set out above under the heading "*Particulars of Matters to be Acted Upon – Stock Option Plan*".

The following table sets out information regarding compensation plans under which equity securities of the Company are authorized for issuance, as at December 31, 2016:

EQUITY COMPENSATION PLAN			
Plan Category	(a) No. of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) No. of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in column (a))
Equity Compensation Plan Approved by Shareholders	4,775,000	\$0.34	3,892,561
Equity Compensation Plans Not Approved by Shareholders	Nil	N/A	N/A
Total:	4,775,000	\$0.34	3,892,561

### **AUDIT COMMITTEE**

Pursuant to the provisions of National Instrument 52-110 (“**NI 52-110**”), the Company’s Audit Committee has adopted a written charter (the “**Charter**”) that sets out its mandate and responsibilities. The Charter is attached hereto as Schedule “A”. As the Company is a “venture issuer” (as defined in NI 52-110), it is relying on the exemption provided to it in Section 6.1 of NI 52-110 with respect to audit committee reporting obligations.

The Audit Committee is presently comprised of William Katzin, Mario Szotlender and Bradford Cooke, all of whom are “independent” and “financially literate” within the meanings given to those terms in the NI 52-110. Simon Ridgway is not independent as he is an officer of the Company. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

#### Audit Committee Member

#### Education and Experience

William Katzin

Mr. Katzin is a graduate of the University of Cape Town, South Africa with a Bachelor of Commerce and Law degree. He is a member of the Institute of Chartered Accountants of British Columbia. He has been a partner in private practice with a Vancouver firm of Chartered Accountants since 1986 and has experience working with resource and exploration companies. He is an audit committee member of one other publicly-traded resource company.

Mario Szotlender

Mr. Szotlender holds a degree in international relations and has successfully directed Latin American affairs for numerous private and public companies over the past 25 years. He has been involved in various mineral exploration and development joint ventures (precious metals and diamonds) in Central and South America, including heading several mineral operations in Venezuela, including Las Cristinas in the 1980’s. Mr. Szotlender is or has been an audit committee member of other publicly-traded resource companies.

Bradford Cooke

Mr. Cooke is a professional geologist with over 30 years’ experience in the mining industry. He has participated in the discovery of several mineral deposits, and has raised over \$250 million in equity and joint venture financings for resource projects since 1988. Mr. Cooke received his B.Sc. Geology (Honors) degree in 1976 and a M.Sc. Geology degree in 1984. Mr. Cooke is the CEO of Canarc Resource Corp. and Endeavour Silver Corp., both of which are listed on the Toronto Stock Exchange, and is or has been an audit committee member of other publicly-traded resource companies.

During the fiscal year ended December 31, 2016, the Company’s auditors performed certain non-audit services. All fees charged by the Company’s auditors during the last two fiscal years are as follows:

	<u>2016</u>	<u>2015</u>
Audit Fees	\$60,000	\$73,198
Audit-Related Fees (IFRS)	Nil	Nil
Tax Fees (tax return preparation)	\$ 9,000	\$ 6,500
All Other Fees	<u>Nil</u>	<u>Nil</u>
	\$69,000	\$79,698

Notes:

“Audit Fees” are the aggregate fees billed for the audit of the Company’s consolidated annual financial statements, U.S. filings review for fiscal 2015, the review of the Company’s September 30, 2015 consolidated interim financial statements and the Company’s information circular prepared in connection with the Change of Business, and review of various transactions completed by the Company.

“Audit-Related Fees” are fees charged for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s consolidated annual financial statements and are not reported under “Audit Fees”.

“Tax Fees” are fees for professional services rendered for tax compliance, tax advice and tax planning.

“All Other Fees” are for amounts not included in the above categories.

**CORPORATE GOVERNANCE**

The Board is of the view that the Company’s corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company’s method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

Pursuant to National Instrument 58-101, “Disclosure of Corporate Governance Practices” (“**NI 58-101**”), the Company discloses its corporate governance practices as follows:

**Board of Directors**

The Board considers William Katzin, Mario Szotlender and Bradford Cooke to be “independent” according to the definition set out in NI 58-101. Simon Ridgway and Bruce Smith are not independent as they are either an officer or consultant of the Company.

The independent Directors believe that their majority on the Board, their knowledge of the Company’s business, and their independence are sufficient to facilitate the functioning of the Board independently of management. The independent Directors have the discretion to meet in private in the absence of the other Directors whenever they believe it is appropriate to do so.

**Directorships**

The directors of the Company are directors of one or more other reporting issuers, as follows:

<b>Director</b>	<b>Other Issuers</b>
Simon Ridgway	Focus Ventures Ltd. Fortuna Silver Mines Inc. Medgold Resources Corp. Rackla Metals Inc.
Mario Szotlender	Atico Mining Corporation Endeavour Silver Corp. Focus Ventures Ltd. Fortuna Silver Mines Inc.

Bradford Cooke

Canarc Resource Corp.  
Endeavour Silver Corp.

William Katzin

Rackla Metals Inc.

### **Orientation and Continuing Education**

Management will ensure that a new appointee to the Board of Directors is aware of his or her duties and responsibilities of a director of the Company. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director, as well as the continuing education needs of all Board members.

### **Ethical Business Conduct**

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Nomination of Directors**

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO of the Company.

### **Compensation Committee**

The Company has established a Compensation Charter to assist the Board in discharging its oversight responsibilities relating to compensation, including the compensation of key senior management employees of the Company. The members of the Compensation Committee are William Katzin, Mario Szotlender and Bradford Cooke.

The Compensation Committee's mandate is to review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of all executive officers and directors, and with respect to the Company's stock option plan and the granting of options thereunder. To carry out its duties, the Compensation Committee may retain special legal, accounting, financial or other consultants to advise the Compensation Committee at the Company's expense, and it has the sole authority to retain and terminate any executive compensation consulting firm and to approve any such firm's fees and other retention terms.

### **Assessments**

The Company has not determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed in this Information Circular, no insider, 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, 2016 which has materially affected or would materially affect the Company or its subsidiaries.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available for viewing at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's financial statements and accompanying management's discussion and analysis for the fiscal year ended December 31, 2016. Copies of financial statements and accompanying MD&A may be obtained by contacting the Company, attention Corporate Secretary, at 200 Burrard Street, Suite 650, Vancouver, BC V6C 3L6 (Tel: 604-801-5432; Fax: 604-662-8829).

BY ORDER OF THE BOARD

Simon Ridgway,  
President & Chief Executive Officer

**RADIUS GOLD INC.**  
(the "Company")

**AUDIT COMMITTEE CHARTER**

**General**

The primary function of the Audit Committee is to assist the Board of Directors of the Company (the "Board") in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and the Company's external audit process and monitoring compliance with the Company's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

**Effective Date**

This Charter was implemented by the Board on May 3, 2005.

**Composition of Audit Committee**

The Committee membership shall satisfy the laws and policies governing the Company and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to the Company.

**Relationship with External Auditors**

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

**Responsibilities**

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
  - (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;

- (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
  - (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
  - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and
  - (e) reviewing the evaluation of internal controls by the external auditor, together with management's response.
3. The Audit Committee shall review interim unaudited financial statements before release to the public.
  4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.
  5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.
  6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditor.
  7. The Audit Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.
  8. The Audit Committee shall 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.
  9. The Audit Committee shall periodically review and approve the Company's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
  10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

### **Authority**

The Audit Committee shall have the authority to:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
- (c) to communicate directly with the external auditors.