

**THIS LETTER OF TRANSMITTAL IS FOR USE ONLY IN CONJUNCTION WITH THE PROPOSED ARRANGEMENT UNDER SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) IN RESPECT OF ALAMOS GOLD INC. AND ITS SHAREHOLDERS, AURICO GOLD INC. AND ITS SHAREHOLDERS AND INVOLVING AURICO METALS INC.**

**THIS LETTER OF TRANSMITTAL MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, KINGSDALE SHAREHOLDER SERVICES. IT IS IMPORTANT THAT YOU VALIDLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL IN A TIMELY BASIS IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED BELOW. THE DEPOSITARY (AS DEFINED HEREIN) OR OTHER FINANCIAL ADVISOR CAN ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL.**

*The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed or submitted to the Depositary. If you have any questions or require more information with regard to the procedures for completing this Letter of Transmittal, please contact the Depositary at 1-800-775-5159 (North American Toll Free Number) or 1-416-867-2272 (collect outside North America). You can email the Depositary at [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com).*

**LETTER OF TRANSMITTAL  
FOR COMMON SHARES OF  
ALAMOS GOLD INC.**

**TO: KINGSDALE SHAREHOLDER SERVICES (the “Depositary”)**

**AND TO: ALAMOS GOLD INC. (“Alamos”)**

**AND TO: AURICO GOLD INC. (“AuRico”)**

**AND TO: AURICO METALS INC. (“New AuRico”)**

This letter of transmittal (“Letter of Transmittal”) is for use by registered holders (“Registered Shareholders”) of common shares of Alamos (“Alamos Shares”) in connection with the proposed arrangement (the “Arrangement”) involving Alamos, AuRico and New AuRico that is being submitted for approval at the special meeting of holders of Alamos Shares (the “Alamos Shareholders”) scheduled to be held on June 24, 2015 or any adjournment(s) or postponement(s) thereof (the “Alamos Meeting”). The Arrangement involves among other things, a transfer of certain assets of AuRico to a newly created company called AuRico Metals Inc. (“New AuRico”), the amalgamation of Alamos and AuRico to form a company (“Amalco”) and a capital reorganization of Amalco, the effect of which is that, subject to adjustment as described in the Information Circular (as defined below), each Alamos Shareholder will ultimately receive, for each Alamos Share held, one Class A common share of Amalco (the “Class A Shares”), US\$0.0001 in cash and a pro rata portion of a common share of New AuRico (the “New AuRico Shares”). Registered Shareholders are referred to the Notices of Special Meetings and the Joint Management Information Circular dated May 22, 2015 (collectively, the “Information Circular”) prepared in connection with the Alamos Meeting that accompanies this Letter of Transmittal.

Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Information Circular. Registered Shareholders are encouraged to carefully review the Information Circular in its entirety.

This Letter of Transmittal is for use by Registered Shareholders only and is not to be used by beneficial holders of Alamos Shares that are not Registered Shareholders (the "Beneficial Shareholders"). A Beneficial Shareholder does not have Alamos Shares registered in its name; rather, such Alamos Shares are registered in the name of the brokerage firm, bank or trust company (an "Intermediary") through which the Beneficial Shareholder purchased the Alamos Shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. If you are a Beneficial Shareholder, you should contact your Intermediary for instructions and assistance in delivering your Alamos Shares and receiving the consideration for such Alamos Shares.

The Arrangement is anticipated to close in the third quarter of 2015. If the Arrangement is completed, at the Effective Time, Alamos Shareholders will receive for each Alamos Share held, the consideration described above.

No DRS Advices (as defined below) representing fractional Class A Shares or New AuRico Shares shall be issued upon the surrender for exchange of certificates representing Alamos Shares and no dividend, stock split or other change in the capital structure of Amalco shall relate to any such fractional security and such fractional interests shall not entitle the holder thereof to exercise any rights as a security holder of Amalco. The number of Class A Shares or New AuRico Shares to be issued to any Registered Shareholder shall be rounded up or down to the nearest whole Class A Share or New AuRico Share, as applicable. For greater certainty, where such fractional interest is greater than or equal to 0.5, the number of Class A Shares or New AuRico Shares, as applicable, to be issued will be rounded up to the nearest whole number and where such fractional interest is less than 0.5, the number of Class A Shares or New AuRico Shares, as applicable, to be issued will be rounded down to the nearest whole number. In calculating such fractional interests, all Class A Shares or New AuRico Shares, as applicable, registered in the name of or beneficially held by an holder of Class A Shares or New AuRico Shares, as applicable, or its nominee shall be aggregated.

All amounts of consideration to be received under the Arrangement will be calculated to the nearest cent (US\$0.01) or to the nearest tenth of one percent (0.01%), as applicable. For greater certainty, if a Registered Shareholder will receive in the aggregate less than US\$0.01 in respect of all the Alamos Shares registered in such Registered Shareholder's name, the cash consideration to be received by such Registered Shareholder's will be rounded up to US\$0.01.

To receive (i) the appropriate number of Class A Shares and New AuRico Shares and (ii) the cash consideration, that a holder of Alamos Shares is entitled to receive pursuant to the Arrangement, Registered Shareholders are required to deposit the certificate(s) representing their Alamos Shares with the Depository. This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany the certificate(s) for Alamos Shares deposited for receipt of Class A Shares, New AuRico Shares and cash consideration pursuant to the Arrangement.

Whether or not the undersigned delivers the required documentation to the Depository, as of the Effective Time, the undersigned will cease to be a holder of Alamos Shares and, subject to the ultimate expiry deadline identified below, will only be entitled to receive the consideration to which the undersigned is entitled under the Arrangement. REGISTERED SHAREHOLDERS WHO DO NOT DELIVER CERTIFICATES REPRESENTING THEIR ALAMOS SHARES AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE SIXTH ANNIVERSARY OF THE EFFECTIVE DATE WILL LOSE THEIR RIGHT TO RECEIVE ANY CONSIDERATION FOR THEIR ALAMOS SHARES AND ANY CLAIM OR INTEREST OF ANY KIND OR NATURE AGAINST AURICO, ALAMOS, NEW AURICO, AMALCO OR THE DEPOSITARY.

Please read the Information Circular and the instructions set out below carefully before completing this Letter of Transmittal. Delivery of this Letter of Transmittal to an address other than as set forth herein will not constitute a valid delivery. If Alamos Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different Registered Shareholder. See Instruction 2.

Certain “Eligible Holders” (as described in the Information Circular and below in Box D) may wish to make a joint election with AuRico pursuant to subsection 85(1) or 85(2) (as described in the Information Circular) (a “Section 85 Election”) of the *Income Tax Act* (Canada) (the “Tax Act”) to defer the realization of any accrued gain upon the exchange of Alamos Shares for cash and AuRico Shares. Alamos Shareholders should consult their own tax advisor to determine if making a Section 85 Election may be permitted or otherwise desirable in their particular circumstances. Eligible Holders who wish to make a Section 85 Election should carefully read the section “Certain Canadian Federal Income Tax Considerations to Shareholders” in the Information Circular, consult with their own tax advisors with respect to the Section 85 Election and indicate their intention to make a Section 85 Election in this Letter of Transmittal. AuRico will provide Eligible Holders who indicate they intend to make a Section 85 Election with a tax instruction letter. The tax instruction letter may also be obtained at [www.alamosgold.com](http://www.alamosgold.com). Each Eligible Holder who wishes to make a Section 85 Election must follow the procedures set out in the tax instruction letter and must provide all required information in accordance with the procedures and deadlines set out in the tax instruction letter and must send the required information to an appointed representative as directed by AuRico within 60 days after the Effective Time. Eligible Holders who do not deliver the required information to an appointed representative as directed by AuRico in accordance with the procedures set out in the tax instruction letter on or before 60 days after the Effective Time may not be able to make a Section 85 Election. Eligible Holders who wish to make a Section 85 Election with AuRico should give their immediate attention to this matter.

In connection with the Arrangement being considered for approval at the Alamos Meeting, the undersigned hereby deposits with the Depository the enclosed certificate(s) representing Alamos Shares, details of which are as follows:

Certificate Number(s)	Name(s) in which Registered	Number of Alamos Shares Represented by Certificate



Amalco, New AuRico and the Depositary with respect to the matters contemplated by this Letter of Transmittal and the Arrangement. These representations and warranties shall survive the completion of the Arrangement. The undersigned further acknowledges receipt of the Information Circular.

Except for any proxy deposited with respect to the vote on the Alamos Arrangement Resolution and the Alamos Continuance Resolution in connection with the Alamos Meeting or as granted by this Letter of Transmittal, the undersigned revokes any and all authority, other than as granted in this Letter of Transmittal, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Alamos Shares and no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Alamos Shares.

The undersigned hereby agrees to transfer, effective at the Effective Time and pursuant to the Arrangement, all right, title and interest in the Deposited Alamos Shares and irrevocably appoints and constitutes the Depositary, each director and officer of AuRico and Alamos, and any other person designated by AuRico, Alamos and Amalco in writing, as the lawful attorney of the undersigned, with full power of substitution to deliver the Deposited Alamos Shares pursuant to the Arrangement and to effect the transfer of the Deposited Alamos Shares on the books of Alamos to the extent and in the manner provided under the Arrangement.

The undersigned will, upon request, execute any signature guarantees or additional documents deemed by the Depositary to be reasonably necessary or desirable to complete the transfer of the Deposited Alamos Shares contemplated by this Letter of Transmittal.

The undersigned agrees that all questions as to validity, form, eligibility (including timely receipts) and acceptance of any Alamos Shares transferred in connection with the Arrangement shall be determined by Alamos in its sole discretion and that such determination shall be final and binding and acknowledges that there is no duty or obligation upon Alamos, AuRico, New AuRico, Amalco, the Depositary or any other person to give notice of any defect or irregularity in any such surrender of Alamos Shares and no liability will be incurred by any of them for failure to give any such notice.

The undersigned hereby acknowledges that the delivery of the Deposited Alamos Shares shall be effected and the risk of loss to such Deposited Alamos Shares shall pass only upon proper receipt thereof by the Depositary.

The undersigned acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal or legal representatives, successors and assigns of the undersigned.

The undersigned instructs the Depositary to issue the DRS Advices for the Class A Shares and New AuRico Shares and to mail the cheque representing the cash consideration that the undersigned is entitled to pursuant to the Arrangement, in exchange for the Deposited Alamos Shares, promptly after the Effective Time, by first-class insured mail, postage prepaid, to the

undersigned, or to issue the DRS Advices for the Class A Shares and New AuRico Shares and hold the same and the cheque representing the cash consideration for the Deposited Alamos Shares for pick-up, in accordance with the instructions given below.

The undersigned acknowledges that if the Arrangement is completed, the delivery of Deposited Alamos Shares pursuant to this Letter of Transmittal is irrevocable. If the Arrangement is not completed or proceeded with, the enclosed certificate(s) and all other ancillary documents will be returned as soon as possible to the undersigned at the address set out below in Box A or Box B, as applicable, or, failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of Alamos.

It is understood that the undersigned will not receive the DRS Advices for the Class A Shares, the New AuRico Shares or the cash consideration under the Arrangement in respect of the Deposited Alamos Shares until the certificate(s) representing the Deposited Alamos Shares owned by the undersigned are received by the Depositary at the address set forth on the back of this Letter of Transmittal, together with a duly completed Letter of Transmittal and such additional documents as the Depositary may require, and the same are processed by the Depositary. It is understood that under no circumstances will interest accrue or be paid in respect of the Deposited Alamos Shares in connection with the Arrangement.

The undersigned acknowledges that Alamos, AuRico, Amalco and the Depositary shall be entitled to deduct or withhold from any consideration otherwise payable to any former Alamos Shareholder under the Arrangement and from all dividends or other distributions otherwise payable to any former Alamos Shareholder such amounts as Alamos, AuRico, Amalco or the Depositary is required or permitted to deduct or withhold with respect to such payment under the Tax Act or any provision of any applicable federal, provincial, state, local or foreign tax law or treaty, in each case, as amended. To the extent that amounts are so deducted or withheld, such deducted or withheld amounts shall be treated for all purposes hereof as having been paid to the former Alamos Shareholder in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted to the appropriate taxing authority. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement, including any elections to be made in respect thereof.

The undersigned represents and warrants that the undersigned has such knowledge and experience in financial and business matters that the undersigned is capable of evaluating the merits and risks of an investment in the Class A Shares and New AuRico Shares.

If the undersigned is in the United States, it understands and acknowledges that the Class A Shares and New AuRico Shares to be received by it pursuant to the Arrangement have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and are being issued in reliance on the Section 3(a)(10) exemption thereunder. The Class A Shares and New AuRico Shares will be freely transferable under U.S. federal securities laws, except by persons who are "affiliates" (as such term is understood under U.S. securities laws) of AuRico or New AuRico, as applicable, after the Effective Date, or were "affiliates" of AuRico or New AuRico, as applicable, within 90 days prior to the Effective Date. Persons who may be deemed to be "affiliates" of an issuer include individuals or entities that control, are controlled by, or are

under common control with, the issuer, whether through the ownership of voting securities, by contract, or otherwise, and generally include executive officers and directors of the issuer as well as principal shareholders of the issuer. Any resale of such Class A Shares or New AuRico Shares by such an affiliate (or former affiliate) may be subject to the registration requirements of the Securities Act, absent an exemption therefrom as more fully described in the Information Circular.

By reason of the use by the undersigned of an English language Letter of Transmittal, the undersigned shall be deemed to have required that any contract in connection with the delivery of the Alamos Shares pursuant to the Arrangement through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l'utilisation d'une lettre d'envoi en langue anglaise par le soussigné, le soussigné sont présumés avoir requis que tout contrat relié à l'envoi d'actions ordinaires de Alamos en vertu de l'arrangement au moyen de la présente lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.

This letter will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

<b>BOX A</b> <b>SPECIAL REGISTRATION INSTRUCTIONS</b>
<input type="checkbox"/> Issue the DRS Advices and cheque(s) for the cash consideration in the name of: <i>(please print or type)</i>
_____
(Name)
_____
(Street Address and Number)
_____
(City and Province or State)
_____
(Country and Postal (Zip) Code)
_____
(Telephone – Business Hours)
_____
(Social Insurance Number or Taxpayer Identification Number)

<b>BOX B</b> <b>SPECIAL DELIVERY INSTRUCTIONS</b>
To be completed ONLY if the DRS Advices and cheques for the cash consideration to which the undersigned is entitled pursuant to the Arrangement is to be sent to someone other than the person shown in Box A or to an address other than the address shown in Box A
<input type="checkbox"/> Same address as Box A; or
_____
(Name)
_____
(Street Address and Number)
_____
(City and Province or State)
_____
(Country and Postal (Zip) Code)

<b>BOX C – SPECIAL PICK-UP INSTRUCTIONS</b>
<input type="checkbox"/> HOLD FOR PICK-UP AT THE OFFICE OF THE DEPOSITARY WHERE THE ALAMOS SHARES WERE DEPOSITED

<b>BOX D</b> <b>SECTION 85 ELECTION</b>
Eligible Holders may wish to elect to make a joint election pursuant to subsection 85(1) or 85(2) of the Tax Act. A summary of the principal Canadian federal income tax considerations in respect of the Arrangement, and the procedure for filing a Section 85 Election (as described in the Information Circular), is included in the Information Circular under “Certain Canadian Federal Income Tax Considerations to Shareholders”.
An Eligible Holder is a beneficial owner of Alamos Shares who is (a) resident in Canada for purposes of the Tax Act and is not exempt from tax under Part I of the Tax Act, (b) a non-resident of Canada, for purpose of the Tax Act whose Alamos Shares constitute “taxable Canadian property” (as defined in the Tax Act) and who is not exempt from Canadian tax in respect of any gain realized on the disposition of Alamos Shares by reason of an exemption contained in an applicable income tax treaty or convention, or (c) a partnership, if one or more members of the partnership are (i) described in (a), or (ii) a non-resident of Canada for purposes of the Tax Act and who are not exempt from Canadian tax in respect of any gain realized on the

disposition of Alamos Shares by the partnership by reason of an exemption contained in an applicable income tax treaty or convention.

As described under the heading “Certain Canadian Federal Income Tax Considerations to Shareholders” in the Information Circular, if requested by an Eligible Holder of Alamos Shares, AuRico will make a Section 85 Election with such holder of Alamos Shares by executing an applicable tax election form properly completed by such holder of Alamos Shares and which complies with the provisions of the Tax Act (and any applicable provincial tax law). The requirements for a valid Section 85 Election are complex. Compliance with the requirements to ensure a valid Section 85 Election is filed will be the sole responsibility of the Eligible Holder making such election and such Eligible Holder will be solely responsible for the payment of any taxes, interest, penalties, damages or expenses in respect of any late filed Section 85 Election. Accordingly, none of Alamos, AuRico, Amalco or New AuRico will be responsible or liable for the validity, proper completion or timely filing of any Section 85 Election, or for any taxes, interest, penalties, damages, expenses or other consequences under the Tax Act (or any applicable provincial tax law) in respect thereof. Holders of Alamos Shares wishing to make a Section 85 Election should consult their own tax advisors without delay.

A tax instruction letter and the Election Forms (as defined in the Information Circular) with detailed instructions on how to make the Section 85 Election (the “Section 85 Election Package”) will be made available to each Eligible Holder of Alamos Shares who checks the box below.

By checking the box below, the undersigned (i) represents that the Registered Shareholder depositing the Deposited Alamos Shares is an Eligible Holder, (ii) acknowledges that it is the Eligible Holder’s responsibility to follow the procedures set out in the tax instruction letter and must provide all required information in accordance with the procedures and deadlines set out in the tax instruction letter and must send the required information to an appointed representative as directed by AuRico within 60 days after the Effective Time, and (iii) acknowledges that it is the Eligible Shareholder’s responsibility to file the tax election form with the Canada Revenue Agency (and, where applicable, any provincial tax authority) once it is returned to the Registered Shareholder by AuRico and pay any applicable late filing penalties.

Check here if you are an Eligible Holder and you intend to make a Section 85 Election with AuRico and want the Section 85 Election Package to be provided to you by AuRico or its authorized representative. **It is the Eligible Holder’s responsibility to take the steps required to make a valid Section 85 Election.**

#### **BOX E – U.S. STATUS**

**All Registered Shareholders must place an “X” in the applicable box below.**

The Registered Shareholder is not a U.S. Person, a person in the United States, or a person acting for the account or benefit of a U.S. Person or a person in the United States.

The Registered Shareholder is a U.S. Person, a person in the United States, or a person

acting for the account or benefit of a U.S. Person or a person in the United States.

For the definition of “U.S. Person” see Instruction 6. If you are a U.S. Person or are acting on behalf of a U.S. Person, then in order to avoid backup withholding you must complete the Form W-9 in Box H included below or otherwise provide certification that you are exempt from backup withholding, as provided in the instructions. If you require a Form W-8, please contact the Depository.

<b>BOX F – SIGNATURE GUARANTEE</b> Signature guaranteed by <i>(if required under Instruction 3)</i>
_____
(Authorized Signature)
_____
Name of Guarantor (please print or type)
_____
Address (please print or type)
_____
Area Code and Telephone Number

<b>BOX G- SIGNATURE</b> <i>(as required under Instruction 2)</i>
Dated: _____
_____
(Signature of Shareholder or authorized representative)
_____
(Signature of any joint holder)
_____
(Name of Shareholder)
_____
(Name of authorized representative)
_____
(Social Insurance Number or Taxpayer Identification Number)
_____
(Daytime Telephone Number of Shareholder or Authorized Representative)
_____
(Daytime Facsimile Number of Shareholder or authorized representative)

**BOX H – FORM W-9**  
REQUEST FOR TAXPAYER



**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following persons must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

## Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

## What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note. ITIN applicant:** Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

**Line 2**

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

**Line 3**

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

**Limited Liability Company (LLC).** If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

**Line 4, Exemptions**

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

**Exempt payee code.**

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

**Note.** You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

**Line 5**

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

**Line 6**

Enter your city, state, and ZIP code.

**Part I. Taxpayer Identification Number (TIN)**

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note.** See the chart on page 4 for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at [www.ssa.gov](http://www.ssa.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/businesses](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [IRS.gov](http://IRS.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note.** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code* earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.

**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

## What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee <sup>1</sup>  The actual owner <sup>1</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor*
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

\*Note. Grantor also must provide a Form W-9 to trustee of trust.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: [spam@uce.gov](mailto:spam@uce.gov) or contact them at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 1-877-IDTHEFT (1-877-438-4338).

Visit [IRS.gov](http://IRS.gov) to learn more about identity theft and how to reduce your risk.

## Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

**BOX I – CERTIFICATION OF AWAITING TAXPAYER IDENTIFICATION NUMBER**

**NOTE: FAILURE TO FURNISH YOUR CORRECT TIN MAY RESULT IN A PENALTY IMPOSED BY THE INTERNAL REVENUE SERVICE AND IN BACKUP WITHHOLDING OF 28% OF THE GROSS AMOUNT OF CONSIDERATION PAID TO YOU PURSUANT TO THE ARRANGEMENT.**

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE “APPLIED FOR” IN PART I OF THE ATTACHED FORM W-9.**

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate IRS Center or Social Security Administration Officer, or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a TIN by the time of payment, 28% of the gross proceeds of such payment made to me may be withheld.

Signature of U.S. Person \_\_\_\_\_ Date: \_\_\_\_\_

**INSTRUCTIONS**

1. Use of Letter of Transmittal
  - (a) Registered Shareholders should read the accompanying Information Circular prior to completing this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Information Circular.
  - (b) This Letter of Transmittal duly completed and signed (or an originally signed facsimile copy thereof) together with accompanying certificates representing the Alamos Shares and all other required documents must be sent or delivered to the Depository at the addresses set out on the back of this Letter of Transmittal. In order to receive the DRS Advices for the Class A Shares, New AuRico Shares and a cheque representing the cash consideration under the Arrangement for the Deposited Alamos Shares, it is recommended that the foregoing documents be received by the Depository at the address set out on the back of this Letter of Transmittal as soon as possible.
  - (c) The method used to deliver this Letter of Transmittal and any accompanying certificates representing Alamos Shares and all other required documents is at the option and risk of the Registered Shareholder and delivery will be deemed effective only when such documents are actually received by the Depository, Alamos recommends that the necessary documentation be hand delivered to the Depository at the address set out on the back of this Letter of Transmittal, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. Beneficial Shareholders whose Alamos Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in

depositing those Alamos Shares. Delivery to an office other than to the specified office does not constitute delivery for this purpose.

- (d) AuRico, Alamos and Amalco reserve the right if they so elects in their absolute discretion to instruct the Depositary to waive any defect or irregularity contained in any Letter of Transmittal and/or accompanying documents received by it.
- (e) If the DRS Advices representing the Class A Shares and New AuRico Shares and a cheque representing the cash consideration is to be issued in the name of a person other than the person(s) signing this Letter of Transmittal under Box G or if the DRS Advices representing the Class A Shares and New AuRico Shares and a cheque representing the cash consideration is to be mailed to someone other than the person(s) signing this Letter of Transmittal under Box G or to the person(s) signing this Letter of Transmittal under Box G at an address other than that which appears on the register of Alamos, the appropriate boxes on this Letter of Transmittal should be completed (Box A and Box B).

## 2. Signatures

This Letter of Transmittal must be completed and signed by the Registered Shareholder of Alamos Shares under Box G or by such Registered Shareholder's duly authorized representative (in accordance with Instruction 4).

- (a) If this Letter of Transmittal is signed by the Registered Shareholders of the accompanying certificate(s), such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such deposited certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal (Box G).
- (b) If this Letter of Transmittal is signed on behalf of a Registered Shareholder by a person other than the Registered Shareholder(s) of the accompanying certificate(s) representing Deposited Alamos shares, or if DRS Advices representing Class A Shares and New AuRico Shares and a cheque representing the cash consideration are to be issued to a person other than the Registered Shareholder:
  - (i) such Deposited Alamos Shares must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the Registered Shareholder; and
  - (ii) the signature on such endorsement or share transfer power(s) of attorney must correspond exactly to the name of the Registered Shareholder as registered or as appearing on the certificate(s) and must be guaranteed as noted in paragraph 3 below of these Instructions.
- (c) If any of the Deposited Alamos Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many

separate Letters of Transmittal as there are different registrations of such Deposited Alamos Shares.

### 3. Guarantee of Signatures

If this Letter of Transmittal is signed on behalf of a Registered Shareholder by a person other than the Registered Shareholder of the Alamos Shares or if the payment is to be issued in a name other than the Registered Shareholder of the Alamos Shares, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution). An "Eligible Institution" means a Canadian Schedule I chartered bank, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program, (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

### 4. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal or any share transfer power(s) of attorney is executed by a person as an executor, administrator, trustee or guardian, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, such person should so indicate when signing and this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Alamos or the Depository, at their discretion, may require additional evidence of authority or additional documentation.

### 5. Delivery Instructions

If neither Box A nor Box B is completed, any DRS Advices or cheques to be issued for the Deposited Alamos Shares will be issued in the name of the Registered Shareholder of the Deposited Alamos Shares and will be mailed to the address of the Registered Shareholder of the Deposited Alamos Shares as it appears on the register of Alamos. Otherwise, the DRS Advices and cheques to be issued in exchange for the Deposited Alamos Shares will be issued in the name of the person indicated in Box A and delivered to the address indicated in Box A (unless another address has been provided in Box B). If any DRS Advices representing Class A Shares or New AuRico Shares or the cheque in respect of the cash consideration is to be held for pick-up at the offices of the Depository, complete Box C. Any DRS Advices or cheques mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.

All cash payments will be made in United States dollars by cheque in accordance with the instructions indicated by completing Box "A", Box "B" or Box "C" above.

### 6. U.S. Persons and Form W-9

For purposes of this Letter of Transmittal, a "U.S. Person" is a beneficial owner of Alamos Shares that, for U.S. federal income tax purposes, is (a) an individual who is a citizen or resident of the U.S., (b) a corporation, partnership, or other entity classified as a corporation or

partnership for U.S. federal income tax purposes, that is created or organized in or under the laws of the United States, or any political subdivision thereof or therein, (c) an estate if the income of such estate is subject to U.S. federal income tax regardless of the source of such income, or (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes, or (ii) a U.S. court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust.

United States federal income tax law generally requires that a U.S. Person who receives New AuRico Shares or cash consideration in the Arrangement provide the Depository with its correct Taxpayer Identification Number (“TIN”) or Employer Identification Number (“EIN”), which, in the case of a holder of Alamos Shares who is an individual, is generally the individual’s social security number. If the Depository is not provided with the correct TIN or EIN or an adequate basis for an exemption, as the case may be, such holder may be subject to penalties imposed by the U.S. Internal Revenue Service (“IRS”) and backup withholding in an amount equal to 28% of the New AuRico Shares and any cash payment received hereunder. If withholding results in an overpayment of taxes, a refund may be obtained by the holder from the IRS.

To prevent backup withholding, each U.S. Person must provide his correct TIN or EIN by completing the Form W-9 set out in this document, which requires such holder to certify under penalty of perjury: (1) that the TIN or EIN provided is correct (or that such holder is awaiting a TIN or EIN); (2) that (i) the holder is exempt from backup withholding; (ii) the holder has not been notified by the Internal Revenue Service that such holder is subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the holder that such holder is no longer subject to backup withholding; (3) that the holder is a U.S. person (including a U.S. resident alien); and (4) that any FATCA codes entered on the form are correct.

Exempt holders are not subject to backup withholding requirements. To prevent possible erroneous backup withholding, an exempt holder must enter its correct TIN or EIN in Part 1 of the Form W-9, enter an exempt payee code on Line 4 of such form, and sign and date the form.

If a U.S. Person does not have a TIN or EIN, such holder should: (i) consult with its own U.S. tax adviser on applying for a TIN or EIN; (ii) write “Applied For” in the space for the TIN in Part I of the Form W-9; and (iii) sign and date the Form W-9 and the Certification of Awaiting Taxpayer Identification Number set out in this Letter of Transmittal and Election. In such case, the Depository may withhold 28% of the gross proceeds of any payment made to such holder prior to the time a properly certified TIN or EIN is provided to the Depository, and if the Depository is not provided with a TIN within sixty (60) days, such amounts will be paid over to the IRS.

If the Form W-9 is not applicable to a Registered Shareholder that checked box 2 of Box E “U.S. Status”, such holder will instead need to submit an appropriate and properly completed IRS Form W-8 Certificate of Foreign Status, signed under penalty of perjury. An appropriate IRS Form W-8 (W-8BEN, W-8EXP or other form) may be obtained from the Depository.

**A U.S. PERSON WHO FAILS TO PROPERLY COMPLETE THE FORM W-9 SET OUT IN THIS LETTER OF TRANSMITTAL AND ELECTION OR, IF APPLICABLE, THE**

APPROPRIATE IRS FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING OF 28% OF THE GROSS PROCEEDS OF ANY PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT AND MAY BE SUBJECT TO PENALTIES. BACKUP WITHHOLDING IS NOT AN ADDITIONAL TAX. RATHER, THE TAX LIABILITY OF PERSONS SUBJECT TO BACKUP WITHHOLDING WILL BE REDUCED BY THE AMOUNT OF TAX WITHHELD. IF WITHHOLDING RESULTS IN AN OVERPAYMENT OF TAXES, A REFUND MAY BE OBTAINED BY FILING A CLAIM FOR REFUND WITH THE IRS. THE DEPOSITARY CANNOT REFUND AMOUNTS WITHHELD BY REASON OF BACKUP WITHHOLDING.

EACH HOLDER OF ALAMOS SHARES IS URGED TO CONSULT HIS, HER OR ITS OWN TAX ADVISOR TO DETERMINE WHETHER SUCH HOLDER IS REQUIRED TO FURNISH AN IRS FORM W-9, IS EXEMPT FROM BACKUP WITHHOLDING AND INFORMATION REPORTING, OR IS REQUIRED TO FURNISH AN APPLICABLE IRS FORM W-8.

7. Lost Certificates

In the event any certificate, that immediately prior to the Effective Time represented one or more outstanding Alamos Shares that were exchanged pursuant to the Arrangement, shall have been lost, stolen or destroyed, the holder claiming such certificate to be lost, stolen or destroyed must make an affidavit of that fact and the Depositary will deliver DRS Advices representing the Class A Shares and New AuRico Shares and a cheque representing the cash consideration that such holder is entitled to receive in accordance with the Arrangement. When authorizing such delivery, the holder to whom DRS Advices representing such Class A Shares and New AuRico Shares and a cheque representing the cash consideration is to be delivered shall, as a condition precedent to such delivery, give a bond satisfactory to Alamos, Amalco and the Depositary in such amount as Alamos, Amalco and the Depositary may direct, or otherwise indemnify Alamos, Amalco and the Depositary in a manner satisfactory to Alamos, Amalco and the Depositary, against any claim that may be made against Alamos, Amalco and the Depositary with respect to the certificate alleged to have been lost, stolen or destroyed.

8. DRS Advices

Upon receipt of the Deposited Alamos Shares and all other required documents, DRS Advices will be issued by the Depositary to the registered holder of Class A Shares and New AuRico Shares representing the ownership of their Class A Shares and New AuRico Shares, as applicable. Registered holders of Class A Shares and New AuRico wishing to request a share certificate representing some or all of such Class A Shares or New AuRico Shares should refer to the instructions provided upon receipt of the DRS Advices. Only Registered Shareholders will receive a DRS Advices.

The Direct Registration System, or DRS, is a system that allows you to hold your Class A Shares and New AuRico Shares in “book-entry” form without having a physical share certificate issued as evidence of ownership. Instead, your Class A Shares and New AuRico Shares will be held in your name and registered electronically in Amalco and New AuRico’s records, respectively, which will be maintained by their transfer agent,

Computershare Investor Services Inc. (“Computershare”). The Direct Registration System eliminates the need for shareholders to safeguard and store certificates, it avoids the significant cost of a surety bond for the replacement of, and the effort involved in replacing physical certificate(s) that might be lost, stolen or destroyed and it permits and enables electronic share transactions.

The first time your Class A Shares and New AuRico Shares are recorded under DRS (upon completion of the Arrangement) you will receive an initial DRS Advice in respect of each of your Class A Shares and New AuRico Shares, acknowledging the number of Class A Shares and New AuRico Shares you hold in your DRS accounts.

Each time you have any movement of shares into or out of your DRS accounts, you will be mailed an updated DRS Advice. You may request a statement at any time by contacting Computershare or by accessing your accounts online at [www.computershare.com/investorcentrecanada](http://www.computershare.com/investorcentrecanada).

There is no fee to participate in DRS. In addition, you will be able to easily transfer your Class A Shares or New AuRico Shares from your respective DRS account to your brokerage account. To do so, in Canada, you should have your broker request that your Class A Shares or New AuRico Shares in your applicable DRS account be sent to them through the Canadian Depository for Securities CDSX System. You need to supply your broker with a copy of your latest DRS Advice and the following information:

- your Computershare account number (found on your DRS Advice)
- your Social Insurance Number
- the number of whole Class A Shares or New AuRico Shares you wish to move from your Computershare DRS account to your brokerage account

In the United States, you should have your broker request that your Class A Shares or New AuRico Shares in your applicable DRS account be sent to them through the Depository Trust Company’s Direct Registration Profile System. You need to supply your broker with a copy of your latest DRS Advice and the following information:

- your Computershare account number (found on your DRS Advice)
- your Social Security Number or Taxpayer Identification Number
- Computershare’s DTC number: 7807
- the number of whole Class A Shares or New AuRico Shares you wish to move from your applicable Computershare DRS account to your brokerage account

Your broker will then electronically initiate the transfer of your Class A Shares or New AuRico Shares in your applicable DRS account based on your instructions.

To sell your Class A Shares or New AuRico Shares in the applicable DRS account you can:

- instruct your broker to sell all or part of your Class A Shares or New AuRico Shares in your DRS account, but first your Class A Shares or New AuRico Shares must be delivered/transferred to your broker. Please read the instructions immediately above which describe the information your broker requires to move your Class A Shares or New AuRico Shares in the applicable DRS account electronically to their control within their respective depository; or
- request a physical share certificate(s) representing your Class A Shares or New AuRico Shares from Computershare and deliver it to your broker to sell.

To transfer ownership of your Class A Shares or New AuRico Shares in the applicable DRS account you must submit written instructions along with your current DRS Advice, a completed stock power of attorney and the appropriate Medallion Signature Guarantee to Computershare's address shown on the DRS Advice. A new DRS Advice showing the transfer of the Class A Shares or New AuRico Shares, as applicable, and the remaining DRS balance (even if the amount is zero) will be sent to you and a new DRS Advice will also be sent to the holder to whom the Class A Shares or New AuRico Shares have been transferred as per your instructions.

At any time you may request a share certificate for all or a portion of the Class A Shares or New AuRico Shares held in your respective DRS account.

Simply contact Computershare with your request. A share certificate for the requested number of Class A Shares or New AuRico Shares will be sent to you by first class mail upon receipt of your instructions, at no cost to you.

For more information about DRS, please contact Computershare at 1-800-564-6253 (toll free within Canada and the U.S.) or 514-982-7555 (outside of Canada and the U.S.) or visit Computershare online at [www.computershare.com/investorcentrecanada](http://www.computershare.com/investorcentrecanada).

## 9. Miscellaneous

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Alamos Shares, additional certificate numbers and number of Alamos Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Alamos Shares are registered in different forms (e.g., "John Doe" and "J. Doe") a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits of Alamos Shares will be accepted and no fractional Class A Shares and New AuRico Shares will be issued.
- (d) Additional copies of the Letter of Transmittal may be obtained from the Depository at the address set out on the back of this Letter of Transmittal.

- (e) This Letter of Transmittal will be construed in accordance with and be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.
- (f) The holder of the Alamos Shares that are the subject of this Letter of Transmittal hereby unconditionally and irrevocably attorns to the jurisdiction of the courts of the Province of Ontario and the courts of appeal therefrom.

10. Representations

The representations made by the holders of Alamos Shares in this Letter of Transmittal will survive the Effective Time of the Arrangement.

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THE DEPOSITARY FOR THE ARRANGEMENT IS:



**KINGSDALE**  
Shareholder Services

The office of the Depositary is:

**By Mail**

The Exchange Tower  
130 King Street West, Suite 2950,  
P.O. Box 361  
Toronto, Ontario  
M5X 1E2

Attention: Corporate Actions

**By Registered Mail, Hand or Courier**

The Exchange Tower  
130 King Street West, Suite 2950, Toronto,  
Ontario M5X 1E2  
Attention: Corporate Actions

**By Facsimile**

Facsimile: 416-867-2271  
Toll Free Facsimile: 1-866-545-5580

**Inquiries**

Toll free (North America): 1-800-775-5159  
Outside of North America: 416-867-2272  
E-Mail: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)

**Any questions and requests for assistance may be directed by holders of Alamos Shares to the Depositary at the telephone number and locations set out above.**