



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the shareholders of Aldridge Minerals Inc. (the "Corporation") will be held at the offices of McCarthy Tétrault LLP, Suite 5300, TD Bank Tower, Toronto, Ontario on Tuesday, June 28, 2016 at 10:00 a.m. (Toronto time) for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation as at and for the year ended December 31, 2015 and the auditor's report thereon;
2. To set the number of directors of the Corporation for the ensuing year;
3. To elect the directors of the Corporation for the ensuing year;
4. To re-appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Corporation and authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
5. To consider and, if deemed advisable, to pass, with or without modification, a resolution in the form attached as Schedule "A" to the Circular reapproving the amended and restated stock option plan of the Corporation, as more particularly described in the Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is contained in the Circular.

Even if you are able to attend the Meeting in person, it is requested that shareholders sign and date the enclosed form of proxy and return such form of proxy in the envelope provided for that purpose for use at the Meeting.

To be valid, proxies must be deposited with the Corporation's transfer agent, CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, not later than 10:00 a.m. (Toronto time) on Friday, June 24, 2016 or, if the Meeting is adjourned, not later than such time on the date that is two business days prior to the date of the adjourned meeting. Alternatively, proxies may be faxed to 1-866-781-3111 (toll free) or 416-368-2502, emailed to proxy@canstockta.com, returned by telephone at 1-888-489-5760, or returned online at www.cstvotemyproxy.com by such time in which event all pages of a proxy should be returned.

DATED at Toronto, Ontario this 19th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Barry Hildred*"

Barry Hildred
Chairman of the Board



**MANAGEMENT INFORMATION CIRCULAR
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

as of May 19, 2016

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Aldridge Minerals Inc. (the "Corporation") for use at the annual and special meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders") called for Tuesday, June 28, 2016. It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by employees or agents of the Corporation. The cost of soliciting proxies on behalf of management will be borne by the Corporation. The Corporation may also reimburse brokers and other persons holding shares in their names or in the names of nominees, for their costs incurred in sending proxy materials to beneficial owners and obtaining their proxies or voting instructions.

Appointment of Proxies

The persons named in the enclosed form of proxy are representatives of management of the Corporation and are directors and officers of the Corporation. **A Shareholder who wishes to appoint some other person to represent such Shareholder at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy. Such other person need not be a Shareholder of the Corporation.**

To be valid, proxies must be deposited with the Corporation's transfer agent, CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, not later than 10:00 a.m. (Toronto time) on Friday, June 24, 2016 or, if the Meeting is adjourned, not later than such time on the date that is two business days prior to the date of the adjourned meeting. Alternatively, proxies may be faxed to 1-866-781-3111 (toll free) or 416-368-2502, emailed to proxy@canstockta.com, returned by telephone at 1-888-489-5760, or returned online at www.cstvotemyproxy.com by such time in which event all pages of a proxy should be returned.

Non-Registered Holders

Only registered holders of common shares of the Corporation (the "Shares"), or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, RDSPs, TFSA's and similar plans; or
- (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has

distributed copies of the notice of Meeting, this Circular and the form of proxy (collectively, the “meeting materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- A. more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone); or
- B. 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 Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with CST Trust Company, as described above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form 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. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.*** Non-Registered Holders who have waived their right to receive materials may not receive such materials.

Revocation

A registered Shareholder who has given a proxy may revoke the proxy by:

- (a) completing and signing a proxy bearing a later date and depositing it with CST Trust Company, as described above;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing: (i) at the registered office of the Corporation, 10 King Street East, Suite 300, Toronto, Ontario M5C 1C3 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or (ii) with the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or
- (c) in any other manner permitted by law.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven (7) days prior to the Meeting.

VOTING OF PROXIES

The management representatives designated in the enclosed form of proxy will vote or withhold from voting the Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **In the absence of such instructions, such Shares will be voted by the management representatives (i) FOR the resolution set out in Schedule “A”**

to this Circular and more particularly described elsewhere in this Circular; (ii) FOR maintaining the number of directors of the Corporation, as more particularly described elsewhere in this Circular; (iii) FOR the election of the nominees named in this Circular as directors of the Corporation; and (iv) FOR the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, Toronto, Ontario, as auditor of the Corporation and the authorization of the directors of the Corporation to fix the auditor's remuneration.

The enclosed form of proxy confers discretionary authority upon the management representatives designated in the form of proxy with respect to amendments to or variations of matters identified in the notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, the management of the Corporation knows of no such amendments, variations or other matters.

EXPLANATORY NOTES

Except as otherwise indicated, all dollar amounts in this Circular are expressed in United States dollars ("USD" and "\$"). References herein to "CAD" and "C\$" mean Canadian dollars. The following table presents the average USD:CAD exchange rates for the relevant periods:

Year	Average USD:CAD Rate
2015	1.28
2014	1.07
2013	1.03

Source: www.oanda.com

FORWARD-LOOKING STATEMENTS

Certain statements in this Circular that are not statements of historical fact, including statements relating to each as more particularly described herein, may constitute "forward-looking statements". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Circular, such statements use such words as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this Circular. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward-looking statements. Although the forward-looking statements contained in this Circular are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with such forward-looking statements. All forward-looking statements are made as of the date of this Circular, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances. Accordingly, readers should not place undue reliance on forward-looking statements.

VOTING SHARES

The Corporation is currently authorized to issue an unlimited number of common shares. As of the date of this Circular the Corporation has 106,955,881 common shares issued and outstanding. The record date for the purpose of determining Shareholders entitled to receive notice of and vote at the Meeting has been established as May 19, 2016. Each holder of Shares of record at the close of business on such date will be entitled to one vote for each Share held on all matters proposed to come before the Meeting.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the directors and officers of the Corporation, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, securities of the Corporation carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Corporation except as stated below:

Name	Aggregate Number of Shares	Percentage of Outstanding Shares
ANT Holding Anonim Şti. ⁽¹⁾	32,231,469	30.1%
APMS Investment Fund Ltd ⁽²⁾	18,601,721	17.4%
Orion Fund JV Limited ⁽²⁾	11,660,611	10.9%

Notes:

- (1) Pursuant to an investment agreement dated February 24, 2012, ANT Holding Anonim Şti. ("ANT Holding") retains anti-dilution rights which entitles ANT Holding to proportionately participate in future equity financings by the Corporation based on the number of Shares it holds at the time of the financing. This right will terminate if ANT Holding owns a number of Shares representing less than 10% of the total number of Shares outstanding of the Corporation at such time.
- (2) Pursuant to subscription agreements dated August 29, 2014, each of APMS Investment Fund Ltd ("APMS") and Orion Fund JV Limited ("Orion") retains anti-dilution rights which entitles APMS and Orion to proportionately participate in future equity financings by the Corporation based on the number of Shares each entity holds at the time of the financing. Each respective right will terminate if, at any time on or September 25, 2016, Orion or APMS, as applicable, owns a number of Shares representing less than 10% of the total number of Shares outstanding (excluding certain outstanding Shares) at such time.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

It is proposed that the nine individuals listed below be nominated for election as directors of the Corporation to hold office until the next annual meeting of Shareholders or until their successor are elected or appointed, unless the director resigns or the office becomes vacant through death or any other reason in accordance with the by-laws of the Corporation. All of the proposed nominees are currently directors of the Corporation whose term of office expires at the Meeting unless re-elected; they have been directors since the dates indicated. The board of directors of the Corporation (the "Board") has set the number of directors at nine. Management of the Corporation has been informed that, if elected, each of such nominees would be willing to serve as director.

Nine directors are to be elected at the Meeting. **In the absence of a specification to the contrary in the form of proxy, the persons whose names are printed in the form of proxy intend to vote FOR (i) maintaining the number of directors at nine, and (ii) election as directors of the nine proposed nominees of management whose names are set forth in the table below. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director, but, if such should be the case at the time of the Meeting, the persons whose names are printed in the form of proxy, in the absence of a specification to the contrary in the form of proxy, intend to vote for such other nominees as in their best judgment they deem advisable.** Each director will hold office until the next annual meeting of Shareholders or until a successor is elected or appointed.

The following table sets forth information with respect to each person proposed to be nominated for election as a director of the Corporation, including the number of Shares owned beneficially, or over which control or direction was exercised, by such person as at the date of this Circular.

Name, Province, State, or City of Residence and Country of Residence	Principal Occupation, Business or Employment	Director Since	Number of Shares Beneficially Owned or Over Which Control or Direction is Exercised ⁽⁹⁾
Baran Umut Baycan ⁽⁵⁾ Istanbul, Turkey	Founding Partner, Baycan Law Firm (Current)	May 2013	Nil
Daniella Dimitrov ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director of Alloycorp Mining Inc. (Current) President & Chief Executive Officer and Director of Orvana Minerals Corp. Chief Financial Officer of Orvana Minerals Corp.	October 2010	40,000

Name, Province, State, or City of Residence and Country of Residence	Principal Occupation, Business or Employment	Director Since	Number of Shares Beneficially Owned or Over Which Control or Direction is Exercised⁽⁹⁾
Ed Guimaraes ⁽¹⁾⁽³⁾⁽⁵⁾ Ontario, Canada	Chief Financial Officer of Sierra Metals Inc. (Current) Director of Orvana Minerals Corp. (Current) Independent business consultant Executive Vice-President, Finance and Chief Financial Officer of Aur Resources Inc.	May 2011	243,270
Barry Hildred ⁽²⁾⁽³⁾⁽⁵⁾ Ontario, Canada	Chief Executive Officer and Director of Aquila Resources Inc. (Current) Independent business consultant President of TMX Equicom President and Founder of the Equicom Group	April 2010 and Chairman of the Board since October 2011	665,500
Douglas Silver ⁽³⁾⁽⁶⁾ Denver, USA	Portfolio Manager, Orion Mine Finance (Current) Director of Stornoway Diamond Corporation (Current) Founder, Chief Executive Officer and Chairman of International Royalty Corporation	September 2014	Nil
Ahmet Taçyildiz ⁽⁷⁾ Istanbul, Turkey	Chairman of ANT Holding (Current)	March 2012	1,052,640
Hande Taçyildiz ⁽⁷⁾ Istanbul, Turkey	Deputy Chairman of ANT Holding (Current)	March 2012	Nil
Hüseyin Talha Özkul ⁽⁷⁾ Istanbul, Turkey	Vice Chairman of Proges Technology and Industry LTD (Current)	June 2014	Nil
Michael Widmer ⁽¹⁾⁽²⁾⁽⁸⁾ Wangen, Switzerland	Director of Monterosa Asset Management Ltd. (Current) Shareholder of HOTS-Invest AG (Current) Founding partner and manager of TFM Asset Management AG	February 2013	Nil

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance and Nominating Committee.
- (4) Member of the Safety, Health & Environment Committee.
- (5) Member of the Finance Committee.
- (6) Mr. Silver is a nominee of Orion.
- (7) Mr. Taçyildiz, Mrs. Taçyildiz, and Mr. Özkul are nominees of ANT Holding.
- (8) Mr. Widmer is a nominee of APMS. Mr. Widmer does not directly or indirectly control or direct the Shares owned by APMS.
- (9) Information as to Shares beneficially owned or over which control or direction is exercised and as to employment history, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees. This information does not include options exercisable for the purchase of Shares issued under the Corporation's Stock Option Plan. See "Directors' Compensation" below for this additional information.

Voting for the election of directors is by individual voting and not by slate voting. You can vote your Shares for the election of all of these nominees as directors of the Corporation; or you can vote for some of these nominees for election as directors and withhold your votes for others; or you can withhold all of the votes attaching to the Shares you own and, thus, not vote for the election of any of these nominees as directors of the Corporation.

The Board recommends that Shareholders vote in favour of the individuals noted above as directors of the Corporation. In the absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote any Shares represented by proxies held by them FOR the election of the individuals noted above as directors of the Corporation.

Cease Trade Orders and Bankruptcies

Douglas Silver was a director of International Royalty Corporation, which, at the relevant time, was an insider of New Horizon Uranium Corporation (“New Horizon”). As a result, Mr. Silver was, for purposes of applicable securities laws, also an insider of New Horizon at that time. On May 12, 2008, the British Columbia Securities Commission issued a cease trade order issued against certain insiders of New Horizon, including Mr. Silver, due to New Horizon’s failure to file certain continuous disclosure materials, including the comparative financial statements and management’s discussion and analysis for the financial year ended December 31, 2007. Effective June 10, 2008, New Horizon had filed all outstanding continuous disclosure materials required to be filed under applicable securities laws and the cease trade order was lifted by the British Columbia Securities Commission in an order dated June 10, 2008.

Appointment of Auditor

At the Meeting, it is proposed to re-appoint PricewaterhouseCoopers LLP (“PwC”), Chartered Accountants, Toronto, Ontario, as auditor of the Corporation and to authorize the Board to fix their remuneration. The auditor will hold office until the next annual meeting of Shareholders or until its successor is appointed. PwC has served as the auditor of the Corporation since October 23, 2008.

The Board recommends that Shareholders vote in favour of the re-appointment of PwC as auditor of the Corporation. In the absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote any Shares represented by proxies held by them FOR the re-appointment of PwC as auditor of the Corporation.

Re-approval of the Stock Option Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without modification, an ordinary resolution in the form attached as Schedule “A” to this Circular (the “Option Plan Resolution”) reapproving the Corporation’s amended and restated stock option plan (the “Option Plan”).

The Option Plan was originally adopted by the Board on March 31, 2003, approved by Shareholders at a meeting held on April 28, 2003, subsequently amended by the Board on April 29, 2009, amended and restated by the Board on April 28, 2011, subsequently amended and restated by the Board on March 21, 2013, and reapproved by Shareholders on June 24, 2014 and June 17, 2015. Each of those amendments was approved by Shareholders. A copy of the amended and restated Stock Option Plan is attached as Schedule “D” to the management information circular of the Corporation dated April 15, 2013, which is available on the SEDAR website maintained by the Canadian securities regulators at www.sedar.com, or by written request to the Corporation at 10 King Street East, Suite 300 Toronto, Ontario, M5C 1C3.

The Shares are listed on the TSX Venture Exchange (the “TSXV”). The policies of the TSXV provide that, where a corporation has a rolling stock option plan in place, it must seek shareholder approval for the plan annually and therefore must be approved annually by Shareholders. The Option Plan reserves for issuance under the Option Plan a maximum of 10% of the total Shares outstanding from time to time. As of the date of this Circular, 10% of the total outstanding Shares was 10,695,588.

The purpose of the Option Plan is to promote the interests of the Corporation. This is achieved by furthering the identification of interests of persons to whom options may be granted, with the long-term interests of the Shareholders.

Incentive stock options under the Option Plan may be granted by the Board to eligible persons, who are directors, officers, employees or consultants of the Corporation or of any affiliate or an individual employed by a person or company that is providing management services to the Corporation. Stock options may be granted under the Option Plan with a maximum exercise period of up to ten (10) years, as determined by the Board.

The Option Plan will limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued and outstanding Shares (on a non-diluted basis) in any 12 month period (unless otherwise approved by the disinterested Shareholders), and not more than 10% of the total issued Shares to all insiders at any time or granted over any 12 month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued Shares.

Options under the Option Plan must be granted at an exercise price which is at or above the current market price (as described under the policies of the TSXV) on the date of the grant. The exercise price may be reduced by a resolution of the Board if, in the unfettered discretion of the Board, such a reduction is warranted. In the case of optionees who are insiders at the time of the reduction in the exercise price, the reduction shall be approved by a majority of disinterested Shareholders.

In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of 365 days from the date of death or permanent disability, or the expiry date of the option. In the event of the resignation, or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 90 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination.

Any Share subject to an Option which for any reason is cancelled, terminated or have expired without having been exercised shall again be available for grant under the Option Plan.

Under Policy 4.4 of the TSXV, the Option Plan, must be approved by a majority of the votes cast at the Meeting other than the votes attaching to Shares beneficially owned by insiders of the Corporation to whom options may be granted under the Option Plan, and their associates. Consequently, the votes attached to the Shares held by Daniella Dimitrov, Ed Guimaraes, Barry Hildred, Ahmet Tacyildiz, Serdar Akca, David Carew, Han Ilhan, and Jim O'Neill will not be calculated for the purposes of approving the Option Plan. As of the date of this Circular, a total of 3,197,990 Shares are owned by such insiders and will be excluded from this vote.

Required Approval and Board Recommendation

In order to be adopted, the Option Plan Resolution must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting (other than those insiders of the Corporation described above, whose votes will be excluded). **The Board recommends that Shareholders vote in favour of the Option Plan Resolution set out in Schedule "A" to this Circular. In the absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote any Shares represented by proxies held by them FOR the Option Plan Resolution.**

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

General

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Corporation's governance practices are subject to at least an annual review and evaluation through the Board's Corporate Governance and Nominating Committee to ensure that, as the Corporation's business develops and grows, changes in structure and process necessary to ensure continued good governance are identified and implemented.

The Canadian Securities Administrators (the "CSA") have adopted National Policy 58-201 – *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting

issuers such as the Corporation. In addition, the CSA have implemented National Instrument 58-101F2 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) which prescribes certain disclosure by the Corporation of its corporate governance practices. The following statement sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with NI 58-101 and has been prepared by the Corporate Governance and Nominating Committee and approved by the Board.

Board of Directors

As of the date hereof, the Board is comprised of nine members, all of whom are standing for re-election as directors of the Corporation. The Board is responsible for determining whether or not each director is “independent”. To do this, the Board analyzes all the relationships of the directors with the Corporation and its subsidiaries. Pursuant to NI 58-101 and National Instrument 52-110 – *Audit Committees* (“NI-52-110”), a director is independent if such director has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. None of the independent directors is engaged in the day-to-day operations of the Corporation or is a party to any material on-going contracts with the Corporation other than as set out under the heading “Interest of Informed Persons in Material Transactions”. More information about each director may be found in this Circular under the heading “Particulars of Matters to be Acted Upon - Election of Directors”.

The Board has determined that a majority of the current Board members standing for re-election at the Meeting, namely, Daniella Dimitrov, Ed Guimaraes, Barry Hildred, Douglas Silver, Ahmet Taçyildiz, Hande Taçyildiz, Hüseyin Talha Özkul, and Michael Widmer are independent for the purposes of NI 58-101. Baran Baycan is a non-independent director of the Corporation and is standing for re-election. Following an assessment of the Board by the Corporate Governance and Nominating Committee, it has been determined that, based on the current size and operations of the Corporation and the composition of the Board, it would be appropriate to maintain the number of directors of the Corporation proposed for election by the Shareholders at the Meeting at nine. Of the nine directors of the Corporation proposed for election by the Shareholders at the Meeting, eight are independent and one is non-independent (Mr. Baycan) for the purposes of NI 58-101.

The independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors of the Corporation. The Board facilitates its independent supervision over management of the Corporation by holding periodic meetings of the Board to approve various appropriate matters and discuss the business and operations of the Corporation. The Board has free access to the Corporation’s external auditor, legal counsel and to any of the Corporation’s officers.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Throughout 2015, the Board held a total of 6 meetings. The following table sets out the attendance record of each current member of the Board and each current committee member.

Number and % of Meetings Attended During 2015						
Director	Board of Directors	Audit Committee	Compensation Committee	Governance and Nominating Committee	Safety, Health & Environment Committee ⁽²⁾	Finance Committee
Baran Umut Baycan	6/6 (100%)	-	-	-	-	5/10 (50%)
Daniella Dimitrov ⁽¹⁾	5/6 (83%)	4/4 (100%)	3/3 (100%)	1/1 (100%)	2/2 (100%)	8/10 (80%)
Ed Guimaraes	5/6 (83%)	4/4 (100%)	-	2/2 (100%)	-	8/10 (80%)
Barry Hildred	6/6 (100%)	-	3/3 (100%)	2/2 (100%)	-	10/10 (100%)
Douglas Silver ⁽¹⁾	6/6 (100%)	-	-	1/1 (100%)	-	-
Ahmet Taçyildiz	1/6 (17%)	-	-	-	-	-
Hande Taçyildiz	1/6 (17%)	-	-	-	-	-

Number and % of Meetings Attended During 2015						
Director	Board of Directors	Audit Committee	Compensation Committee	Governance and Nominating Committee	Safety, Health & Environment Committee ⁽²⁾	Finance Committee
Hüseyin Talha Özkul	6/6 (100%)	-	-	-	-	-
Michael Widmer	6/6 (100%)	4/4 (100%)	3/3 (100%)	-	-	-

Notes:

- (1) Mr. Silver replaced Ms. Dimitrov on the Governance and Nominating Committee on June 18, 2015.
- (2) The Safety, Health & Environment Committee is Chaired by John Cook, a former director of the Corporation and current Technical Advisor to the chief executive officer (“CEO”) of the Corporation. The Corporation’s CEO, VP Country Manager, and EPC Director also serve on the Safety, Health & Environment Committee.

Directorships

The Board has not adopted a formal policy limiting the number of directors who sit on a board of directors of another public company but believes disclosure of other board memberships is important. Given that many of the directors have a variety of business interests, directors are required to disclose to the Board or any applicable committee thereof, any real or perceived conflict in relation to any matter or proposed matter to be considered and in such circumstances it is the Board’s policy that such directors excuse themselves from all deliberations on such matters. The following proposed nominees for election as directors of the Corporation are directors of another reporting issuer in addition to the Corporation:

Director	Reporting Issuer(s)
Daniella Dimitrov	Alloycorp Mining Inc.
Ed Guimaraes	Orvana Minerals Corp.
Barry Hildred	Aquila Resources Inc.
Douglas Silver	Stornoway Diamond Corporation

Orientation and Continuing Education

New directors are provided with corporate and other information required to familiarize themselves with the Corporation and its subsidiaries, including the organization and operations thereof. The orientation program includes presentations by officers or senior management on the Corporation’s organizational structure and the nature and operation of the businesses of the Corporation and its subsidiaries, and a review with the Chairman on the role of the Board and its committees, a discussion on the contribution individual directors are expected to make and access to appropriate information or outside resources as required. The Corporation, at the direction of the Corporate Governance and Nominating Committee, prepares a Directors Handbook, which provides Board members with a comprehensive introduction to the Board and the Corporation.

As part of continuing education, senior management of the Corporation makes regular presentations to the Board on the main areas of the Corporation’s business and issues relating thereto. The Board is provided with reading materials on industry specific matters. Board meetings are scheduled in Turkey from time to time, which may include a tour of the site operations. The Board also receives a monthly report from management with respect to the Corporation’s business.

Board dinner sessions are scheduled prior to or following regularly scheduled Board meetings. Board dinners are a critical opportunity to accomplish a number of important governance objectives, including:

- Meeting as independent directors in an atmosphere that is not a Board meeting.
- Meeting in a less formal atmosphere with the Chief Executive Officer, and other senior officers.

- Holding educational sessions on important topics for the Corporation's business and strategic direction.
- Meeting high-potential employees in order to advance the succession planning for the Corporation.
- Strengthening directors' collegial working relationship.

Ethical Business Conduct

The Board has determined that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation, the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The Board has established a Whistleblower Policy which, among other things, establishes procedures for the receipt, recording and treatment of complaints and concerns regarding accounting activities, internal controls or auditing matters and the confidential submission of concerns in these areas. The Board has also established a Disclosure Policy, the objective of which is to ensure that communications with the investing public about the Corporation are timely, factual, accurate, balanced and disseminated in accordance with applicable legal and regulatory requirements. The Board has also established an Anti-Bribery and Anti-Corruption Policy which all directors and employees must certify compliance with on an annual basis.

Nomination of Directors

The Board, taking into consideration recommendations from the Corporate Governance and Nominating Committee, considers its size each year when considering the number of directors to recommend to the Shareholders for election at each annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experiences. Each member of the Corporate Governance and Nominating Committee are independent directors of the Corporation. The Corporate Governance and Nominating Committee is responsible for reviewing with the Board on an annual basis, the size and composition of the Board with a view to ensuring that the members of the Board have the independence, expertise, experience, personal qualities and ability to make the necessary time commitment to the Corporation. The Corporate Governance and Nominating Committee has the responsibility to identify and propose to the Board nominees for election as directors. The Board and the Corporate Governance and Nominating Committee believe that a board of directors composed of nine members promotes effectiveness and efficiency.

Compensation

The Compensation Committee is responsible for, among other things, determining the compensation of the Corporation's Chief Executive Officer, certain executive officers and the directors of the Corporation. Its purpose is to ensure that the remuneration appropriately reflects the responsibilities and risks involved in being an effective director and/or executive officer of the Corporation.

Committees of the Board

The Board has established an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee, a Safety, Health & Environment Committee, and a Finance Committee. Each committee of the Board operates pursuant to a written mandate that is periodically reviewed and reconfirmed by such committee and the Board.

Audit Committee

The Audit Committee currently consists of Ed Guimaraes, Daniella Dimitrov, and Michael Widmer. All of the members of the Audit Committee are independent and none receives, directly or indirectly, any compensation from the Corporation other than for service as a member of the Board and its committees. The Audit Committee acts on behalf of the Board in reviewing certain financial information prepared for public distribution, in monitoring

internal accounting controls and in monitoring the business conduct of the Corporation. The Audit Committee has an oversight role for assuring that the Corporation's financial statements fairly present the consolidated financial position of the Corporation and the results of its operations. It reviews other matters relating to the financial position of the Corporation as the Audit Committee sees fit and recommends the appointment, change or reappointment of the external auditor. The Audit Committee meets *in camera* with the external auditor at each Audit Committee meeting that the external auditor attends. It also reviews and approves the non-audit services provided by the external auditor. In doing so, the Audit Committee considers whether the provision of these non-audit services may impact the objectivity and independence of the external auditor.

The Audit Committee is and will be composed entirely of independent directors. In addition, each of the members of the Audit Committee are financially literate. The Audit Committee met four times in 2015. The Audit Committee's Charter is set out at Schedule "B" of this Circular.

Compensation Committee

The Compensation Committee has been established by the Board for the purposes of assisting the Board in discharging the Board's oversight responsibilities relating to compensation and retention of key senior management employees and assumes responsibility for recommending to the Board compensation philosophy and policies and the evaluation of short and long term incentive compensation of the Corporation's directors and officers; goals and objectives relative to compensation for the Corporation's Named Executive Officers and performance of the Named Executive Officers in light of those goals; and compensation disclosure before the Corporation publicly discloses this information.

The Compensation Committee currently consists of Daniella Dimitrov, Barry Hildred, and Michael Widmer each of whom qualifies as an independent director within the meaning of NI 58-101. Each member of the Compensation Committee has more than 10 years of experience in their respective field and, throughout that time, each has been closely involved with implementing and reviewing compensation policies at their respective organizations. Each of Ms. Dimitrov, Mr. Hildred, and Mr. Widmer have held senior roles with public and private companies. The Compensation Committee met three times in 2015.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee ensures that an effective and efficient approach to corporate governance is developed and implemented and that the Board is comprised of individuals with skills, expertise and competency that are necessary for, and of assistance to, the Board and the Corporation. This committee assesses the effectiveness of the Corporation's corporate governance and makes recommendations accordingly. The committee regularly reviews the mandates of the Board committees; oversees the annual director evaluation processes; reviews the skills and expertise recommended for the Board based on continuing or proposed changes to the business of the Corporation and its subsidiaries; reviews and recommends to the Board policies that govern size and composition of the Board; recommends nominees for election to the Board; and assists in determining the composition of Board committees in consultation with the Chairman and the Compensation Committee.

The Corporate Governance and Nominating Committee currently consists of Barry Hildred, Ed Guimaraes, and Douglas Silver, each of whom qualify as an independent director. The Corporate Governance and Nominating Committee met twice in 2015.

Safety, Health & Environment Committee

The purpose of the Safety, Health & Environment Committee is to provide support for the Corporation's safety, health and environment programmes and to assist in reviewing the safety, health, and environmental performance of the Corporation.

The Safety, Health & Environment Committee currently consists each of John Cook (Technical Advisor to the CEO), Serdar Akca (VP Country Manager), Daniella Dimitrov, Jaymes Dircks (EPC Director), and Han Ilhan (President & CEO). The Safety, Health & Environment Committee met twice in 2015.

Finance Committee

The mandate of the Finance Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the Corporation's financing strategies, capital structure, corporate structure, and financial risk management practices, including the utilization of financial instruments, and make recommendations to the Board relating to financing the development and construction of the Yenipazar Project and corporate working capital.

The Finance Committee currently consists of Barry Hildred, Baran Baycan, Daniella Dimitrov, Andrew W. Dunn (financial expert), Ed Guimaraes, Han Ilhan, and Hosn Foz (financial expert). The Finance Committee met 10 times in 2015.

Assessments

The Board assesses, on an informal basis, the effectiveness of the Board as a whole, the Chairman of the Board, Board committees and the contribution of individual directors. The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. As a result of the Corporation's size, its stage of development and the number of directors of the Corporation, the Board has considered this assessment process to be appropriate at this time. The Corporate Governance and Nominating Committee will review this process periodically and make recommendations with respect to the assessment process as necessary.

The Board, with the assistance of the Corporate Governance and Nominating Committee, regularly reviews its own performance, the performance of each committee of the Board, the Board composition and skill sets, the performance of the Chairman of the Board and, with the assistance of the Compensation Committee, the performance of the Chief Executive Officer.

External Auditor Service Fees

Audit, Audit-Related and Tax Fees

The following table sets forth the fees incurred by the Corporation during fiscal 2015 and 2014 in respect of the services set out below provided by PwC, the Corporation's external auditors:

Nature of Fees	For the year ended December 31, 2015⁽⁵⁾	For the year ended December 31, 2014⁽⁵⁾
Audit fees ⁽¹⁾	\$183,064	\$162,850
Audit-related fees ⁽²⁾	2,141	\$2,135
Tax fees ⁽³⁾	\$31,570	\$26,498
Other fees ⁽⁴⁾	-	\$16,766

Notes:

- (1) "Audit fees" include the aggregate professional fees billed by PwC for the audit of the annual consolidated financial statements of the Corporation as well as fees for quarterly reviews.
- (2) "Audit-related fees" include the fees billed by PwC for assurance and related services that are reasonably related to the performance of the audit and are not included in "Audit fees" including guidance in meeting the requirements of Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*.
- (3) "Tax fees" include the aggregate fees billed by PwC for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate income tax and capital tax returns.
- (4) All other fees" include the aggregate fees billed by PwC for all other products and services other than those presented in the categories of audit.
- (5) The majority of the fees paid to PwC were denominated in CAD with a portion paid in TRY and Euros ("EUR"). The average exchange rates during 2015 were CAD 1.28 = USD 1.00, TRY 2.73 = USD 1.00 and Euro 1.11 = USD 1.00. The average exchange rates during 2014 were CAD 1.07 = USD 1.00, TRY 2.19 = USD 1.00 and Euro 1.32 = USD 1.00.

Exemptions

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

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This compensation discussion and analysis describes and explains the Corporation's policies and practices with respect to the compensation of the Corporation's named executive officers, being its Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the three most highly compensated executive officers other than the CEO and the CFO (collectively, with the CEO and CFO, the "NEOs") for the fiscal year ended December 31, 2015.

The NEOs for the 2015 fiscal year are as follows: Han Ilhan (President & CEO), Jim O'Neill (CFO), Serdar Akca (VP Country Manager), Robbert Borst (former VP Project Development), and Jaymes Dircks (EPC Director).

The Compensation Committee determines the compensation of the Corporation's NEOs and the directors of the Corporation with a view to ensuring that the remuneration appropriately reflects the responsibilities and risks involved in being an effective executive officer and/or director of the Corporation. The Compensation Committee periodically reviews the Corporation's compensation philosophy and objectives taking into consideration various factors discussed below.

A summary of the compensation received by the NEOs as of December 31, 2015 for the fiscal year ended December 31, 2015 is provided under the heading "Summary Compensation Table" below. A summary of the compensation received by the directors of the Corporation for the fiscal year ended December 31, 2015 is provided under the heading "Compensation of Directors" below.

Objectives of the Compensation Program

The objectives of the Corporation's compensation program are as follows:

- (a) to attract and retain talented, high-achieving executives who have a demonstrated track record of achieving results which are critical to the success of the Corporation and the creation and protection of long-term Shareholder value; and
- (b) to align the interests of such executives with those of the Shareholders to achieve goals consistent with the Corporation's business strategy which help create long-term Shareholder value.

Elements of Compensation

Given the size of the Corporation's operations and the small number of employees and executives, the Corporation's compensation practices must be flexible, entrepreneurial and geared to the objectives of securing the best executives to manage the Corporation. The Corporation reviewed the "2015 Mining Industry Board and Executive Compensation Report" commissioned by Bedford Consulting Group Inc. and the 2015 Mining Industry Compensation Survey commissioned by Mercer. During the fiscal year ended December 31, 2015 there were two key elements used to compensate most of the NEOs, consisting of base salary or consulting fees and stock options. There has been intense competition in the mining industry for executives who have extensive industry experience and the necessary skills to achieve specified corporate objectives and deliver long-term Shareholder value. The Corporation believes that providing competitive overall compensation enables the Corporation to attract and retain qualified executives. Grants of long-term incentives in the form of stock options serve to further encourage the

retention of the Corporation's NEOs while incenting the NEOs to create and protect Shareholder value. A C\$5,000 cash bonus was paid out to Mr. Akca for the fiscal year ended December 31, 2015.

No NEO or director of the Corporation is permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Determination of Compensation

The Compensation Committee is, among other things, responsible for determining all forms of compensation of and for evaluating the CEO's performance and that of the other NEOs. The general corporate goals and objectives set for the NEOs for 2015 related to continuing the development of the Corporation's Yenipazar Project, including the completion of the a value engineering review, implementing a financing plan for the Corporation, continuing the surface rights land acquisition at the Yenipazar Project, and enhancing the market valuation of the Corporation. As the Corporation progresses the development of the Yenipazar Project, a compensation consultant will be retained to assist in determining a more definitive compensation structure (short-term cash incentive, long-term incentives and retention) for executives in Canada and Turkey.

Base Salaries

Base salaries or equivalent consulting fees for the NEOs are generally fixed by the Board with the recommendations from the Compensation Committee. Increases or decreases on a year-over-year basis are dependent on the Compensation Committee's assessment of the performance of the Corporation overall, the Corporation's projects and the individual's overall performance and skills. In determining such amounts, the Compensation Committee generally balances the compensation objectives set out herein including the experience, skill and scope of responsibility of the executive with the goal of keeping cash compensation for its executive officers within the range of cash compensation paid by companies of similar size and industry.

Long-Term Incentives

Long-term equity incentive compensation in the form of stock options comprises a significant portion of overall compensation for the NEOs and the Board. The Compensation Committee believes that this is appropriate because it creates a strong correlation between variations in the Corporation's share price and the compensation of its executives, thereby aligning the interests of the Corporation's executives and Shareholders.

The Option Plan provides that options will be issued pursuant to option agreements to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation. The grant of stock options to executive officers is determined by the Board as recommended by the Compensation Committee. Options assist the Corporation in attracting, motivating and retaining top talent. The Corporation has used initial larger one-time grants to recruit new executives and directors and ensure that the NEOs have a significant stake in the performance of the Corporation. The Committee reviews the option schedule periodically during each fiscal year and the contributions made to the Corporation by executive officers to determine whether additional option grants should be made and previous grants of options are taken in account when considering new grants. Options issued have a term of five years which encourages the long-term retention of the Corporation's officers, employees and consultants. Options to purchase 350,000 Shares were granted to the NEOs during the fiscal year ended December 31, 2015.

Annual Incentive Plan

The annual performance bonus provides the possibility of the annual payment of an amount equal to a percentage of an executive's base salary. The purpose of the annual performance bonus is to provide annual incentive compensation that is measured against both the achievement of annually established key performance objectives of the individual executive, which are established at the commencement of the fiscal year, and a qualitative evaluation of the executive's overall effectiveness and contribution to the Corporation. The amount of the

bonus is variable from year to year in relation to the executive's performance and the Corporation's performance and financial condition.

Assessment of Risks Associated with the Corporation's Compensation Policies and Practices

The Compensation Committee has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's objectives and strategies and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation.

The Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs. In determining the annual objectives relating to such annual bonus and long term incentive compensation, the Compensation Committee considers major risks that face the Corporation such as health, safety and environment risks, and ensures that the objectives of the NEOs include managing such risks.

Summary Compensation Table

The following table sets forth information concerning the annual and long-term compensation for services rendered to the Corporation for the fiscal year ended December 31, 2015 in respect of the NEOs.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽⁵⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Han Ilhan President & CEO ⁽¹⁾	2015	330,000	Nil	4,047	Nil	N/A	N/A	10,525	344,572
	2014	258,770	Nil	250,258	Nil	N/A	N/A	3,578	512,606
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jim O'Neill CFO	2015	156,311	Nil	Nil	Nil	N/A	N/A	Nil	156,311
	2014	181,542	Nil	21,002	Nil	N/A	N/A	Nil	202,544
	2013	179,612	Nil	9,553	Nil	N/A	N/A	Nil	189,165
Serdar Akca VP Country Manager ⁽²⁾	2015	159,199	Nil	Nil	3,906	N/A	N/A	Nil	163,105
	2014	181,542	Nil	15,828	Nil	N/A	N/A	4,454	201,824
	2013	188,228	Nil	9,553	Nil	N/A	N/A	3,867	193,648
Robbert Borst Former VP Project Development ⁽³⁾	2015	120,745	Nil	Nil	Nil	N/A	N/A	211,542	332,287
	2014	196,262	Nil	10,921	Nil	N/A	N/A	Nil	207,183
	2013	194,175	Nil	9,553	Nil	N/A	N/A	Nil	203,728
Jaymes Dircks EPC Director ⁽⁴⁾	2015	238,654	Nil	24,281	Nil	N/A	N/A	27,053	289,988
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Mr. Ilhan was appointed President & CEO of the Corporation on April 7, 2014 at an annual base salary of \$330,000. The amounts included for Mr. Ilhan's "All Other Compensation" in 2015 represent airfare for one return Turkey-United States ticket for each of Mr. Ilhan and his spouse reimbursable pursuant to Mr. Ilhan's employment agreement and in 2014 it represents his vehicle allowance in Turkey.
- (2) Mr. Akca's salary is denominated in Canadian dollars and is paid in Turkish Lira ("TRY") at the month end exchange rate. Salaries denominated in a foreign currency are translated to the presentation currency of United States dollars using the average rates at which the expenses were recorded. The average exchange rate during 2015 was approximately CAD 1.28 = USD 1.00 and TRY 2.73 = USD 1.00. Mr. Akca's "All Other Compensation" in 2014 and 2013 represents his vehicle allowance in Turkey.
- (3) Mr. Borst resigned effective September 24, 2015 and, pursuant to the terms of his employment agreement, Mr. Borst received a termination payment of C\$273,419 including benefits (\$211,542 at September 24, 2015).
- (4) Mr. Dircks was appointed EPC Director of the Corporation effective January 12, 2015. Mr. Dircks is paid an annual consulting fee of \$190,000 and a salary of \$5,000 per month paid in Turkish Lira at the month end exchange rate. Mr. Dircks' "All Other Compensation" includes an accommodation allowance of \$2,000 per month and airfare for one return Turkey-Canada ticket reimbursable pursuant to Mr. Dircks' consulting agreement.
- (5) Represents the grant date fair value of a stock option award as determined using the Black-Scholes model. The grant date fair value of a stock option is determined using the Black-Scholes model. This model is used as it is consistent with the method used to value stock options

for the purposes of the Corporation's consolidated financial statements. In determining the grant date fair value of options granted in fiscal 2015, weighted average assumptions and estimates used included a risk free interest rate of 0.76%, an expected life of five years, an expected volatility of 73% and a dividend yield rate of nil.

Stock Options

The following table details all unexercised option-based awards held by NEO's as at December 31, 2015.

Outstanding Share-Based Awards and Option Based Awards

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Han Ilhan	1,000,000	C\$0.235	2019-04-07	Nil	N/A	N/A	N/A
	1,034,000	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
	50,000	C\$0.20	2020-03-26	Nil	N/A	N/A	N/A
Jim O'Neill	200,000	C\$1.05	2016-06-20	Nil	N/A	N/A	N/A
	80,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	197,125	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
Serdar Akca	30,000	C\$1.29	2016-03-30	Nil	N/A	N/A	N/A
	60,000	C\$0.80	2016-08-03	Nil	N/A	N/A	N/A
	125,000	C\$0.64	2017-03-28	Nil	N/A	N/A	N/A
	80,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	148,563	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
Robbert Borst	200,000	C\$0.61	2017-03-24	Nil	N/A	N/A	N/A
	80,000	C\$0.20	2017-03-24	Nil	N/A	N/A	N/A
	102,500	C\$0.20	2017-03-24	Nil	N/A	N/A	N/A
Jaymes Dircks	300,000	C\$0.20	2020-03-26	Nil	N/A	N/A	N/A

Notes:

- (1) The value of unexercised "in-the-money options" at the fiscal year end is the difference between the option exercise price and the market value of the underlying Shares on the Exchange on December 31, 2015. Market price for this purpose is C\$0.13 being the closing price of the Shares on the Exchange on December 31, 2015.

Incentive Plan Awards — Value Vested or Earned During the Year

Name	Option-based awards — Value vested during the year ⁽¹⁾ (\$)	Share-based awards — Value vested during the year (\$)	Non-equity incentive plan compensation — Value earned during the year (\$)
Han Ilhan	Nil	N/A	N/A
Jim O'Neill	Nil	N/A	N/A
Serdar Akca	Nil	N/A	N/A
Robbert Borst	Nil	N/A	N/A
Jaymes Dircks	Nil	N/A	N/A

Notes:

- (1) The dollar value that would have been realized by the executive if the options under the option-based award had been exercised on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain summary information concerning the Option Plan as at December 31, 2015.

	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options (C\$)	Number of Common Shares Remaining Available for Future Issuance (Excluding Common Shares to be Issued Upon Exercise of Outstanding Options)
Equity compensation plans approved by Shareholders – Option Plan	8,068,438	C\$0.33	2,627,150
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil
Total	8,068,438	C\$0.33	2,627,150⁽¹⁾

Notes:

(1) As of May 19, 2016 2,774,150 common shares remain available for future issuance (excluding common shares to be issued upon exercise of outstanding options).

Pension Plan Benefits

The Corporation does not have in place any pension or retirement plan.

Termination and Change of Control Benefits

The Corporation has entered into a written agreement with each NEO that sets out the terms of his employment, including the executive's entitlements in the event of the cessation of such employment.

Pursuant to Mr. Ilhan's employment agreement with the Corporation dated April 7, 2014, in the event that the Corporation terminates Mr. Ilhan's employment without cause or Mr. Ilhan terminates his employment for "Good Reason" (as defined below), Mr. Ilhan shall receive an amount equal to his annual base salary, plus an additional month for each completed year of service up to a maximum of 24 months of his base salary. Mr. Ilhan shall also receive a cash bonus equal to the cash bonus received by Mr. Ilhan in the previous two calendar years divided by two. In the event that Mr. Ilhan terminates his employment for "Good Reason" or the Corporation terminates his employment without "Just Cause" (as defined below), in either case upon or within 12 months following a change of control, Mr. Ilhan shall receive an amount equal to his annual base salary, which would have otherwise been paid to him had his employment continued for 24 months. Mr. Ilhan shall also receive a cash bonus equal to the cash bonus received by Mr. Ilhan in the previous two calendar years.

Pursuant to Mr. O'Neill's employment agreement with the Corporation dated June 20, 2011, in the event that the Corporation terminates Mr. O'Neill's employment without cause or Mr. O'Neill terminates his employment for "Good Reason", Mr. O'Neill shall receive an amount equal to his annual base salary, plus an additional month for each completed year of service up to a maximum of 24 months of his base salary. In the event that Mr. O'Neill terminates his employment for "Good Reason" or the Corporation terminates his employment without "Just Cause", in either case upon or within nine months following a change of control, Mr. O'Neill shall receive an amount equal to his annual base salary, which would have otherwise been paid to him had his employment continued for 24 months.

Pursuant to Mr. Akca's employment agreement with the Corporation dated January 14, 2013, in the event that the Corporation terminates Mr. Akca's employment without cause or Mr. Akca terminates his employment for "Good Reason", Mr. Akca shall receive an amount equal to his annual base salary, plus an additional month for each completed year of service up to a maximum of 24 months of his base salary. In the event that Mr. Akca terminates his employment for "Good Reason" or the Corporation terminates his employment without "Just Cause", in either case upon or within nine months following a change of control, Mr. Akca shall receive an amount equal to his annual base salary, which would have otherwise been paid to him had his employment continued for 24 months.

Mr. Borst resigned effective September 24, 2015 and, pursuant to the terms of his employment agreement, Mr. Borst received a termination payment of C\$273,419 including benefits (\$211,542 at September 24, 2015).

Pursuant to Mr. Dircks' consulting agreement with the Corporation dated January 5, 2015, in the event that the Corporation terminates Mr. Dircks' agreement without cause, Mr. Dircks must be provided with 180 days' notice plus an additional 30 days' pay. Mr. Dircks shall also receive, within 10 days of invoicing, reimbursement for all demobilization costs and fees associated with the relocation of Mr. Dircks and his family back to Canada.

The following table provides details regarding the estimated incremental payments by the Corporation to the executives indicated below under the above-described agreements in the event of (i) termination without cause/resignation for good reason, and (ii) termination without cause upon a "change of control", assuming the event took place on December 31, 2015.

Name	Triggering Event	Base Salary (\$)	Bonus Under Short Term Incentive Compensation (\$)	Long Term Incentive Compensation (\$)⁽¹⁾	Other Benefits (\$)⁽²⁾	Total (\$)
Han Ilhan <i>President & CEO⁽³⁾</i>	Termination Without Cause/Resignation for Good Reason	\$330,000	Nil	Nil	\$10,785	\$340,785
	Termination on Change of Control	\$660,000	Nil	Nil	\$21,570	\$681,570
Jim O'Neill <i>CFO</i>	Termination Without Cause/Resignation for Good Reason	\$144,325	Nil	Nil	\$4,117	\$148,442
	Termination on Change of Control	\$288,650	Nil	Nil	\$8,234	\$296,884
Serdar Akca <i>VP Country Manager</i>	Termination Without Cause/Resignation for Good Reason	\$146,992	Nil	Nil	\$4,107	\$151,099
	Termination on Change of Control	\$293,984	Nil	Nil	\$8,214	\$302,198
Jaymes Dircks <i>EPC Director⁽⁴⁾</i>	Termination Without Cause/Resignation for Good Reason	\$145,833	Nil	Nil	14,426	\$160,259
	Termination on Change of Control	\$145,833	Nil	Nil	14,426	\$160,259

Notes:

- (1) Amounts set out under "Long-Term Incentive Compensation" were calculated based on the long-term incentive compensation vested at December 31, 2015 and the closing price of the Shares on December 31, 2015 of C\$0.13.

- (2) Amounts set out under “Other Benefits” for Mr. Ilhan, Mr. O’Neill, and Mr. Akca reflect the required contributions by the Corporation to the executive’s health and dental benefit plans for the 12 or 24 month period following the applicable triggering event. For Mr. Dircks the amount represents estimated relocation costs back to Canada per his consulting agreement.
- (3) Mr. Dircks’ consulting agreement requires the Corporation to provide him with 180 days’ notice plus one month’s pay on termination without cause or on change of control.

“Just Cause” means any of the following: (i) executive’s gross negligence or wilful misconduct in the performance of his duties to the Corporation where such gross negligence or wilful misconduct has resulted or is likely to result in material damage to the Corporation or its affiliates; (ii) executive’s wilful and habitual neglect of or failure to perform executive’s duties, which neglect or failure is not cured within 30 days after written notice thereof is received by executive; (iii) executive’s commission of any act of fraud or dishonesty with respect to the Corporation or its affiliates that causes material harm to the Corporation or its affiliates or is intended to result in substantial personal enrichment; (iv) executive’s failure to cooperate with the Corporation or its affiliates in any investigation or formal proceeding initiated by a governmental authority or otherwise approved by the Board or the Audit Committee of the Board, which failure is not cured within 30 days after written notice thereof is received by executive; (v) executive’s conviction of or plea of guilty to a criminal offence; (vi) executive’s violation of the confidential information and non-solicitation sections in his employment agreement; or (vii) executive’s material breach of any obligation or duty under his employment agreement or material violation of any written employment or other written policies that have previously been furnished to executive, which breach or violation is not cured within 30 days after written notice thereof is received by executive, if such breach or violation is capable of being cured.

“Good Reason” means the occurrence of any of the following events or conditions without executive’s written consent: (a) a material diminution in the executive’s authority, status, duties or responsibilities from those set forth in his employment agreement that constitute a constructive dismissal at common law; (b) a material diminution in executive’s base compensation or benefits, unless such a reduction is imposed equally across-the-board to senior management of the Corporation or its affiliates; (c) a material change in the geographic location at which executive must perform his or her duties; or (d) any other action or inaction that constitutes a material breach by the Corporation or any successor or affiliate of its obligations to executive under his employment agreement.

COMPENSATION OF DIRECTORS

The following table sets out all compensation paid to the directors of the Corporation for the fiscal year ended December 31, 2015.

During fiscal 2015, each director (other than the Chairman of the Board, Mr. Baycan and each of the nominees of ANT Holding, APMS and Orion) received an annual retainer of C\$24,000. During fiscal 2015, Mr. Hildred received an annual retainer of C\$75,000 as Chairman of the Board. Board Committee members (other than the Chairman of the Board, Mr. Baycan and each of the nominees of ANT Holding, APMS and Orion) received additional annual retainers as follows: Chair of Audit Committee - C\$15,000; Chair of other committees C\$10,000; member of committees - C\$6,000. Members of the Finance Committee do not receive cash compensation for serving on that committee.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Baran Umut Baycan ⁽¹⁾	Nil	N/A	Nil	N/A	N/A	628,635	628,635
Daniella Dimitrov ⁽²⁾	38,867	N/A	13,805	N/A	N/A	Nil	52,672
Ed Guimaraes ⁽³⁾	35,156	N/A	Nil	N/A	N/A	Nil	35,156
Barry Hildred ⁽⁴⁾	58,594	N/A	26,672	N/A	N/A	Nil	85,266
Douglas Silver ⁽⁵⁾	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Ahmet Taçyildiz	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Hande Taçyildiz	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Hüseyin Talha Özkul	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Michael Widmer ⁽⁶⁾	Nil	N/A	Nil	N/A	N/A	Nil	Nil

Notes:

- (1) The amounts included for Mr. Baycan's "All Other Compensation" reflect legal fees paid to Baycan Law Firm during fiscal 2015 related to land acquisition work including title searches, permitting documentation, and general legal advice. See "Interest of Informed Persons in Material Transactions" for additional information. Mr. Baycan is currently a member of the Finance Committee.
- (2) Ms. Dimitrov is currently Chair of the Compensation Committee and a member of the Audit Committee, Finance Committee, and Safety, Health & Environment Committee. She served as a member of the Corporate Governance and Nominating Committee until June 18, 2015.
- (3) Mr. Guimaraes is currently Chair of the Audit Committee and a member of the Corporate Governance and Nominating Committee, and Finance Committee.
- (4) Mr. Hildred is currently Chairman of the Board, Chairman of the Corporate Governance and Nominating Committee, Chairman of the Finance Committee, and a member of the Compensation Committee.
- (5) Mr. Silver is currently a member of the Corporate Governance and Nominating Committee which he joined on June 18, 2015.
- (6) Mr. Widmer is currently a member of the Audit Committee and the Compensation Committee.

Director Outstanding Share-Based Awards and Option-Based Awards

The following table provides information regarding all share-based awards and option-based awards granted to all individuals who were directors of the Corporation during the fiscal year ended December 31, 2015 and outstanding as of December 31, 2015:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (\$)	Market or payout value of share based awards that have not vested	Market or payout value of share based awards that have not vested
Baran Umut Baycan	150,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	100,000	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
Daniella Dimitrov	100,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	300,000	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
	300,000	C\$0.17	2020-12-15	Nil	N/A	N/A	N/A
Ed Guimaraes	200,000	C\$1.25	2016-06-15	Nil	N/A	N/A	N/A
	150,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	300,000	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
Barry Hildred	150,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
	400,000	C\$0.20	2019-12-18	Nil	N/A	N/A	N/A
	200,000	C\$0.20	2020-06-01	Nil	N/A	N/A	N/A
	200,000	C\$0.17	2020-12-15	Nil	N/A	N/A	N/A
Ahmet Taçyildiz	100,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A
Hande Taçyildiz	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Hüseyin Talha Özkul	150,000	C\$0.20	2020-03-26	Nil	N/A	N/A	N/A
Douglas Silver	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Michael Widmer	150,000	C\$0.20	2018-11-26	Nil	N/A	N/A	N/A

Notes:

- (1) The value of unexercised "in-the-money options" at the fiscal year end is the difference between the option exercise price and the market value of the underlying Shares on the Exchange on December 31, 2015. Market price for this purpose is C\$0.13, being the closing price of the Shares on the Exchange on December 31, 2015.

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

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each of the Corporation's directors for the fiscal year ended December 31, 2015:

Name	Option-based awards — Value vested during the year (\$) ⁽¹⁾	Share-based awards — Value vested during the year (\$)	Non-equity incentive plan compensation — Value earned during the year (\$)
Baran Umut Baycan	Nil	N/A	N/A
Daniella Dimitrov	Nil	N/A	N/A
Ed Guimaraes	Nil	N/A	N/A
Barry Hildred	Nil	N/A	N/A
Ahmet Taçyildiz	Nil	N/A	N/A
Hande Taçyildiz	Nil	N/A	N/A
Hüseyin Talha Özkul	Nil	N/A	N/A
Douglas Silver	Nil	N/A	N/A
Michael Widmer	Nil	N/A	N/A

Notes:

- (1) The dollar value that would have been realized by the director if the options under the option-based award had been exercised on the vesting date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our current or former directors, executive officers or employees or those of any of our subsidiaries had any indebtedness outstanding to the Corporation or any of our subsidiaries during the fiscal year ended December 31, 2015 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the directors and executive officers of the Corporation, no “informed person” (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), any proposed nominee or any associate or affiliate of any informed person or proposed nominee, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed fiscal year or has had any such interest in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries other than as stated below.

1. Baycan Law Firm (“BLF”) is a leading law firm in Istanbul, Turkey with contact offices in Ankara and London. BLF provides expert advice related to regulatory compliance, M&A, corporate and litigation matters as well as land acquisition consultancy. The mining group of BLF is widely recognized as the leader in Turkey. The firm consists of 15 experienced lawyers with an additional five consultants from the leading universities in Turkey. BLF’s land acquisition experience includes all phases from stakeholder consultation and early legal preparatory work to title clearance and transactional close. BLF has provided these services to numerous mining companies operating in Turkey. BLF provided legal services to the Corporation on several matters in 2015 and is continuing to provide legal services in 2016. In 2015, the Corporation paid BLF approximately \$628,635 for legal services. Pursuant to an agreement regarding legal services entered into between the Corporation and BLF effective January 1, 2016, the Corporation agreed to pay BLF a monthly fee of \$37,500 plus expenses as a retainer for legal services related to the Corporation’s land acquisition program in Turkey. Fees will also be payable to BLF for legal services provided by BLF in addition to the land acquisition program. Between January 1, 2016 and May 19, 2016, the Corporation paid BLF a total of \$202,111.

There are potential conflicts of interest to which certain of the directors and officers of the Corporation may be subject in connection with the operations of the Corporation and its subsidiaries. Certain of the directors and officers of the Corporation are engaged and will continue to be engaged in other business opportunities on behalf of other corporations, and situations may arise in which such other corporations will be in direct competition with the Corporation.

MANAGEMENT CONTRACTS

No other management functions of the Corporation are performed to any substantial degree by any person or corporation other than the directors and officers of the Corporation.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

During the year ended December 31, 2015, there were no material transactions involving any interest of a director or executive officer of the Corporation, any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, or a director or executive of any of the foregoing, other than as set out in this Circular.

ADDITIONAL INFORMATION

Additional information relating to the Corporation and the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed fiscal year are available on the SEDAR website maintained by the Canadian securities regulators at www.sedar.com or by written request to the Corporation at 10 King Street East, Suite 300 Toronto, Ontario, M5C 1C3. Financial information of the Corporation is provided in the Corporation's comparative financial statements and management's discussion and analysis of financial conditions and results of operations. This information is not incorporated by reference into this management information circular.

APPROVAL BY BOARD OF DIRECTORS

The Board of the Corporation has approved the contents of this Circular and the sending of it to each director, the Shareholders and the auditor of the Corporation.

Toronto, Ontario
May 19, 2016

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Barry Hildred*"

Barry Hildred
Chairman of the Board

SCHEDULE “A”

STOCK OPTION PLAN RESOLUTION

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the amended and restated Stock Option Plan attached as Schedule “D” to the Management Information Circular of the Corporation dated April 15, 2013, subject to the review and acceptance of the TSX Venture Exchange, is hereby reapproved; and
2. any one director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such further agreements, documents and instruments and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the purpose of giving full force and effect to the provisions of this resolution, the execution and delivery by such trustee, director or officer of any such agreement, document or instrument or the doing of any such act or thing being conclusive evidence of such determination.

SCHEDULE “B”

ALDRIDGE MINERALS INC. (the “Corporation”)

AUDIT COMMITTEE CHARTER

ROLE AND PURPOSE

The purpose of this Charter is to outline the role of the Audit Committee (the “**Committee**”) and the responsibilities assigned to it by the Board of Directors (the “**Board**”) of the Corporation. The primary function of the Committee is to provide oversight and make recommendations to the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of the Corporation and reviewing the financial information to be provided to the Corporation’s shareholders and others.

The Corporation’s external auditor shall be accountable to the Committee and the Board, and the Committee shall have the authority and responsibility to nominate an external auditor, oversee the independence, qualification and performance of the external auditor and the resolution of any issues between the external auditor and management, approve the compensation of, and, where appropriate, replace the external auditor. In the course of fulfilling its specific responsibilities hereunder, the Committee shall strive to maintain open avenues of communication between the Corporation’s external auditor and the Board.

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this Charter, the Committee shall have the authority to retain special legal, accounting or other consultants or advisors to advise it, and to authorize the payment of the fees and expenses of such consultants or advisors, and may request any officer or employee of the Corporation, the members of, or consultants or advisors to assist the Committee. The Committee shall also have the authority to direct the funding by the Corporation of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have unrestricted access to personnel and information, and any resources necessary to carry out its responsibilities. In this regard, the Committee may direct internal audit personnel to particular areas for examination.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in this Charter. However, it is not the duty of the Committee to prepare financial statements, to plan or conduct audits, to determine whether the financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles (“**GAAP**”) or International Financial Reporting Standards (“**IFRS**”), as applicable, to conduct investigations, or to assure compliance with laws and regulations or the Corporation’s internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor, as the case may be.

COMPOSITION OF THE COMMITTEE AND MEETINGS

- 1) The Committee must be constituted as required under National Instrument 52-110 – *Audit Committees*, as it may be amended or replaced from time to time (“**NI 52-110**”) and must be composed of not less than three directors of the Corporation.
- 2) All members of the Committee must (except to the extent permitted by NI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements).
- 3) At least one member of the Committee shall have accounting or related financial experience as determined in accordance with applicable securities laws and stock exchange or quotation system rules (collectively, the “**Regulatory Requirements**”), which must involve: (1) an understanding of the accounting principles

used by the Corporation to prepare its financial statements; (2) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (3) experience in the preparation, auditing, analyzing or evaluating financial statements that present a breadth and complexity of issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; (4) an understanding of internal controls and procedures for financial reporting; and (5) an understanding of audit committee functions.

- 4) Each member of the Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment.
- 5) Any member may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by election from among the Board at any regular or special meeting. If an whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.
- 6) New members will participate in such training and orientation as may be deemed by the Board to be necessary or appropriate in the circumstances.
- 7) The Committee shall meet at least quarterly on such dates and at such times and places as determined by the Chair of the Committee. The Chair or any other member of the Committee may call additional meetings as required or appropriate.
- 8) The Board shall appoint a Chair of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside by a majority of the members of the Committee present at such meeting.
- 9) At any meeting of the Committee, a quorum will be not less than a majority of its members.
- 10) The Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee. The Chair of the Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Corporation with senior employees, officers and the external auditor or the Corporation, and others as they consider appropriate.
- 11) The Committee shall also meet separately from time to time with the Corporation's management, internal auditors and external auditors.
- 12) The Board shall be kept informed of the Committee's activities by a report from the Chair of the Committee following each Committee meeting.
- 13) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee. Each of the Chair of the Board and the external auditor, and the President, the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Corporation, shall be entitled to request that any member of the Committee call a meeting.
- 14) The Committee shall determine any desired agenda items.

- 15) At least annually the Committee will perform a self-evaluation to: (1) determine the Committee's effectiveness; (2) evaluate Committee succession plans related to Committee membership; and (3) review and assess the adequacy of this Charter and, if required, recommend changes to the Board.

RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee's responsibilities shall include:

Financial Statements and Other Financial Disclosure

- 16) Discuss and review with management major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles and use of material estimates and judgement in preparing the financial statements. This will also include a review of analyses prepared by management setting forth the impact of alternative GAAP methods and their impact on the financial statements.
- 17) Discuss and review with management and the external auditors the Corporation's annual audited financial statements, notes to the financial statements, annual Management's Discussion and Analysis ("MD&A") and other related documents prior to their filing or distribution, including consideration of:
 - (a) Accounting principles, practices and significant management estimates and judgments.
 - (b) The external auditors' examination of the financial statements and their audit report.
 - (c) Policies and practices with respect to off-balance sheet transactions and trading and hedging activities.
- 18) Discuss and review with management and the external auditors any significant changes required in the external auditors' audit plan, any material issues or disputes encountered by the external auditors during the course of the audit and any other matters related to the conduct of the audit.
- 19) Based on discussions with management and the external auditors, review and formally recommend approval by the Board, as appropriate, of the Corporation's annual audited financial statements, MD&A and other significant public financial disclosure contained in the Corporation's Annual Information Form, if applicable, and Management Information Circular, prior to public disclosure.
- 20) Based on discussion with management and the external auditors, review and formally recommend approval by the Board, as appropriate, of the Corporation's quarterly unaudited financial statements, MD&A and other related documents, prior to public disclosure.
- 21) Review and discuss with management other financial filings and disclosure, including press releases discussing earnings results or prospective earnings results, earnings guidance or pro forma or non-GAAP information, contained in any filings with the securities regulators or news releases or materials provided to analysts or rating agencies, prior to public disclosure.
- 22) Review and discuss with management and the external auditors where appropriate, the following financial documents and reports prior to public disclosure:
 - (a) all certifications that may be made by the Chief Executive Officer and the Chief Financial Officer of the Corporation on the annual or quarterly financial results, disclosure controls and procedures and internal controls over financial reporting;
 - (b) any legal, tax or regulatory matters that may have a material impact on the Corporation's or any of its subsidiaries' operations and financial statements; and

- (c) any financial information contained in any prospectus, information circular or other disclosure documents or regulatory filings containing financial information of the Corporation or any of its subsidiaries.
- 23) The Committee will ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and will periodically assess the adequacy of those procedures.
- 24) The Committee will oversee any auditing or accounting reviews or similar procedures or investigations.
- 25) The Committee will review, as appropriate, any report required by the appropriate regulatory authority to be included in the annual management information circular related to the matters covered by this Charter including the disclosure of the external auditors' services and fees, Committee members and their qualifications and activities of the Committee.
- 26) The Committee will, if necessary, launch special investigations with full access to books, records, facilities and personnel of the Corporation and its subsidiaries.

External Auditors

- 27) The Committee will discuss with the external auditors and then approve the audit plan, scope, responsibilities, budget, staffing, the objectives, coordination, reliance upon Management, general audit approach, the responsibilities of management and the external auditors and timing.
- 28) Subject to applicable Regulatory Requirements and rights of shareholders, assume direct responsibility for the appointment, compensation, retention and oversight of the performance of the external auditors (including the resolution of any disagreements between management and the external auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing any other audit, review or test or permitted non-audit services for the Corporation. The external auditors shall report directly to the Committee.
- 29) Review and approve the services to be provided by the external auditors to the Corporation or any of its subsidiaries, whether audit or non-audit related, (including the fees and terms thereof), prior to the commencement of such services (with the exception of *de minimus* non-audit services described under applicable Regulatory Requirements which are approved by the Committee prior to the completion of the audit). The Committee may delegate to one of its members the approval of non-audit services. In such instances, the items approved will be reported to the Committee at its next scheduled meeting following such pre-approval.
- 30) Identify categories of non-audit services that the external auditors must not provide to the Corporation or any of its subsidiaries.
- 31) Review and evaluate the external auditors' engagement letter and estimated and final compensation for audit and non-audit services.
- 32) Meet regularly with the external auditors (independent of management), either at the request of the external auditors or on the Committee's own initiative, to consider matters that the external auditors believe should be discussed privately with the Committee.
- 33) Receive all material written communications between the external auditors and management including the management letter and schedule of unadjusted differences.
- 34) Review and discuss with the external auditors:
 - (a) Critical accounting policies and practices followed by the Corporation.

- (b) All alternative treatments within GAAP and/or IFRS, as applicable, that have been discussed with management, including the ramifications of each alternative disclosure and treatment and the treatment preferred by the external auditors.
 - (c) Other material written communications between the external auditors and management.
 - (d) Any audit problems or difficulties with management's response.
- 35) Consider and review with the external auditors and management:
- (a) Significant findings during the year and management's responses thereto.
 - (b) Difficulties encountered in the course of audits, including any restrictions on the scope of their work or access to required information.
 - (c) Any disagreements between the external auditors and management during the course of the audit, including any restrictions on the scope of their work or access to required information.
 - (d) Proposed changes in accounting standards, policies or practices and the impact of such changes on the Corporation's financial reporting practices.
 - (e) Planned changes in the external auditors' audit plan.
 - (f) Significant risks or exposures identified by management or the external auditors and assess the steps management has taken to minimize such risks to the Corporation.
- 36) Review and discuss with the external auditors all relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to assess the external auditors' independence, including, without limitation, (i) ensuring the receipt of and reviewing a written statement from the external auditors describing all relationships that may reasonably be thought to bear on the independence of the external auditors, (ii) discussing any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors, (iii) the rotation of the partners assigned in accordance with applicable laws and professional standards, the internal quality control findings of the external auditors' firm and peer reviews, and (iv) recommending that the Board take appropriate action in response to such review to satisfy itself of the external auditors' independence.
- 37) Removal of the external auditors if circumstances warrant, after due diligence inquiry and discussion with the external auditors.
- 38) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Corporation's current and former external auditors.

Internal Controls Over Financial Reporting

- 39) Review with management the effectiveness of the Corporation's system of internal controls for identifying and managing principal business risks, steps taken to address significant risks and exposures of all types, including insurance and tax compliance.
- 40) Meet on a periodic basis separately with the members of management responsible for internal controls.
- 41) Review with the external auditors the external auditors' report or attestation regarding the Corporation's internal controls over financial reporting.
- 42) Review any extraordinary or unusual transactions or payments which come to the attention of the Committee, including related party transactions between the Corporation or any of its subsidiaries and any

officers, directors or associates of any officers or directors, which transactions shall be subject to Committee approval.

- 43) Review annually the amounts and types of expenses of the Corporation's executive officers including their use of corporate assets and the results of the external auditors' review of such expenses.
- 44) Establish procedures for the receipt and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including a procedure for the confidential and anonymous submission of complaints and concerns by employees of the Corporation regarding questionable accounting or auditing matters as required under applicable Regulatory Requirements.

Other Matters

- 45) Review any legal or regulatory matters, including correspondence with regulators and governmental agencies that may have a material impact on the Corporation's financial statements or other financial disclosure.
- 46) Conduct an annual review and assessment of the adequacy of this Charter and the functioning of the Committee and, if necessary, make recommendations to the Board as to proposed changes to this Charter.
- 47) The Committee is authorized to communicate directly with the external (and, if applicable, internal) auditors as it sees fit.
- 48) The Committee will participate in the appointment, promotion or dismissal of the Chief Financial Officer and/or Controller and help determine his or her qualifications, access and compensation.
- 49) To identify the risks inherent in the business of the Corporation and to review and approve management's risk philosophy and risk management policies necessary to address as much as reasonably possible those identified risks.
- 50) To review periodically, but at least annually, management reports demonstrating compliance with risk management policies and confirm annually that management has taken reasonable steps to ensure compliance with standards.
- 51) Nothing contained in this Charter is intended to make the Committee liable for any non-compliance by the Corporation with applicable laws or regulations.

The Committee may, in its sole discretion, delegate all or a portion of its responsibilities to subcommittee made up of members of the Committee.