



**NOTICE OF MEETING  
INFORMATION CIRCULAR  
FOR THE  
ANNUAL GENERAL MEETING  
OF  
AMERIGO RESOURCES LTD.**

to be held on  
**May 6, 2014**

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

TAKE NOTICE that the 2014 Annual General Meeting (the "Meeting") of the shareholders of **AMERIGO RESOURCES LTD.** (the "Company") will be held at Suite 1950 – 400 Burrard Street, Vancouver, British Columbia, on Tuesday May 6, 2014 at 11:00 in the morning (Vancouver time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2013, together with the report of the auditors thereon;
2. to appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year, and to authorize the directors to fix their remuneration;
3. to determine the number of directors at eight (8) and to elect directors of the Company;
4. to transact any other business that may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice are an Information Circular, forms of Proxy and VIF and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting or any adjournment thereof in person, please read the Notes accompanying the form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting. Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of March, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

A handwritten signature in black ink, appearing to read 'Klaus Zeitler', is written over a light-colored rectangular background.

Klaus Zeitler  
Chairman

## INFORMATION CIRCULAR FOR ANNUAL GENERAL MEETING

(As at March 28, 2014, except as indicated)

### GENERAL PROXY INFORMATION

#### SOLICITATION OF PROXIES

Amerigo Resources Ltd. (the "*Company*") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies (a "*Proxy*" or "*Proxies*") for use at the Annual General Meeting (the "*Meeting*") of the Company to be held on May 6, 2014, and at any adjournments thereof. Unless the context otherwise requires, when we refer in this Information Circular to the Company, also included are all companies in which the Company holds direct and indirect interests.

The solicitation of Proxies will be primarily by mail, but Proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. In accordance with National Instrument 54-101 of the Canadian Securities Administrators ("*NI 54-101*"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares without par value in the capital of the Company (the "*Shares*") held of record by such persons, and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

#### APPOINTMENT OF PROXYHOLDERS

A shareholder entitled to vote at the Meeting may by means of a Proxy appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf. The only methods by which a shareholder may appoint a person as proxyholder are by submitting a Proxy by mail, fax, hand delivery, phone or by way of the Internet, as set out in the accompanying form of Proxy.

The individuals named in the accompanying form of Proxy are directors and/or officers of the Company. **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.** Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's Shares are to be voted. In any case, the form of Proxy should be dated and executed by the shareholder or his/her attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.

#### PROXY INSTRUCTIONS

Only shareholders whose names appear on the records of the Company as the registered holders of Shares or duly appointed proxyholders are permitted to vote at the Meeting. Registered shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered shareholders may vote by Proxy. Registered Shareholders who wish to vote by Proxy must complete, date and sign the form of Proxy and return it by mail, fax, hand delivery, phone or by way of the Internet to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 Fax: Within North America: 1-866-249-7775 Outside North America: (416) 263-9524; Phone: 1-866-732-8683; Internet: [www.investorvote.com](http://www.investorvote.com), not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or the adjournment thereof at which the Proxy is to be used.

## REVOCABILITY OF PROXIES

In addition to revocation in any other manner permitted by law, a shareholder who has given a Proxy may revoke it by either executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or the shareholder's authorized attorney in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized; and by depositing (a) the Proxy bearing a later date with Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or the adjournment thereof at which the Proxy is to be used; or (b) the notice of revocation at the registered office of the Company, Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a Proxy may be revoked by the shareholder personally attending the Meeting and voting the shareholder's shares. A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

## EXERCISE OF DISCRETION

On a poll, the nominees named in the accompanying form of Proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for and, if the security holder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **The Proxy will confer discretionary authority on the nominees named therein with respect to each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of directors, any amendment to or variation of any matter identified therein and any other matter that properly comes before the Meeting.**

**In respect of a matter for which a choice is not specified in the Proxy, the nominees named in the accompanying form of Proxy will vote Shares represented by the Proxy in favor of the matters specified in the Notice of Meeting and in favor of all other matters proposed by management at the Meeting.**

As of the date of this Information Circular management of the Company knows of no amendment, variation or other matter that may come before the Meeting but, if any amendment, variation or other matter properly comes before the Meeting, each nominee in the accompanying form of Proxy intends to vote thereon in accordance with the nominee's best judgment.

## BENEFICIAL (NON-REGISTERED) SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular, collectively, as "*Beneficial Shareholders*") should note that only Proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited; and which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of Proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial

Solutions, Inc. ("*Broadridge*", formerly ADP Investor Communications Services) in the United States and in Canada. Broadridge typically prepares its own voting instruction forms, mails those forms to the Beneficial Shareholders and requests the Beneficial Shareholders return the voting instruction forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. That voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. **Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.** Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal Proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

#### **RECORD DATE AND VOTING SECURITIES**

The Company has set the close of business on March 28, 2014 as the record date (the "*Record Date*") for determination of persons entitled to receive notice of the Meeting. Only the registered holders of Shares, and those beneficial holders entitled to receive notice pursuant to NI 54-101 through their intermediaries, as at that date, are entitled to receive notice of and to vote at the Meeting, unless after that date a shareholder of record transfers his or her Shares and the transferee, upon producing properly endorsed certificates evidencing such Shares or otherwise establishing that he or she owns such Shares, requests by contacting Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, at least 10 calendar days prior to the Meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee will be entitled to vote such Shares at the Meeting.

#### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Shares, of which 172,640,344 Shares are issued and outstanding as at the date hereof. Persons who are registered shareholders at the close of business on March 28, 2014 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, only the following shareholders beneficially own, control or direct, directly or indirectly, Shares carrying 10% or more of the voting rights attached to any class of voting securities of the Company:

<b>Shareholder Name</b>	<b>Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</b>	<b>Percentage of Outstanding Shares</b>
Ross J. Beaty	30,093,500 <sup>(1)</sup>	17.43
Geologic Resource Partners LLC	18,358,500	10.63
The Rule Family Trust	18,167,800	10.52

<sup>(1)</sup> Of these shares, 30,043,500 are held through Mr. Beaty's wholly-owned company, Kestrel Holdings Ltd.

## ELECTION OF DIRECTORS

The following table sets out the names of management's nominees for election as directors, their province and country of residence, their principal occupations, the date each first became a director of the Company, and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof. The table also sets out the members of the Company's Audit, Compensation and Nominating Committees. All directors are members of the Corporate Governance Committee. Management does not contemplate that any of these nominees will be unable to serve as a director.

Name, Province and Country of Residence and Position <sup>(1)</sup>	Principal occupation or employment and, if not a previously elected director, occupation during the past 5 years <sup>(1)</sup>	Date of appointment/election as a Director	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed <sup>(2)</sup>
Klaus Zeitler <sup>(3)(4)</sup> British Columbia, Canada Chairman & CEO	Businessman, Chairman and CEO of the Company	April 1, 2003	3,933,751 <sup>(5)</sup> common shares, or 2.28%
Robert Gayton <sup>(6)</sup> British Columbia, Canada	Chartered Accountant and financial consultant	August 5, 2004	30,000 common shares, or 0.02%
Ruston Goepel <sup>(7)(8)</sup> British Columbia, Canada	Senior Vice President of Raymond James Ltd.	August 5, 2004	125,000 common shares, or 0.07%
Sidney Robinson <sup>(6)(7)</sup> Ontario, Canada	Corporate Director	May 8, 2003	653,000 common shares, or 0.38%
Miguel Grau <sup>(8)</sup> Lima, Peru	Corporate Lawyer with Estudio Grau; Consultant to foreign investors with respect to natural resources projects in Peru	May 9, 2011	Nil
Alberto Salas <sup>(7)</sup> Santiago, Chile	Mining entrepreneur, university professor, consultant, manager and senior executive or director of several mining companies; President and director of Sonami and Enami, Chile	May 9, 2011	Nil
Geoff Castle <sup>(7)(8)</sup> British Columbia, Canada	Manager, Group Investments with Kestrel Holdings Ltd.; Manages a proprietary investment fund for Vancouver-based Merlin Pacific Capital Corp	June 4, 2012	Nil
George Ireland <sup>(6)</sup> Boston, Massachusetts	Founder and portfolio manager of Geologic Resource Partners LLC	June 4, 2012	18,358,500 <sup>(9)</sup> common shares, or 10.63%

- (1) The information as to country and province of residence, and principal occupation, not being within the knowledge of the Company, has been furnished by the nominee.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at March 28, 2014, based upon information furnished to the Company by the individual director. Unless otherwise indicated, such Shares are held directly.
- (3) CEO since December 8, 2010.
- (4) Chairman since October 1, 2013
- (5) 1,925,001 owned indirectly.
- (6) Member of the audit committee.
- (7) Member of the compensation committee.
- (8) Member of the nominating committee.
- (9) These shares are owned by Geologic Resource Partners LLC and are under the control of Mr. Ireland.

Robert Gayton was a director and an officer of Newcastle Silver Mines Ltd. (now known as Southern Silver Exploration Corp.) at the date of a Cease Trade Order issued by the Alberta Securities Commission on October 23, 2003 for failure to file financial statements. The order was revoked on March 25, 2004.

Other than as set out above, to the knowledge of the Company no director or proposed director (or any of their personal holding companies):

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
  - (i) was the subject, while the proposed director was in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

See Schedule A - Corporate Governance Practices for information in respect of directorships in other reporting issuers held by the directors of the Company.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Compensation Committee**

The Compensation Committee of the Board has the following responsibilities:

- reviewing and approving the corporate and individual goals and objectives relevant to senior management's compensation, evaluating performance, and setting compensation levels based upon this evaluation;
- reviewing the recommendations of senior management with respect to compensation of other management members, and for fixing their compensation, including annual bonuses and the granting of stock options under the Company's stock option plan;
- reviewing executive compensation disclosure before the Company publicly discloses this information; and

- reviewing compensation policies and proposals with reference to industry sectors and markets in which the Company operates.

The Compensation Committee members are independent directors Sidney Robinson (Chairman), Geoff Castle, Alberto Salas and Ruston Goepel. Meetings of the Committee are documented in the form of meeting minutes. In establishing policies covering compensation, including annual bonuses and stock option grants, the Compensation Committee takes into consideration the recommendations of senior management, advice of independent consultants when retained and industry standards.

### **Objectives of Executive Compensation**

The Compensation Committee endeavors to ensure that the Company's compensation policies:

- attract and retain highly qualified and experienced executives and managers;
- recognize and reward contribution to the success of the Company as measured by the accomplishment of specific performance objectives; and
- ensure that a significant proportion of compensation is at risk and directly linked to the success of the Company.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy.

### **Analysis of Elements**

The principal elements of executive officers' compensation consist of the following: base salary, long-term incentive awards (stock options), and annual performance bonuses. These elements, described below in more detail, are designed to reward corporate and individual performance. Corporate performance is generally measured relative to operational objectives and corporate values. Individual performance is evaluated based on individual expertise, leadership, ethics, and achievement of personal performance goals and commitments. The Compensation Committee considers management's goals and objectives for each year, particularly with respect to bonus considerations, and believes that accomplishment of such goals is in the best interests of the Company as well as management, as they take into account not only revenues, costs and profitability in the short term, but also long term elements such as capital expenditures and future expansion plans.

### **Benchmarking**

In March 2008 the Company retained the services of Coopers Consulting Ltd. ("CCL") to provide specific support on management compensation as well as director compensation, including surveys of market practices and a technical analysis of this information relative to the Company's compensation plans and practices. During 2010 the Compensation Committee again retained the services of CCL, this time to provide the Committee with up to date data concerning termination payments on change in control and for reasons other than for cause. In October 2010 CCL provided the Committee with its opinion on industry standard termination provisions and, from this analysis, the Committee determined that arrangements with management were below industry standard at that time and should be amended. Although the Committee agreed this matter was to be dealt with on an expedited basis, its final determination was postponed. During 2011 management provided to the Compensation Committee a memorandum containing an extensive analysis of change in control and termination provisions based on data compiled from in excess of 20 comparable companies in the mining industry, which reached very similar conclusions as that of the October 2010 CCL Opinion. In early 2012 the Compensation Committee also commissioned an opinion from the Company's solicitors, whose opinion by way of letter dated February 7, 2012 confirmed contemplated changes to the termination provisions in management contracts were in line with industry standards. The 2008 CCL survey was also updated at this time and a number of companies added, as many of the companies referred to in the original report were no longer in existence. The updated survey included the following companies which were considered comparable to the Company in terms of market capitalization, activity and development stage, and contains data available in respect of the 2010 calendar year:

Blackstone Ventures Inc.

North American Palladium Ltd.



Cardero Resource Corp.  
Andina Minerals Inc.  
Aura Minerals Inc.  
Claude Resources Inc.  
Crocodile Gold Corp.  
Golden Star Resources Ltd.  
Eastern Platinum Limited  
ECU Silver Mining Inc.  
Forsys Metals Corp  
Gold-Ore Resources Ltd.  
Jaguar Mining Inc.  
Taseko Mines Limited

Alexis Minerals Corporation  
Augusta Resource Corporation  
Carpathian Gold Inc.  
Copper Mountain Mining Corp  
Crystallex International Corp  
General Moly Inc.  
Ivernia Inc.  
Mercator Minerals Ltd.  
Golden Predator Corp.  
International Minerals Corp  
ShoreGold Inc.  
St Andrew Goldfields Ltd.

Finally, during its compensation considerations during Q1-2014, the Compensation Committee also reviewed a report prepared for the Company by Mercer (Canada) Limited dated February 19, 2014 entitled "Executive Compensation Trends", which contains a high level overview of key executive compensation trends within the mining industry in Canada.

### **Base Compensation**

Base compensation is normally reviewed in the first quarter of each year and adjustments are made retroactive to January 1 of that year. The Compensation Committee determines base compensation adjustments for management taking into account industry compensation surveys, the Company's financial performance, inflation rates and general economic conditions. The Compensation Committee also takes into consideration recommendations from senior management with respect to compensation for other members of management.

In Q1-2013, the Compensation Committee accepted the recommendations of senior management and, effective January 1, 2013, the annual compensation payable by the Company and MVC to Zeitler Holdings Corp. (of which Dr. Zeitler, the Company's Chairman and CEO, is principal), was increased from \$380,000 to \$395,000, the annual compensation payable by the Company to each of Delphis Financial Strategies Inc. (of which Ms. Davidson, the Company's CFO, is principal) and Michael J. Kuta Law Corporation (of which Michael Kuta, the Company's General Counsel, is principal), was increased from \$160,000 to \$166,000, and the salary payable by the Company to Robert Henderson, the Company's President & COO, was increased from \$240,000 to \$250,000. Effective January 1, 2014, the annual compensation payable by the Company and MVC to Zeitler Holdings Corp. was decreased to \$360,000, and that paid to each of Delphis Financial Strategies Inc. and Michael J. Kuta Law Corporation was increased to \$170,000. The salary payable by the Company to Mr. Henderson remained unchanged at \$250,000. MVC also began paying annual fees in the amount of US\$36,000 to each of Zeitler Holdings Corp., Delphis Financial Strategies Inc. and Robert Henderson.

### **Bonus Consideration**

The Compensation Committee reviews management performance in light of corporate and individual goals and uses that review to assist in the determination of the payment of bonuses, if any, in respect of each year. The Compensation Committee retains discretion over this determination and, depending on its view of other relevant circumstances in each year, may decide to modify any bonus payment whether goals and objectives are met in a particular year. Goals and objectives include: (1) percentage increase in production; (2) keeping operating costs within budget; (3) keeping capital expenditures within budget; and (4) attaining operating cash flow targets, all of which account for the majority of the target bonus. Other targets relate specifically to the Company's business and competitive strategy or are in relation to key business partners and other stakeholders, and are therefore not disclosed publicly as management believes to do so could prove prejudicial to the Company's interests.

Although the Company set records in 2012 for annual revenues and copper and molybdenum production, it also recorded a net loss of US\$8.2 million for the year. As a result, in its meeting during Q1-2013 the Compensation Committee decided that it was appropriate for the Company to pay bonuses in respect of 2012 which were at the lower end of target for each member of management. Although the Company's financial results did not meet target levels for the year, the Committee took into the account the fact that

there were a several mitigating factors which were beyond management's control and that adversely affected the Company's operating costs, including the one-time payment by MVC of \$4.6 million in bonuses on the signing of a new 4 year union agreement and higher extraction costs and lower metal recoveries in the Colihues tailings pond due to extremely difficult mining conditions encountered during the latter part of the year.

### **Stock Options**

The Company grants share purchase options pursuant to the Plan in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. To date the Plan has been the sole long term component of management compensation, and has helped to ensure that a major part of management's compensation is closely aligned with shareholder interests.

In determining the overall number of options to be granted each year, the Compensation Committee reviews the number of options outstanding compared to peer group companies and the total compensation package for management and directors in the year.

Stock options were not granted in 2013 as the Company was in a Blackout period in accordance with the terms of its Insider Trading Policy for all of 2013.

### **Summary Compensation Table**

The following table (presented in accordance with National Instrument Form 51-102F6 - *Statement of Executive Compensation* which came into force on December 31, 2008 ("*Form 51-102F6*")) sets forth all annual and long term compensation for services in all capacities to the Company for the most recently completed financial year of the Company (to the extent required by Form 51-102F6) in respect of each Named Executive Officer ("NEO"), as defined in Form 51-102F6. For the purposes of Form 51-102F6, NEO means a CEO, a CFO, each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, and each individual who would be an NEO but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year. Mr. Steven Dean was considered to be a NEO of the Company until December 8, 2010.

**Summary Compensation Table  
for financial years ending on December 31, 2011, 2012 and 2013**

Name and Principal Position	Year <sup>(1)</sup>	Salary (\$)	Option-Based Awards <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)		All Other Compensation (\$)		Total Compensation (\$)
				Annual Incentive Plans	Long-term Incentive Plans	Annual Fees	Annual Bonus <sup>(3)</sup>	
Steven G. Dean <sup>(4)</sup> Former Chairman & Director	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	312,695 <sup>(5)</sup>	199,670 <sup>(5)</sup>	507,365
Klaus M. Zeitler <sup>(6)(7)</sup> Chairman, CEO & Director	2013	Nil	Nil	Nil	Nil	395,000 <sup>(8)</sup>	200,000 <sup>(8)</sup>	595,000
	2012	Nil	242,631	Nil	Nil	380,000 <sup>(8)</sup>	104,500 <sup>(8)</sup>	727,131
	2011	Nil	428,793	Nil	Nil	380,000 <sup>(8)</sup>	270,000 <sup>(8)</sup>	1,078,793
Aurora G. Davidson CFO	2013	Nil	Nil	Nil	Nil	166,000 <sup>(9)</sup>	40,000 <sup>(9)</sup>	206,000
	2012	Nil	121,316	Nil	Nil	160,000 <sup>(9)</sup>	10,000 <sup>(9)</sup>	291,316
	2011	Nil	214,396	Nil	Nil	110,000 <sup>(9)</sup>	89,167 <sup>(9)</sup>	413,563
Michael J. Kuta General Counsel and Corporate Secretary	2013	Nil	Nil	Nil	Nil	166,000 <sup>(10)</sup>	20,000 <sup>(10)</sup>	186,000
	2012	Nil	121,316	Nil	Nil	160,000 <sup>(10)</sup>	11,000 <sup>(10)</sup>	292,316
	2011	Nil	214,396	Nil	Nil	132,000 <sup>(10)</sup>	80,000 <sup>(10)</sup>	426,396
Robert D. Henderson <sup>(11)(12)</sup> President & COO	2013	250,000	Nil	Nil	Nil	Nil	60,000	310,000
	2012	139,048	72,064	Nil	Nil	Nil	Nil	211,111
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Fiscal year ending December 31.

(2) Value of stock options granted during the year. Please see Incentive Plan Awards: Value vested or earned during the year, below, for details of stock option grants to NEOs.

(3) Bonuses paid in each year are in respect of performance for the prior financial year.

(4) Mr. Dean was Executive Chairman and until December 8, 2010.

(5) Paid to Sirocco Advisory Services Limited, a company controlled by Mr. Dean, on the termination of an agreement with the Company made as of January 1, 2008.

(6) Dr. Zeitler became CEO on December 8, 2010.

(7) Dr. Zeitler became Chairman on October 1, 2013.

(8) Paid to Zeitler Holdings Corp., a company owned by Dr. Zeitler and an associate of Dr. Zeitler, pursuant to an agreement made as of January 1, 2008, and amended as of January 1, 2012. See the section herein entitled "Termination and Change of Control Benefits".

(9) Paid to Delphis Financial Strategies Inc. of which Ms. Davidson is the principal, pursuant to an agreement made as of January 1, 2008, and amended as of January 1, 2012. See the section herein entitled "Termination and Change of Control Benefits".

(10) Paid to Michael J. Kuta Law Corporation of which Mr. Kuta is the principal, pursuant to an agreement made as of January 1, 2008, and amended as of January 1, 2012. See the section herein entitled "Termination and Change of Control Benefits".

(11) Mr. Henderson became COO on June 4, 2012.

(12) Mr. Henderson became President on October 1, 2013.

**Incentive Plan Awards: Value vested or earned during the year**

Stock options were not granted nor did any vest to any of the NEOs during 2013.

Name	Option-Based Awards - Value Vested During The Year (\$) <sup>(1)</sup>	Share-Based Awards - Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)
Klaus M. Zeitler	Nil	Nil	Nil
Aurora G. Davidson	Nil	Nil	Nil

Name	Option-Based Awards - Value Vested During The Year (\$) <sup>(1)</sup>	Share-Based Awards - Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)
Michael J. Kuta	Nil	Nil	Nil
Robert D. Henderson	Nil	Nil	Nil

### Incentive Plan Awards: Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding as of December 31, 2013 under incentive plans of the Company pursuant to which compensation depends on achieving certain performance goals or similar conditions within a specified period, at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the NEOs.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value <sup>(1)</sup> of Unexercised In-The-Money Options (\$)	Number of Shares Or Units Of Shares That Have Not Vested (#)	Market or Payout Value <sup>(1)</sup> Of Share-Based Awards That Have Not Vested (\$)
Klaus M. Zeitler	800,000	0.70	March 4, 2015	Nil	Nil	N/A
	800,000	1.32	March 2, 2016	Nil	Nil	N/A
	800,000	0.77	March 7, 2017	Nil	Nil	N/A
Aurora G. Davidson	400,000	0.70	March 4, 2015	Nil	Nil	N/A
	400,000	1.32	March 2, 2016	Nil	Nil	N/A
	400,000	0.77	March 7, 2017	Nil	Nil	N/A
Michael J. Kuta	250,000	0.31	March 27, 2014 <sup>(2)</sup>	22,500	Nil	N/A
	400,000	0.70	March 4, 2015	Nil	Nil	N/A
	400,000	1.32	March 2, 2016	Nil	Nil	N/A
	400,000	0.77	March 7, 2017	Nil	Nil	N/A
Robert D. Henderson	700,000	0.53	June 5, 2017	Nil	Nil	N/A

(1) Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at financial year-end and the exercise price of the options. The closing price for the Company's shares on December 31, 2013 was \$0.40.

(2) The original expiry date for these options occurred during a Blackout Period imposed in accordance with the Company's Insider Trading Policy and, in accordance with the provisions of the Company's Stock Option Plan, is being "extended to the date which is 10 business days after such date on which the Blackout Period ends". As of the date of this Information Circular it is not known when this Blackout Period will end and, consequently, the extended expiry date of these options is also not known.

### Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement. The Company does not have a deferred compensation plan.

### Termination and Change of Control Benefits

The Company does not have employment contracts with any NEOs, and does not have any contract, agreement, plan or arrangement that provides for payments to its NEOs at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEOs' responsibilities, except as set out below.

Pursuant to a consulting services agreement (the "MVC Agreement") made as of January 1, 2012 between the Company's subsidiary, Minera Valle Central, S.A. ("MVC"), and Zeitler Holdings Corp.

("ZHC", a company of which Dr. Zeitler is the principal), MVC agreed to pay to ZHC a fee of US\$13,000 per month (the "MVC Monthly Fee") or US\$156,000 per year (the "MVC Fee"), subject to review annually. If MVC terminates the MVC Agreement other than for cause, or if ZHC terminates the MVC Agreement within 12 months following a "change of control" of the Company (as defined in the MVC Agreement), MVC is required to pay to ZHC the total of (i) two times the MVC Fee then in effect; and (ii) the amount obtained when the MVC Monthly Fee is multiplied by the number of fully completed years of service ZHC has provided to MVC, up to a maximum of 12 times the Monthly Fee.

Pursuant to a consulting services agreement (the "ZHC Agreement") made as of January 1, 2012 between the Company and ZHC, the Company agreed to pay to ZHC an annual fee of \$380,000 (the "Total Fee") less the amount of the MVC Fee (the "ZHC Fee"), subject to review annually, with provision for an annual bonus, if any, to be determined by the Company's Compensation Committee. The bonus is based upon the Company meeting key criteria each year, as mutually agreed, including business growth targets and budget requirements, and other key corporate milestones, and the target bonus in each year is equal to 100% of the Total Fee (the "ZHC Target Bonus"). If the Company terminates the ZHC Agreement other than for cause, or if ZHC terminates the ZHC Agreement within 12 months following a "change of control" of the Company (as defined in the ZHC Agreement), the Company is required to pay to ZHC the total of: (i) two times the ZHC Fee then in effect; (ii) the amount obtained when one-twelfth of the ZHC Fee is multiplied by the number (up to a maximum of 12) of fully completed years of service ZHC has provided to the Company; and (iii) two times the ZHC Target Bonus then in effect.

Pursuant to the terms of a consulting services agreement (the "Delphis Agreement") made as of January 1, 2012 between the Company and Delphis Financial Strategies Inc. ("Delphis", a company of which Ms. Davidson is the principal), the Company agreed to pay to Delphis an annual fee of \$160,000 (the "Delphis Fee"), subject to review annually, in equal monthly installments with provision for an annual bonus, if any, to be determined by Amerigo's Compensation Committee. The bonus is based upon the Company and Delphis meeting key criteria each year, as mutually agreed between Delphis and the Company, and the target bonus in each year is equal to 100% of the Delphis Fee (the "Delphis Target Bonus"). If the Company terminates the Delphis Agreement other than for cause, or if Delphis terminates the Delphis Agreement for "good reason" within 12 months following a "change of control" of the Company (both as defined in the Delphis Agreement), the Company is required to pay to Delphis the total of: (i) 1.5 times the Delphis Fee then in effect; (ii) the amount obtained when one-twelfth of the Delphis Fee is multiplied by the number of fully completed years of service Delphis has provided to the Company, up to a maximum of 6 times the Monthly Fee; and (iii) two times the Delphis Target Bonus then in effect.

Pursuant to a consulting services agreement (the "MJK Agreement") made as of January 1, 2012 between the Company and Michael J. Kuta Law Corporation ("MJK Law", a company of which Mr. Kuta is the principal), the Company agreed to pay to MJK Law an annual fee of \$160,000 (the "MJK Fee"), subject to review annually, in equal monthly installments with provision for an annual bonus, if any, to be determined by Amerigo's Compensation Committee. The bonus is based upon the Company and MJK Law meeting key criteria each year, as mutually agreed between MJK Law and the Company, and the target bonus in each year is equal to 100% of the MJK Fee (the "MJK Target Bonus"). If the Company terminates the MJK Agreement other than for cause, or if MJK Law terminates the MJK Agreement for "good reason" within 12 months following a "change of control" of the Company (both as defined in the MJK Agreement), the Company is required to pay to MJK Law the total of: (i) 1.5 times the MJK Fee then in effect; (ii) the amount obtained when one-twelfth of the MJK Fee is multiplied by the number of fully completed years of service MJK Law has provided to the Company, up to a maximum of 6 times the Monthly Fee; and (iii) two times the MJK Target Bonus then in effect.

Pursuant to an employment agreement (the "RH Agreement") made as of June 4, 2012 between the Company and Rob Henderson, the Company agreed to pay to Mr. Henderson an annual salary of \$240,000 (the "Salary"), subject to review annually, with provision for an annual bonus, if any, to be determined by Amerigo's Compensation Committee. The bonus is based upon the Company and Mr. Henderson meeting key criteria each year, as mutually agreed between Mr. Henderson and the Company, and the target bonus in each year is equal to 80% of the Salary (the "Target Bonus"). If the Company terminates the RH Agreement within the 12 month period following a "change of control" of the Company (as defined in the RH Agreement), the Company is required to pay to Mr. Henderson the total of: (i) all amounts owing in respect of salary and bonus pursuant to the RH Agreement to the termination date; (ii) 2 times the Salary then in effect; and (iii) two times the Target Bonus then in effect.

All amounts referred to above are exclusive of applicable taxes.

For the purposes of the agreements referred to above, a "change of control" will be evidenced by the election or appointment of a majority of new directors of the Company or the acquisition by any person or by any person and such person's affiliates or associates, as such terms are defined in the Securities Act (British Columbia), and whether directly or indirectly, of common shares of the Company which, when added to all other common shares of the Company at the time held by such person and such person's affiliates and associates, totals for the first time, fifty (50%) percent or more of the outstanding common shares of the Company, and for the purposes of the Delphis Agreement and the MJK Agreement (each of Delphis and MJK Law are referred to as a "Contractor"), good reason will be evidenced by one or more of the following:

- a meaningful or detrimental change in the duties or responsibilities of the Contractor or a change in the principal contact of the Contractor within the Company;
- a reduction in the amount of the Delphis Fee or the MJK Fee, as applicable;
- a demand by the Company that the Contractor cease providing services to another entity where the Company and the Contractor had previously agreed that the Contractor could engage in such activities;
- material breach by the Company of any material provision of the applicable agreement;
- the Company requiring the Contractor to relocate to any place other than Vancouver, BC; or
- failure by the Company to continue in effect any bonus or other compensation plan.

#### ***Estimated Incremental Payments on Change of Control***

If, effective December 31, 2013, MVC terminated the MVC Agreement without cause or if ZHC terminated the MVC Agreement within 12 months following a change of control of the Company, ZHC would have been entitled to receive US\$442,000 from MVC, the estimated incremental payment upon termination.

If, effective December 31, 2013, the Company terminated the ZHC Agreement without cause or if ZHC terminated the ZHC Agreement within 12 months following a change of control of the Company, ZHC would have been entitled to receive \$1,454,658 from the Company, the estimated incremental payment upon termination.

If, effective December 31, 2013, the Company had terminated the Delphis Agreement without cause or Delphis terminated the Delphis Agreement for good reason within 12 months following a change of control of the Company, Delphis would have been entitled to receive \$664,000 from the Company, the estimated incremental payment upon termination.

If, effective December 31, 2013, the Company terminated the MJK Agreement without cause or MJK Law terminated the MJK Agreement for good reason within 12 months following a change of control of the Company, MJK Law would have been entitled to receive \$664,000 from the Company, the estimated incremental payment upon termination.

If, effective December 31, 2013, the Company terminated the RH Agreement within 12 months following a change of control of the Company, Mr. Henderson would have been entitled to receive a total of \$900,000 from the Company, such amounts representing the estimated incremental payments upon termination.

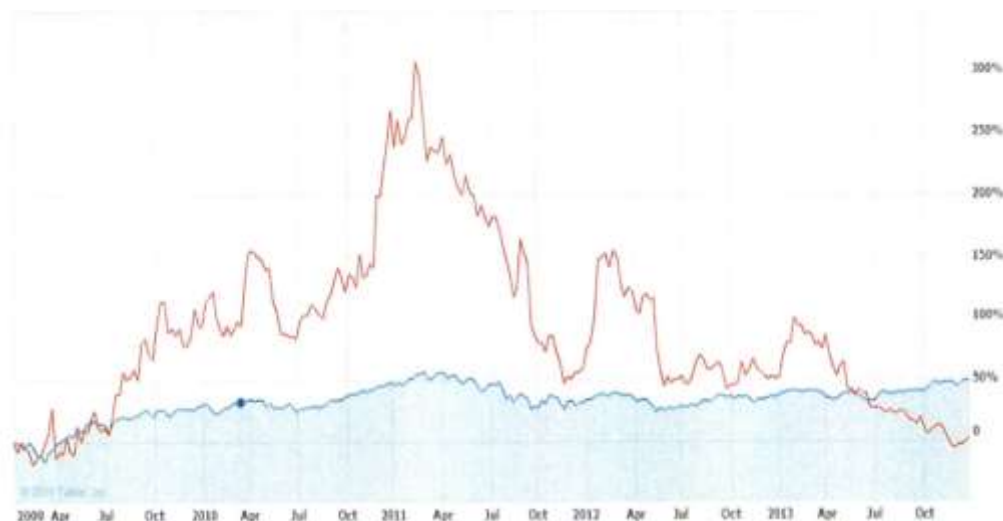
All amounts payable to Mr. Henderson referred to above would be subject to all applicable deductions for income tax and other statutory deductions. All other amounts referred to above are exclusive of applicable taxes.

Mr. Henderson is not entitled to termination payments in the event of resignation or retirement, and none of the companies referred to above is entitled to termination payments in the event any of such companies terminates its respective agreement or agreements. All such agreements may be terminated on 3 months written notice in writing for cause as defined in each of the agreements.

#### **Performance Graph**

The following performance graph illustrates the Company's five year (to December 31, 2013) cumulative

total shareholder return (assuming reinvestment of dividends, if any, on each dividend payment date) on a \$100 investment on January 1, 2009 in the Company's Shares compared to the return on a comparable investment on the S&P/TSX Composite Index. The share trading data is as reported by the TSX.



■ ARG: +26.32%    ■ TSX: +47.51%

The percentage return set out above in respect of Amerigo shares includes a total of \$0.08 in dividends paid during 2011 and 2012.

Management received bonuses at the lower end of target in 2010 in respect of the 2009 fiscal year, due to the global financial crisis and its ongoing effect on the Company and virtually all other companies in the mining industry. Higher bonuses were paid in 2011 in respect of the 2010 year to reflect the improved performance of the Company and the performance of management in achieving goals and objectives for that year. The Company's share performance in the graph improved as compared against the TSX return during this period. Bonuses at the lower end of target were paid in 2012 in respect of the 2011 year. Although the Compensation Committee decided that management did not fully meet the majority of their goals and objectives during 2011, the Committee took into the account the fact that there were a number of mitigating factors which were beyond management's control and that adversely affected production and the Company's operating costs, including a strike by contractors working for El Teniente, continuing high power costs in Chile due to ongoing drought conditions, and rising steel and maintenance costs which were mostly the result of inflation. Bonuses were paid in 2013 in respect of the Company's 2012 financial year at the lower end of target for each member of management. Although the Company's financial results did not meet target levels for the year, the Committee took into the account the fact that there were several mitigating factors, including the one-time payment by MVC of \$4.6 million in bonuses on the signing of a new 4 year union agreement and higher extraction costs and lower metal recoveries in the Colihues tailings pond due to extremely difficult mining conditions encountered during the latter part of the year. From early 2011 to the end of 2013 the Company's share performance deteriorated as compared to the performance of the TSX, but this was not a factor in bonus determination calculations as the vast majority of mining industry issuers were in the same position during this period.

### Director Compensation

The following table sets forth all amounts of compensation provided to directors who are not NEOs for the Company's most recently completed financial year.

Name	Fees Earned (\$)	Option-Based Awards (\$)	Total (\$)
Robert Gayton	46,000	Nil	46,000
Ruston Goepel	40,000	Nil	40,000
Sidney Robinson	42,000	Nil	42,000

Name	Fees Earned (\$)	Option-Based Awards (\$)	Total (\$)
Alberto Salas	36,000	Nil	36,000
Miguel Grau	36,000	Nil	36,000
Geoff Castle	35,000	Nil	35,000
George Ireland	37,000	Nil	37,000

The compensation set out in the preceding table was paid to the Directors for acting in their capacity as Directors and committee members, and for meeting and committee participation. Fees earned include a \$30,000 annual retainer, \$5,000 fee for the Lead Director of the Company, \$5,000 fee for the Chairman of each committee and \$1,000 fee for each board and committee meeting.

#### Incentive Plan Awards - Value Vested or earned during the year

The Company grants options to its Directors pursuant to the Company's stock option plan in order to assist the Company in attracting, retaining and motivating the Directors of the Company and to more closely align their personal interests with those of the Company's shareholders.

Stock options were not granted nor did any vest to Directors who are not Named Executive Officers during 2013.

Director Name	Option-Based Awards - Value Vested During The Year <sup>(1)</sup> (\$)
Robert Gayton	Nil
Ruston Goepel	Nil
Sidney Robinson	Nil
Alberto Salas	Nil
Miguel Grau	Nil
Geoff Castle	Nil
George Ireland	Nil

#### Incentive Plan Awards - Outstanding Option Based Awards

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year to each of the directors of the Company (who were not Named Executive Officers) under incentive plans of the Company pursuant to which compensation depends on achieving certain performance goals or similar conditions within a specified period:

Director Name	Option-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(1)</sup> (\$)
Robert Gayton	100,000	0.31	March 27, 2014 <sup>(2)</sup>	9,000
	200,000	0.70	March 4, 2015	N/A
	300,000	1.32	March 2, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
Ruston Goepel	100,000	0.31	March 27, 2014 <sup>(2)</sup>	9,000
	200,000	0.70	March 4, 2015	N/A
	300,000	1.32	March 2, 2016	N/A
	300,000	0.77	March 7, 2017	N/A



Director Name	Option-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(1)</sup> (\$)
Sidney Robinson	100,000	0.31	March 27, 2014 <sup>(2)</sup>	9,000
	200,000	0.70	March 4, 2015	N/A
	300,000	1.32	March 2, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
Alberto Salas	300,000	1.12	May 11, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
Miguel Grau	300,000	1.12	May 11, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
Geoff Castle	Nil	N/A	N/A	N/A
George Ireland	Nil	N/A	N/A	N/A
Total:	4,200,000			27,000

- (1) Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at financial year-end and the exercise price of the options. The closing price for the Company's shares on December 31, 2013 was \$0.40.
- (2) The original expiry date for these options occurred during a Blackout Period imposed in accordance with the Company's Insider Trading Policy and, in accordance with the provisions of the Company's Stock Option Plan, is being "extended to the date which is 10 business days after such date on which the Blackout Period ends". As of the date of this Information Circular it is not known when this Blackout Period will end and, consequently, the extended expiry date of these options is also not known.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes relevant information as of December 31, 2013 with respect to compensation plans under which equity securities are authorized for issuance. There were a total of 172,290,344 Shares issued and outstanding as of December 31, 2014 and there are now a total of 172,640,344 Shares issued and outstanding as of the date of this Information Circular.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price (\$) of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	11,265,000	0.84	5,964,034
Equity Compensation Plans not approved by security holders	Nil	Nil	Nil
Total	11,265,000	0.84	5,964,034

Included in the total of 11,265,000 options outstanding are options in respect of the purchase of 550,000 Shares at a price of \$0.31 per Share with an original expiry date of March 27, 2014. The Company was in a Blackout Period imposed in accordance with the Company's Insider Trading Policy on March 27, 2014 and, in accordance with the provisions of the Company's Stock Option Plan, the expiry date of these options is being "extended to the date which is 10 business days after such date on which the Blackout Period ends". As of the date of this Information Circular it is not known when this Blackout Period will end and, consequently, the extended expiry date of these options is also not known.

Stock options to purchase securities of the Company are granted to the Company's directors, officers, employees and consultants on terms and conditions acceptable to the regulatory authorities in Canada.

Under the Company's stock option plan: (a) the maximum number of shares reserved for issuance under the plan is 10% of the Company's issued and outstanding Shares, (b) stock options in favor of any one individual may not exceed 5% of the issued and outstanding Shares, (c) no stock option is transferable by the optionee other than by will or the laws of descent and distribution, (d) a stock option is exercisable during the lifetime of the optionee only by such optionee, (e) the maximum term of each stock option is ten years, with the vesting period determined at the discretion of the Company's board of directors, and (f) the exercise price for a stock option must not be less than the closing price of the Shares on the Exchange on the trading day immediately preceding the day on which the option is granted.

As at the date of this Information Circular, the Company has options outstanding under the Plan to purchase a total of 10,915,000 Shares at an average exercise price of \$0.86 per Share and representing approximately 6.32% of the Company's issued and outstanding Shares. Options to purchase an additional 6,203,034 shares (representing 3.68% of the Company's issued and outstanding Shares) remain available for grant under the Plan.

A copy of the Plan is available on the Company's website at [www.amerigoresources.com](http://www.amerigoresources.com) and for viewing at the Company's offices at Suite 1950, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6 and at the Meeting. In addition, a copy of the Plan will be mailed free of charge to any holder of Shares who requests a copy from the Corporate Secretary of the Company. Any such requests should be mailed to the Company at its head office to the attention of the Corporate Secretary.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at the date of this Information Circular, there was no indebtedness owing to the Company, any of its subsidiaries or to another entity from any current or former Director, executive officer or employee of the Company which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) is indebted to another entity and such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

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

Except as disclosed herein, and other than transactions carried out in the ordinary course of business of the Company, no informed person of the Company or proposed director of the Company, no associate or affiliate of the foregoing persons, nor any shareholder beneficially owning, directly or indirectly, Shares, or exercising control or direction over Shares, or a combination of both, carrying more than 10% of the voting rights attached to the Company's outstanding Shares nor an associate or affiliate of any of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either case has materially affected or would materially affect the Company or any of its subsidiaries.

### **APPOINTMENT OF AUDITORS**

PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, British Columbia are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

## MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company or their respective management companies. Please see "Statement of Executive Compensation" above for information with respect to the management contracts of the Company's Named Executive Officers.

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

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 Disclosure of Corporate Governance Practices, as amended effective March 17, 2008 ("*NI 58-101*"), was adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. The corporate governance practices adopted by the Company are set out in the attached Schedule "A".

## AUDIT COMMITTEE INFORMATION

Information regarding the Company's Audit Committee, together with a copy of the Audit Committee's charter, is contained in the Company's Annual Information Form dated March 28, 2014 (the "*AIF*"). A copy of the AIF is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.amerigoresources.com](http://www.amerigoresources.com).

## ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at Suite 1950, 400 Burrard Street, Vancouver, BC, V6C 3A6 (Telephone: 604-681-2802) to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's audited financial statements and MD&A for its most recently completed financial year, which financial statements and MD&A are available on SEDAR and on the Company's website.

## OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby on such matter in accordance with their best judgment.

DATED this 28<sup>th</sup> day of March, 2014

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'Klaus Zeitler', is written over a light-colored rectangular background.

Klaus Zeitler  
Chairman

**SCHEDULE "A"**

**CORPORATE GOVERNANCE PRACTICES**

The following table addresses the disclosure requirements set out in Form 58-101F1 Corporate Governance Disclosure:

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>1. Board of Directors –</b>	
(a) Disclose identity of directors who are independent.	(a) The Company's independent directors are Dr. Robert Gayton, Ruston Goepel, Sidney Robinson, Alberto Salas, Miguel Grau, Geoff Castle and George Ireland.
(b) Disclose identity of directors who are not independent and describe the basis for that determination.	(b) Dr. Klaus Zeitler, the Company's Chairman and CEO, is the sole director who is not independent as he is part of the Company's management team.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	(c) Seven of the Company's eight directors are independent.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	(d) The directors are also directors of the following other reporting issuers as of the date of this Information Circular: <ul style="list-style-type: none"> <li>• <b>Klaus Zeitler:</b> Western Copper and Gold Corporation, Rio Alto Mining Limited and Los Andes Copper Ltd.</li> <li>• <b>Sidney Robinson:</b> Chartwell Retirement Residences and Rio Alto Mining Limited.</li> <li>• <b>Robert Gayton:</b> B2Gold Corp., Eastern Platinum Limited, Nevsun Resources Ltd. and Western Copper and Gold Corporation.</li> <li>• <b>Ruston Goepel:</b> TELUS Corporation and Baytex Energy Trust.</li> <li>• <b>Alberto Salas:</b> N/A</li> <li>• <b>Miguel Grau:</b> Vena Resources Inc. and Bear Creek Mining Corporation.</li> <li>• <b>Geoff Castle:</b> N/A</li> <li>• <b>George Ireland:</b> Kiska Metals Corporation.</li> </ul>
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	(e) During the 2013 financial year the Company held regular quarterly meetings of the audit committee and full board (the "Board"), and other meetings of the Board as required. At all Board meetings management seeks the opinion of the independent directors for all material matters related to the Company. The independent directors meet at the conclusion of each board meeting after members of management have left the meeting, and the members of the Audit and Compensation Committees, who are all independent directors, also meet after meetings of such committees without members of management in attendance. The independent directors have met without management in attendance a total of seven times since January 1, 2013.
(f) Disclose whether or not the chair of the board is an independent director. If the board has a	(f) Robert Gayton, the Company's Lead Director, is an independent director. The Lead Director coordinates the

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<p>chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.</p>	<p>activities of the other independent Directors, and performs such other duties and responsibilities as the Board of Directors may determine. The Lead Director presides at all meetings of the Board at which the Chairman is not present, has the authority to call meetings of the independent Directors, leads independent Director evaluation of the CEO's effectiveness as Chairman, including an annual evaluation of his or her interactions with the Directors and ability to provide leadership and direction to the full Board, and serves as liaison between the independent Directors and the Chairman.</p>
<p>(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>(g) The Company has held 7 Board meetings (5 board meetings in 2013 and 2 in 2014) since the beginning of its most recently completed financial year. The attendance record for the directors is: Klaus Zeitler 7/7, Robert Gayton 7/7, Ruston Goepel 7/7, Sidney Robinson 7/7, Alberto Salas 7/7, Miguel Grau 7/7, Geoff Castle 7/7 and George Ireland 7/7.</p>
<p><b>2. Board Mandate –</b> Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.</p>	<p>The Board does not have a written mandate.</p> <p>The Board has responsibility for stewardship of the Company, including overseeing the operation of the business, supervising management and setting milestones for the Company. The Board reviewed and approved the Company's corporate governance documents including, but not limited to, the Audit Committee Charter, Corporate Governance Charter, Insider Trading policy, Whistleblower policy and the Code of Ethics for Financial Managers.</p> <p>The Board approves all significant decisions affecting the Company and its subsidiaries and, based on input from management, sets specific annual milestones for management.</p> <p>The Board has delegated responsibility to the Company's senior management for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.</p> <p>The Board and senior management have been responsible for identifying the principal risks of the Company's business and together have assumed responsibility for ensuring these risks are effectively monitored and mitigated to the extent practicable.</p> <p>Management is responsible for developing a draft long-term strategic plan and operating plan for the Company. The Board reviews and comments on plans presented by management. Board consideration and approval is required for all material contracts and business transactions, all debt and equity financing proposals and senior executive recruitment.</p> <p>The Board approves all of the Company's major communications, including annual and quarterly reports and press releases.</p> <p>Annual and project budgets are brought before the Board for approval, and the Board's direction with respect to these budgets is communicated back to staff by management.</p> <p>The Board as a whole initially developed the Company's approach to corporate governance.</p> <p>The number of scheduled Board meetings varies, but historically a minimum of four meetings have been held annually. Additional</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
	<p>meetings are called as necessary. Management circulates an agenda for each meeting, but each director or committee member has the opportunity to raise subjects for inclusion on the agenda or for discussion during the course of any meeting. Meeting materials to be reviewed and/or discussed for action by the Board are distributed to all meeting participants in time for review prior to each meeting.</p> <p>Board members have full and free access to management and employees of the Company.</p>
<p><b>3. Position Description –</b></p>	
<p>(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p>	<p>(a) The Board has not developed written position descriptions for the Company's chair and the chair of each Board committee. The Company's chair is responsible for supervising the conduct of each Board meeting and has the authority to call for meetings of the full board or of the independent directors in the absence of management, including meetings with the Company's auditors. The chair of each committee is responsible for calling the meetings of the respective committees, establishing meeting agendas with input from management, and supervising the conduct of the meetings. The chair of the audit committee has a clear mandate from the Board to ensure that the committee meets its purposes as set out in the Audit Committee Charter. The Audit Committee monitors the integrity of the Company's financial reporting process and systems of internal control, and meets on at least a quarterly basis to review and approve the Company's financial statements, management discussion and analysis and accompanying news release. The Audit Committee also meets with the Company's auditors on a quarterly basis in the absence of management. The Compensation Committee meets in the first quarter of each year to consider annual remuneration adjustments, including salary and fee reviews, bonus allocations and stock option grants, and meets at other times in the year when necessary. The Chairman of each committee has full authority to call meetings as required.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>	<p>(b) The Board and CEO have not developed formal, documented position descriptions for the CEO, as the duties and responsibilities of the CEO are set out in a management agreement. The Board annually approves a set of goals and objectives for the CEO, and a significant portion of the CEO's compensation is based on the attainment of such goals and objectives. The Board also annually approves the operating and capital budgets and strategic plan prepared by management, and the CEO is required to ensure the Company operates within the guidelines contained in such documents. Material departures must be approved by the Board. The Board is of the view that the respective corporate governance roles of the Board and management, as represented by the Company's Chair and CEO, are clear, and that the limits to management's responsibility and authority are well-defined.</p>
<p><b>4. Orientation and Continuing Education –</b></p>	
<p>(a) Briefly describe what measures the board</p>	<p>(a) The Company does not have a formal orientation and</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<p>takes to orient new directors regarding</p> <ul style="list-style-type: none"> <li>i. The role of the board, its committees and its directors, and</li> <li>ii. The nature and operation of the issuer's business.</li> </ul>	<p>education program for new directors. New directors are provided with relevant materials with respect to the Company, and spend a considerable amount of time being oriented on relevant corporate issues by the CEO. Two additional directors were appointed during 2012, Messrs. George Ireland and Geoff Castle, both of whom are very familiar with the Company and its operations. Mr. Ireland is the founder and portfolio manager of Geologic Resource Partners LLC, which owns more than 10% of the Company's shares, and has visited the Company's operations in the past. Mr. Castle is the Manager, Group Investments of Kestrel Holdings Ltd., the Company's largest shareholder. Management generally attempts to set up Board visits to the Company's operations in South America at least every other year, in order to meet with local management, view the Company's plant and capital additions, visit the operations and meet with management of the Company's feed material supplier, Codelco-El Teniente, and concentrate purchasers, Enami and Molymet. The majority of the Company's directors and officers, including Messrs. Ireland and Castle, visited the Company's operations in December 2013.</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>(b) When Board members visit the Company's plant and operations, detailed discussions are held with the Company's local managers concerning all matters relating to the business, including technical and operational challenges facing the Company, budgets, capital expenditures, MVC's operations, past performance and future goals and objectives for MVC and staff. The Board is composed of experienced professionals with a wide range of financial, legal, exploration and mining expertise, and who sit on the boards of other companies in the mining industry and have experience with regulatory authorities and mining commissions and associations. The directors have discussions concerning matters that are important to the Company's business and industry, including events affecting copper and molybdenum markets, merger and acquisition activity, energy markets and other matters that may affect the Company's operations. In addition, there are opportunities for the directors to hear from experts in specialized fields relating to matters such as the political, power and economic situation in Chile.</p>
<p><b>5. Ethical Business Conduct –</b></p>	
<p>(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</p> <ul style="list-style-type: none"> <li>i. Disclose how a person or company may obtain a copy of the code;</li> <li>ii. Describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and</li> <li>iii. Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed</li> </ul>	<p>(a) The Company has a written Code of Ethical Conduct for Financial Managers and a Whistleblower Policy. Copies may be requested by contacting Amerigo Resources Ltd., at Suite 1950 –400 Burrard Street, Vancouver, BC V6C 3A6, attention Ms. Kimberly Thomas (Telephone: (604) 681-2802). Copies of both documents are also available for viewing on the Company's website at <a href="http://www.amerigoresources.com">www.amerigoresources.com</a> and under the Company's profile on SEDAR at <a href="http://www.sedar.com">www.sedar.com</a></p> <p>The Company monitors compliance with the code through the services of WhistleblowerSecurity and management. Toll free numbers to WhistleblowerSecurity are posted at the Company's plant. There has been no material change report filed that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	
(b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	<p>(b) Directors or officers with a material interest in a transaction to be considered by the Board are required to declare their interest and, in the case of directors, abstain from voting on the transaction.</p> <p>All directors without a material interest then vote on the proposed transaction only after a thorough discussion and review of the documentation related to the transaction including, if deemed necessary, a discussion in the absence of the director or officer with the material interest.</p>
(c) Describe any other steps that board takes to encourage and promote a culture of ethical business conduct.	<p>(c) The Board seeks directors with superior reputations and extensive experience in legal, financial, exploration and mining matters in order to ensure a culture of ethical business conduct. Directors are also free to obtain the advice of external counsel, including a written opinion from such counsel, on any matters either being considered by the Board or that have been communicated to any director.</p>
<b>6. Nomination of Directors -</b>	
(a) Describe the process by which the board identifies new candidates for board nomination	<p>(a) The nominating committee draws on all relevant sources in the search for new directors, and all of the Company's directors are involved in the process. Preferred candidates include potential directors with direct experience in the mining business or legal, accounting and financial industries and significant public company experience, and who do not have a significant conflicting public company association.</p> <p>Messrs. Salas and Grau were appointed to the Board in 2011 after it was agreed by the directors that the Company should have representation from South America where the Company carries on its business. Mr. Salas is from Chile and Mr. Grau from Peru. Both are well known by members of management through previous business dealings, and also had prior knowledge of the Company's operations. The addition of Messrs. Ireland and Castle to the board in 2012 was in part made in order to ensure the Company's largest shareholders are informed on and have input into the Company's operations.</p>
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	<p>(b) The Board has a nominating committee composed entirely of independent directors.</p>
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	<p>(c) The duties and responsibilities of the nominating committee are as follows:</p> <ul style="list-style-type: none"> <li>• Identify individuals qualified to become Board members</li> <li>• Recommend candidates to fill Board vacancies and newly created Director positions</li> <li>• Provide an internal orientation program for new recruits to the Board, and provide education to all Board members</li> </ul>



<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
	<ul style="list-style-type: none"> <li>• Recommend the composition of Committees of the Board</li> </ul>
<b>7. Compensation -</b>	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	(a) In each year the compensation committee reviews management fees and salaries, bonus and stock option compensation. The committee uses reports from independent compensation consultants who are expert in the mining industry and inflation statistics from government and other official sources in its annual review of fees and salaries. The committee also agrees annually to a set of goals and objectives for management which form the basis for the determination as to the amount of bonuses, if any, to be paid. In setting bonus amounts the committee also takes into account additional factors which may or may not be within the control of management, the Company's financial results and position and the state of the economies of Chile and Canada. Stock option allocations are made based on recommendations from senior management, and each person's contribution and level of responsibility. The committee also takes into account the compensation components of management of other companies of similar size and stage of development. There is no minimum share ownership requirement for directors. Directors' compensation is a combination of annual retainer, meeting fees and stock options. The compensation committee reviews the amounts and effectiveness of such compensation.
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors.	(b) The Company's compensation committee is composed of four independent directors.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	(c) The compensation committee's primary responsibility is to make recommendations for approval by the Board on an ongoing basis with respect to the remuneration of directors and officers. The committee also evaluates the performance of the Company's senior executive officers and reviews the design and competitiveness of the Company's compensation plans. During 2012 the committee recommended that the Company set up a benefits plan for its employees and contractors which became effective October 1, 2012. The compensation committee meets as required to review and set remuneration.
<b>8. Other Board Committees –</b>	
If the board has standing committees other than the audit and compensation committees, identify the committees and describe their function.	In addition to the audit committee and the compensation committee, the Company has a nominating committee, the duties and responsibilities of which are outlined in section 6 above. The Company also has a disclosure policy committee that currently consists of the Company's CEO, CFO, COO, General Counsel and one independent director. The function of the disclosure policy committee is to ensure that communications to the investing public about the Company and its operations are timely, factual and accurate, and are broadly disseminated in accordance with all applicable legal and regulatory requirements.
<b>9. Assessments –</b>	
Disclose whether or not the board, its committees and individual directors are regularly assessed	The Company does not carry out regular assessments of the Board, its committees or individual directors. The Board monitors

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<p>with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees and its individual directors are performing effectively.</p>	<p>its effectiveness and that of its committees and individual directors in connection with its ongoing oversight of management and management's effectiveness in attaining the Company's corporate objectives, budgets and milestones, and works with management to ensure regular and timely communication and material information flow to the directors.</p>