



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

to be held on  
**May 2, 2016**

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

TAKE NOTICE that the 2016 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 Monday, May 2, 2016 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, 2015, 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 five (5) and to elect the directors of the Company;
4. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve an alteration to the Company's Articles to include provisions requiring advance notice of director nominees from shareholders, as more particularly described in the accompanying Information Circular; and
5. to transact any other business that may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice are an Information Circular, a form of Proxy or Voting Instruction Form (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, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

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

Klaus Zeitler  
Executive Chairman



## INFORMATION CIRCULAR FOR ANNUAL GENERAL MEETING

(As at March 28, 2016, 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 2, 2016, 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 striking out the names of those persons named in the accompanying form of Proxy and 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. (the “*Transfer Agent*”), Proxy Department, 100 University Avenue, 8<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 time for holding the Meeting or any 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 Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any 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 Inc. (the registration name for CDS Clearing and Depository Services Inc., 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*") 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. Such voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted at the Meeting.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("Objecting Beneficial Owners", or "OBOs") and those who do not object to their identity being made known to the issuers of the securities they own ("Non-Objecting Beneficial Owners", or "NOBOs"). Subject to the provision of NI 54-101 issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form (a "NOBO VIF") from the Transfer Agent. Please complete and return such NOBO VIF to the Transfer Agent in the envelope provided or by facsimile. The Transfer Agent will tabulate the results of the NOBO VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the NOBO VIFs they receive.

In addition, the Company has agreed to pay to distribute the proxy-related materials to OBOs.

The Company is not sending its proxy-related materials to the registered shareholders or Beneficial Shareholders using "notice and access", as defined in NI 54-101.

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 the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. **Beneficial Shareholders who wish to attend 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 the Meeting and vote his or her Shares.

All references to "shareholders" in this Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

## RECORD DATE AND VOTING SECURITIES

The Company has set the close of business on March 28, 2016 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, 8<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.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc., and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares, of which 174,682,058 Shares are issued and outstanding as at the Record Date and the date hereof. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, only the following persons or companies 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:

Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Ross J. Beaty	27,093,500 <sup>(1)</sup>	15.51%
Geologic Resource Partners LLC <sup>(2)</sup>	21,916,500 <sup>(2)</sup>	12.55% <sup>(2)</sup>
The Rule Family Trust	18,167,800	10.40%

(1) Of these shares, 27,043,500 are held through Mr. Beaty’s wholly-owned company, Kestrel Holdings Ltd.

(2) The Shares held by Geologic Resource Partners LLC are under the control and direction of Mr. George Ireland, a director of the Company. Mr. Ireland also beneficially owns 228,000 Shares.

## ELECTION OF DIRECTORS

The Board of Directors presently consists of five directors and it is intended to determine the number of directors at five (5) and to elect five (5) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management’s nominees and the persons proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or

until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

On March 28, 2016, the Board adopted a majority voting policy (the "Policy"). The Policy requires that any nominee for director who receives a greater number of votes "withheld" than votes "for" his or her election will be required to tender an offer to resign (a "Resignation Offer"). The Policy applies only to uncontested elections, which are elections of directors where the number of nominees for election as director is equal to the number of directors to be elected at such meeting. Following a tender of a Resignation Offer, the Corporate Governance, Nominating and Compensation Committee will consider the Resignation Offer and will recommend to the Board whether or not to accept or reject the Resignation Offer or to propose alternative actions. The Corporate Governance, Nominating and Compensation Committee will be expected to recommend accepting the Resignation Offer, except in situations where extraordinary circumstances would warrant the applicable director to continue to serve on the Board. Within 90 days following the applicable annual general meeting, the Board will make a determination of the action to take with respect to the Resignation Offer and will promptly disclose by news release, a copy of which shall be provided to the Toronto Stock Exchange, its decision to accept or reject the director's Resignation Offer or to propose alternative actions as referenced in the Policy. If the Board has decided to reject the Resignation Offer or to pursue any alternative action other than accepting the Resignation Offer, then the Board will disclose in the news release its reasons for doing so. The applicable director will not participate in either the Corporate Governance, Nominating and Compensation Committee or Board deliberations on his or her Resignation Offer. The full text of the Policy is available on the Company's website at [www.amerigoresources.com](http://www.amerigoresources.com).

The following table sets out the names of management's nominees for election as a director (a "proposed director"), the province or state, as applicable, 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 Committee; and Corporate Governance, Nominating and Compensation Committee. All directors are members of the Disclosure Committee. Management does not contemplate that any of these nominees will be unable to serve as a director.

Name, Province or State 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)</sup> British Columbia, Canada Executive Chairman and Director	Executive Chairman of the Company; former President and Chief Executive Officer of the Company	April 1, 2003	4,640,894 <sup>(4)</sup> common shares, or 2.66%
Robert Gayton <sup>(5),(6)</sup> British Columbia, Canada Director	Chartered Professional Accountant (CPA) and financial consultant	August 15, 2004	79,500 common shares, or 0.05%
Sidney Robinson <sup>(5),(6)</sup> Ontario, Canada Director	Corporate director; until January 1, 2004, Senior Partner of Torys LLP, Toronto	May 8, 2003	753,000 common shares, or 0.43%

Name, Province or State 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>
Alberto Salas <sup>(6)(7)</sup> Santiago, Chile Director	Mining entrepreneur, university professor, consultant, manager and senior executive or director of several mining companies; President of the Chilean Confederation of Production and Commerce and President of the Chilean Society of Mining (Sonami)	May 9, 2011	Nil
George Ireland <sup>(5)</sup> Massachusetts, USA Director	Founder and portfolio manager of Geologic Resource Partners LLC, an investment management firm	June 4, 2012	22,144,500 <sup>(7)</sup> common shares, or 12.68%

(1) The information as to country and province or state 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, 2016, based upon information furnished to the Company by the individual director. Unless otherwise indicated, such Shares are held directly.

(3) Dr. Zeitler was CEO of the Company from December 8, 2010 to October 1, 2015, Chairman from October 1, 2013 to October 1, 2015 and was appointed Executive Chairman on October 1, 2015.

(4) Of this amount, 2,275,001 Shares are beneficially owned indirectly.

(5) Member of the Audit Committee. Robert Gayton is Chair of the Audit Committee.

(6) Member of the Corporate Governance, Nominating and Compensation Committee. Sidney Robinson is Chair of the committee.

(7) Of this amount, 21,916,500 Shares are held by Geologic Resource Partners LLC and are under the control and direction of Mr. Ireland.

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 security-holder 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**

### **Corporate Governance, Nominating and Compensation Committee**

In respect of compensation matters, the Corporate Governance, Nominating and Compensation Committee of the Board (the “*CGNC Committee*”) 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 the Executive Chairman 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 CGNC Committee members are independent directors Sidney Robinson (Chairman), Alberto Salas and Dr. Robert Gayton. 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 Corporate Governance, Nominating and Compensation Committee takes into consideration the recommendations of the Executive Chairman, advice of independent consultants when retained and industry standards.

The majority of the members of the Corporate Governance, Nominating and Compensation Committee have direct experience which is relevant to their responsibilities in executive compensation as they have been previously, and are currently, involved with compensation matters at other companies, both public and private, which they are directors.

Skills and experience that enable the Corporate Governance, Nominating and Compensation Committee to make decisions on the suitability of the Company’s compensation policies and practice include:

Sidney Robinson: Mr. Robinson is a member of the Compensation, Governance and Nominating Committee of Chartwell Retirement Residences and was formerly a member of the Corporate Governance and Compensation Committee of Rio Alto Mining

Limited. He was a former senior partner of Torys LLP, a law firm, and long-time member of that firm's executive committee.

Robert Gayton: Mr. Gayton currently serves as an independent director of the Company and is a director of several public and private companies. He is a member of the audit committee and compensation committee of several resource-based public companies and has served in this capacity for over 15 years.

Alberto Salas: Mr. Salas is the President of the Chilean Confederation of Production and Commerce and the Chilean Society of Mining (Sonami). He has served as a director of the Chilean National Mining Company (Enami).

### **Objectives of Executive Compensation**

The Corporate Governance, Nominating and 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 Corporate Governance, Nominating and 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**

During 2010 the Corporate Governance, Nominating and Compensation Committee retained the services of Coopers Consulting Ltd. ("CCL") to provide the Committee with up to date data concerning termination payments on change in control and for reasons other than for cause. During 2011 management provided to the Corporate Governance, Nominating and 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 Committee 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. A CCL survey prepared for the Company in 2008 was updated at this time. The updated survey included the following companies which were considered comparable to the Company in terms of market capitalization, activity and development stage, and contained data available in respect of the 2010 calendar year:

Blackstone Ventures Inc.  
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

North American Palladium Ltd.  
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.

During its compensation considerations in 2014, the Corporate Governance, Nominating and Compensation Committee reviewed a report prepared for the Company by Mercer (Canada) Limited (“Mercer”) dated February 19, 2014 entitled “Executive Compensation Trends”, which contained a high level overview of key executive compensation trends within the mining industry in Canada.

Finally, during its compensation considerations in 2016, the Committee reviewed a report prepared for the Company by Mercer dated February 5, 2016 entitled “Executive Compensation Review”, which contained a market review of the Company’s President and CEO and Executive Vice-President & CFO roles.

### **Base Compensation**

Base compensation is normally reviewed in the first quarter of each year and adjustments, if any, are made retroactive to January 1 of that year. The Corporate Governance, Nominating and 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 Committee also takes into consideration recommendations from the Executive Chairman with respect to compensation for other members of management.

### **Bonus Consideration**

The Corporate Governance, Nominating and Compensation Committee reviews management performance in light of corporate and individual goals. This review assists in the determination of the payment of bonuses, if any, in respect of each year. The 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 may include: (1) reaching production targets; (2) keeping operating costs within budget; (3) keeping capital expenditures within budget; and (4) attaining operating cash flow targets, all of which account for an important percentage 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.

## **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 Corporate Governance, Nominating and 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.

## **Compensation Risk**

The CGNC Committee periodically reviews the Company's compensation program to ensure that it is structured to encourage decision making and outcomes that are in the best interest of the Company and its shareholders and to avoid the taking of inappropriate or excessive risks.

The compensation structure for the Company's executives is meant to result in a balance of achieving short-term goals and long-term strategies, and does not encourage sub-optimization or reward actions that could produce short term success at the cost of long term shareholder results. Additionally, the CGNC Committee monitors the risk level of the Company's executive compensation program by ensuring that the compensation framework is structured to align with the Company's short and long term goals, ensuring that a significant portion of executive compensation is at risk and is variable year over year, having option grants that have a life span of five years which would encourage long term sustainable share price appreciation, and taking a review of the Company's compensation program periodically, and if required, obtaining the services of independent outside advisors.

The CGNC Committee and the Board of Directors are satisfied that there were not any identified risks arising from the Company's compensation programs or policies that would have had any material adverse effect on the Company. The Company does not have any policy in place to permit an executive officer or director 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 executive officer or director.

## **Summary Compensation Table**

The following table (presented in accordance with National Instrument Form 51-102F6 - *Statement of Executive Compensation* ("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.

**Summary Compensation Table  
for financial years ending on December 31, 2013, 2014 and 2015**

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>	
Klaus M. Zeitler <sup>(4)</sup> Executive Chairman & Director	2015	Nil	55,363	Nil	Nil	399,790 <sup>(5)(6)</sup>	200,000 <sup>(5)</sup>	655,153
	2014	Nil	148,375	Nil	Nil	399,742 <sup>(5)(7)</sup>	168,000 <sup>(5)(8)</sup>	716,117
	2013	Nil	Nil	Nil	Nil	395,000 <sup>(5)</sup>	200,000 <sup>(5)</sup>	595,000
Robert D. Henderson <sup>(9)</sup> President & CEO	2015	262,500	41,522	Nil	Nil	45,929 <sup>(6)</sup>	200,000	549,951
	2014	250,000	111,281	Nil	Nil	39,742 <sup>(7)</sup>	156,000 <sup>(10)</sup>	557,023
	2013	250,000	Nil	Nil	Nil	Nil	60,000	310,000
Aurora G. Davidson <sup>(11)</sup> Executive Vice-President & CFO	2015	Nil	34,602	Nil	Nil	223,429 <sup>(6)(12)</sup>	200,000 <sup>(12)</sup>	458,031
	2014	Nil	74,188	Nil	Nil	209,742 <sup>(7)(12)</sup>	103,000 <sup>(12)(13)</sup>	386,930
	2013	Nil	Nil	Nil	Nil	166,000 <sup>(12)</sup>	40,000 <sup>(12)</sup>	206,000
Michael J. Kuta <sup>(14)</sup> Former General Counsel and Corporate Secretary	2015	Nil	20,761	Nil	Nil	170,000 <sup>(15)</sup>	70,000 <sup>(15)</sup>	260,761
	2014	Nil	37,094	Nil	Nil	170,000 <sup>(15)</sup>	Nil	207,094
	2013	Nil	Nil	Nil	Nil	166,000 <sup>(15)</sup>	20,000 <sup>(15)</sup>	186,000

(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) Dr. Zeitler was CEO of the Company from December 8, 2010 to October 1, 2015, Chairman from October 1, 2013 to October 1, 2015 and was appointed Executive Chairman on October 1, 2015.

(5) Paid to Zeitler Holdings Corp., a company owned by Dr. Zeitler and an associate of Dr. Zeitler, pursuant to agreements made as of January 1, 2012 and October 1, 2015. See the information below this table under "Klaus M. Zeitler."

(6) Includes \$45,929 in director fees from MVC.

(7) Includes \$39,742 in director fees from MVC.

(8) Paid by the issue of 350,000 Shares valued at \$168,000 and no cash consideration.

(9) Mr. Henderson became the Company's COO on June 4, 2012, President on October 1, 2013 and CEO on October 1, 2015.

(10) Paid by the issue of 75,000 Shares valued at \$36,000 and cash consideration of \$120,000.

(11) Ms. Davidson became the Company's CFO in December 2003 and was appointed Executive Vice-President on October 1, 2015.

(12) Paid to Delphis Financial Strategies Inc. of which Ms. Davidson is the principal, pursuant to agreements made as of January 1, 2012 and October 1, 2015. See the information below this table under "Aurora Davidson."

(13) Paid by the issue of 37,500 Shares valued at \$18,000 and cash consideration of \$85,000.

(14) Mr. Kuta was General Counsel and Corporate Secretary from August 29, 2005 to December 31, 2015. Mr. Kuta passed away on January 27, 2016.

(15) Paid to Michael J. Kuta Law Corporation of which Mr. Kuta was the principal, pursuant to an agreement made as of January 1, 2012. See the information below this table under "Michael J. Kuta."

***Klaus M. Zeitler***

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.

Pursuant to a consulting services agreement made as of January 1, 2012 (the "2012 ZHC Agreement") between the Company and ZHC, the Company agreed to pay to ZHC a monthly fee based on an annual rate equal to the difference, in Canadian dollars, between the sum of \$360,000 and US\$36,000 (the "2015

Total Fee”) and the Canadian dollar equivalent of the total amounts paid by MVC to ZHC during 2015, together with GST or its equivalent.

The parties subsequently entered into a consulting services agreement on October 1, 2015 (the “2015 ZHC Agreement”) that superseded the 2012 ZHC Agreement and pursuant to which ZHC is being paid a monthly fee based on an annual rate equal to the sum of US\$50,000 plus an additional amount equal to the annual retainer and meeting fees the Company pays to each of the independent members of its board of the directors, as adjusted from time to time (collectively the “Fee”), subject to review annually. In respect of the fiscal year 2015, ZHC will be eligible for a performance bonus with the amount of such bonus, if any, to be determined by the Company’s Corporate Governance, Nominating and Compensation Committee. The target performance bonus for 2015 is 100% of the 2015 Total Fee (the “2015 Target Bonus”).

Under the 2015 ZHC Agreement, effective January 1, 2016, ZHC is entitled to be paid a bonus (the “Cauquenes Bonus”) equal to 0.8% of EBITDA calculated on MVC’s earnings from contracts between MVC and División El Teniente in effect as of October 1, 2015, less all project financing charges paid by MVC, together with GST or its equivalent, during the period from the date MVC commences production from the Cauquenes deposit and up to and including December 31, 2025. The Cauquenes Bonus will be paid to ZHC on a quarterly basis. At any time after December 31, 2019, upon mutual agreement of Amerigo and ZHC, Amerigo or MVC will have the right to eliminate and replace the Cauquenes Bonus with a one-time payment to ZHC in an amount equal to the net present value (“NPV”) of the Cauquenes Bonus at that time, together with GST or its equivalent. The NPV will be calculated using an 8% discount rate, MVC’s then current operating costs and the copper price projections for the remaining years to 2025 provided by Wood Mackenzie or its successor firm together with such other assumptions as may be required to fairly estimate the NPV.

*Robert Henderson*

Pursuant to an employment agreement (the “RH Agreement”) made as of June 4, 2012, and as amended as of October 1, 2015 between the Company and Rob Henderson, the Company agreed to pay to Mr. Henderson an annual salary of \$300,000 (the “Salary”), subject to review annually, with provision for an annual bonus, if any, to be determined by the Company’s Corporate Governance, Nominating and 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 100% of the Salary (the “Henderson Target Bonus”).

*Aurora Davidson*

Pursuant to the terms of a consulting services agreement (the “Delphis Agreement”) made as of January 1, 2012, and updated and amended as of October 1, 2015 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 \$200,000 (the “Delphis Fee”) subject to review annually, in equal monthly installments with provision for an annual bonus, if any, to be determined by the Company’s Corporate Governance, Nominating and 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 80% of the Delphis Fee (the “Delphis Target Bonus”).

*Michael Kuta*

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 was the principal, the Company agreed to pay to MJK Law an annual fee of \$170,000 (the “MJK Fee”), subject to review annually, in equal monthly installments with provision for an annual bonus, if any, to be determined by the Company’s Corporate Governance, Nominating and Compensation Committee. The bonus was 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 was equal to 100% of the MJK Fee (the “ MJK Target Bonus”). Mr. Kuta passed away on January 27, 2016.

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

The value vested or earned during the most recently completed financial year of incentive plan awards granted to NEOs are as follows:

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	55,363	Nil	Nil
Robert D. Henderson	41,522	Nil	Nil
Aurora G. Davidson	34,602	Nil	Nil
Michael J. Kuta	20,761	Nil	Nil

(1) Value is calculated for options granted during the year using the Black-Scholes Option Pricing Model and the following assumptions: expected dividend yield (0%), expected stock price volatility (46.87%), risk-free interest rate (0.65%) and expected life of options (4.12 years).

**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, 2015 to each of the NEOs under incentive plans of the Company pursuant to which compensation depends on achieving certain performance goals or similar conditions within a specified period, including awards granted before the most recently completed financial year.

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	1.32	March 2, 2016	Nil	Nil	N/A
	800,000	0.77	March 7, 2017	Nil	Nil	N/A
	800,000	0.435	May 12, 2019	Nil	Nil	N/A
	400,000	0.37	March 30, 2020	Nil	Nil	N/A
Robert D. Henderson	700,000	0.53	June 5, 2017	Nil	Nil	N/A
	600,000	0.435	May 12, 2019	Nil	Nil	Nil
	300,000	0.37	March 30, 2020	Nil	Nil	Nil
Aurora G. Davidson	400,000	1.32	March 2, 2016	Nil	Nil	N/A
	400,000	0.77	March 7, 2017	Nil	Nil	N/A
	400,000	0.435	May 12, 2019	Nil	Nil	N/A
	250,000	0.37	March 30, 2020	Nil	Nil	N/A

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 (\$)
Michael J. Kuta	400,000	1.32	March 2, 2016	Nil	Nil	N/A
	400,000	0.77	March 7, 2017	Nil	Nil	N/A
	200,000	0.435	May 12, 2019	Nil	Nil	N/A
	150,000	0.37	March 30, 2020	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, 2015 was \$0.21.

### 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.

#### *Klaus M. Zeitler*

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 MVC Monthly Fee.

If, prior to September 30, 2017, the Company terminates the 2015 ZHC Agreement other than for cause, or if ZHC terminates the 2015 ZHC Agreement for "good reason" within 12 months following a "change of control" of the Company (both as defined in the 2015 ZHC Agreement), the Company is required to pay to ZHC an amount equal to the total of (i) three times the 2015 Total Fee; and (ii) an amount equal to two times the 2015 Target Bonus. After October 1, 2017, the Company will not have any severance obligations to ZHC.

#### *Robert Henderson*

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) two times the Salary then in effect; and (iii) two times the Henderson Target Bonus then in effect.

#### *Aurora Davidson*

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 an amount equal to

the total of: (i) two times the Delphis Fee then in effect; and (ii) an amount equal to two times the Delphis Target Bonus then in effect.

*Michael Kuta*

If the Company had terminated the MJK Agreement other than for cause, or if MJK Law had terminated 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 would have been 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 was multiplied by the number of fully completed years of service MJK Law had provided to the Company, up to a maximum of six times the Monthly Fee; and (iii) two times the MJK 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 any of the following: the removal, by extraordinary resolution of the shareholders of the Company, of more than 50% of the then incumbent directors of the Company, or the election of a majority of new directors of the Company; the acquisition by any person or group of persons acting jointly or in concert, of common shares of the Company which, when added to all other common shares of the Company at the time held by such person or persons acting jointly or in concert, totals for the first time fifty (50%) percent or more of the outstanding common shares of the Company; the consummation of a sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect; or a merger, consolidation, plan of arrangement or reorganization of the Company that results in the beneficial, direct or indirect transfer of 50% or more of the total voting power of the resulting entity's outstanding securities to a person, or group of persons acting jointly and in concert.

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

If, effective December 31, 2015, 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\$468,000 from MVC, the estimated incremental payment upon termination.

If, effective December 31, 2015, the Company terminated the 2015 ZHC Agreement without cause or if ZHC terminated the 2015 ZHC Agreement within 12 months following a change of control of the Company, ZHC would have been entitled to receive \$2,029,645 from the Company, the estimated incremental payment upon termination.

If, effective December 31, 2015, 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 \$1,200,000 from the Company, such amounts representing the estimated incremental payments upon termination. All amounts payable to Mr. Henderson would be subject to all applicable deductions for income tax and other statutory deductions.

If, effective December 31, 2015, the Company terminated the Delphis Agreement without cause or Delphis terminated the Delphis Agreement within 12 months following a change of control of the Company, Delphis would have been entitled to receive \$720,000 from the Company, the estimated incremental payment upon termination.

If, effective December 31, 2015, the Company had terminated the MJK Agreement without cause or MJK Law terminated the MJK Agreement within 12 months following a change of control of the Company, MJK Law would have been entitled to receive \$680,000 from the Company, the estimated incremental payment upon termination.

All amounts referred to above in respect of estimated incremental payments on change of control to ZHC, Delphis and MJK 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 in writing for cause as set out in each of the agreements.

### Performance Graph

The following performance graph illustrates the Company's five year (to December 31, 2015) cumulative total shareholder return (assuming reinvestment of dividends, if any, on each dividend payment date) on a \$100 investment on January 1, 2011 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.



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 bonuses paid in 2011 in respect of the 2010 year reflected the improved performance of the Company and the contributions 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 Nominating, Compensation and Corporate Governance 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, and to three members of management in 2014 in respect of the Company's 2013 financial year, also at the lower end of target. All or a portion of each of the bonuses paid in 2014 included Shares, as more particularly described in the Summary Compensation Table above. Bonuses paid in 2015 in respect of 2014 performance were higher than in prior years to reflect the contributions of management in respect of the extension of the Master Agreement with Division El Teniente and in securing debt financing for the Cauquenes expansion.

Although the Company's financial results did not meet target levels for the years 2012 and 2013, the Committee took into the account the fact that there were several mitigating factors, including the one-time payment by MVC in 2012 of \$4.6 million in bonuses on the signing of a four-year union agreement, higher extraction costs and lower metal recoveries in the Colihues tailings pond due to extremely difficult mining conditions encountered during both of 2012 and 2013, and declining metal prices during each year. From early 2011 to the end of 2015 the Company's share performance deteriorated as compared to the performance of the TSX, but the Committee took into account the fact that the vast majority of mining industry issuers were in the same position during this period and that declines in share price have an adverse effect on the in-the-money value of outstanding stock options, which form an important part of management's compensation. The Committee also took into consideration the milestones achieved in 2014 in respect of securing the Master Agreement with Division El Teniente and advancing the financing of the Cauquenes expansion which was finally closed in March 2015.

### 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	73,617	13,841	87,458
Sidney Robinson	67,584	13,841	81,425
Alberto Salas	57,913	13,841	71,754
George Ireland	59,262	13,841	73,103
Ruston Goepel <sup>(1)</sup>	50,361	13,841 <sup>(1)</sup>	64,202 <sup>(1)</sup>
Miguel Grau <sup>(1)</sup>	42,042	13,841 <sup>(1)</sup>	55,883 <sup>(1)</sup>
Geoff Castle <sup>(1)</sup>	47,440	13,841 <sup>(1)</sup>	61,281 <sup>(1)</sup>

<sup>(1)</sup> Ceased to be a director effective October 1, 2015. On such resignation, the options held by each of Messrs. Goepel, Grau and Castle remain in full force and effect, and are exercisable at any time during the remaining term of the stock options.

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. Effective October 1, 2015, fees earned include a US\$27,000 annual retainer, a US\$4,500 annual retainer for the Lead Director and the Chairman of each committee and a US\$1,500 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.

The values of incentive plan awards vested or earned during the most recently completed financial year that were granted to Directors who are not Named Executive Officers are set out in the following table:

Director Name	Option-Based Awards - Value Vested During The Year <sup>(1)</sup> (\$)
Robert Gayton	13,841
Sidney Robinson	13,841
Alberto Salas	13,841
George Ireland	13,841
Ruston Goepel <sup>(2)</sup>	13,841 <sup>(2)</sup>
Miguel Grau <sup>(2)</sup>	13,841 <sup>(2)</sup>
Geoff Castle <sup>(2)</sup>	13,841 <sup>(2)</sup>

<sup>(1)</sup> Value is calculated for options granted during the year using the Black-Scholes Option Pricing Model and the following assumptions: expected dividend yield (0%), expected stock price volatility (46.87%), risk-free interest rate (0.65%) and expected life of options (4.12 years).

<sup>(2)</sup> Ceased to be a director effective October 1, 2015. On such resignation, the options held by each of Messrs. Goepel, Grau and Castle remain in full force and effect, and are exercisable at any time during the remaining term of the stock options.

#### 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	300,000	1.32	March 2, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
	200,000	0.435	May 12, 2019	N/A
	100,000	0.37	March 30, 2020	N/A
Sidney Robinson	300,000	1.32	March 2, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
	200,000	0.435	May 12, 2019	N/A
	100,000	0.37	March 30, 2020	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> (\$)
Alberto Salas	300,000	1.12	May 11, 2016	N/A
	300,000	0.77	March 7, 2017	N/A
	200,000	0.435	May 12, 2019	N/A
	100,000	0.37	March 30, 2020	N/A
George Ireland	200,000	0.435	May 12, 2019	N/A
	100,000	0.37	March 30, 2020	N/A
Ruston Goepel <sup>(2)</sup>	300,000 <sup>(2)</sup>	1.32	March 2, 2016 <sup>(2)</sup>	N/A
	300,000 <sup>(2)</sup>	0.77	March 7, 2017 <sup>(2)</sup>	N/A
	200,000 <sup>(2)</sup>	0.435	May 12, 2019 <sup>(2)</sup>	N/A
	100,000 <sup>(2)</sup>	0.37	March 30, 2020 <sup>(2)</sup>	N/A
Miguel Grau <sup>(2)</sup>	300,000 <sup>(2)</sup>	1.12	May 11, 2016 <sup>(2)</sup>	N/A
	300,000 <sup>(2)</sup>	0.77	March 7, 2017 <sup>(2)</sup>	N/A
	200,000 <sup>(2)</sup>	0.435	May 12, 2019 <sup>(2)</sup>	N/A
	100,000 <sup>(2)</sup>	0.37	March 30, 2020 <sup>(2)</sup>	N/A
Geoff Castle <sup>(2)</sup>	200,000 <sup>(2)</sup>	0.435	May 12, 2019 <sup>(2)</sup>	N/A
	100,000 <sup>(2)</sup>	0.37	March 30, 2020 <sup>(2)</sup>	N/A
Total:	5,100,000		<sup>(2)</sup>	

- (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, 2015 was \$0.21.
- (2) Ceased to be a director effective October 1, 2015. On such resignation, the options held by each of Messrs. Goepel, Grau and Castel remain in full force and effect, and are exercisable at any time during the remaining term of the stock options.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Equity Compensation Plan Information

The following table summarizes relevant information as of December 31, 2015 with respect to compensation plans under which equity securities are authorized for issuance. There were a total of 173,610,629 Shares issued and outstanding as of December 31, 2015 and 174,682,058 as of the date of this Information Circular.

### Equity Compensation Plan Information

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	12,450,000	0.73	4,911,063
Equity Compensation Plans not approved by security holders	Nil	Nil	Nil
Total	12,450,000	0.73	4,911,063

The Company's directors have approved the Company's stock option plan (the "Plan") which provides for the issuance of stock options to acquire at any time up to a maximum of 10% of our issued and outstanding Shares, including previously granted stock options. The Plan was last ratified by the Company's shareholders at the annual general meeting held on May 4, 2015.

The following is a summary of the principal terms of the Plan.

#### *Eligible Participants*

The Plan provides that stock options may be granted to Employees, Senior Officers, Directors, Management Company Employees and Consultants of the Company and the Company's subsidiaries (as defined in the Plan).

#### *Shares Available for Issuance*

The Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of our issued and outstanding Shares (subject to standard anti-dilution adjustments). The Plan is considered a "rolling" stock option plan as the number of Shares available for issue under the Plan increases with the number of issued and outstanding Shares. The Plan is also considered an "evergreen" stock option plan: when a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares reserved for issuance under that expired or terminated stock option again become available for the purposes of the Plan. Any stock option outstanding when the Plan is terminated will remain in effect until it is exercised or expires.

#### *Plan Administration*

The Plan is administered by our Board of Directors who may designate a committee to administer the Plan on behalf of the Board in accordance with such terms and conditions as the Board may prescribe, and that are consistent with the Plan. The committee will consist of two or more Directors who may be designated from time to time to serve as the committee for the Plan, all of the sitting members of which will be current Directors.

#### *Limitations on the Grant of Options*

The Plan provides that it is solely within the discretion of the Board to determine who should receive stock options, in what amounts and for what term, subject to the following conditions:

- a) options may be exercisable for a maximum of ten years from the date of grant. All stock options granted to date have a term of five years;
- b) options to acquire no more than 5% of our issued and outstanding Shares may be granted to any one director, officer, employee or consultant in any 12 month period; and
- c) the number of securities issuable (or, reserved for issuance) to insiders under all share compensation arrangements cannot at any time exceed 10% of our issued and outstanding Shares, and the number of securities issued to insiders under all share compensation arrangements cannot exceed 10% of our issued and outstanding Shares within a one year period.

The Plan provides that other terms and conditions may be attached to a particular stock option, with those terms and conditions to be included in the option agreement.

#### *Exercise Price*

The price at which an option holder may purchase a Share upon the exercise of a stock option will be fixed in compliance with the applicable provisions of the Toronto Stock Exchange ("TSX") Company Manual in force at the time of grant and, in any event, will not be less than the closing price of the Shares on the TSX on the trading day immediately preceding the day on which the Option is granted.

#### *Option Exercise on takeover bid or tender offer*

If there is a takeover bid or tender offer made for all or any of the issued and outstanding Shares, then the Board may, in its sole and absolute discretion and if permitted by applicable legislation, unilaterally determine that outstanding Options, whether fully vested and exercisable or subject to vesting provisions or other limitations on exercise, will be:

- a) conditionally exercisable in full to enable the Shares subject to such Options to be conditionally issued and tendered to such bid or offer, subject to the condition that if the bid or offer is not duly completed the exercise of such Options and the issue of such Shares will be rescinded and nullified and the Options, including any vesting provisions or other limitations on exercise which were in effect, will be re-instated; or
- b) exercisable by an Optionee by written notice to the Company specifying that the Optionee elects to receive from the Company the amount that is equal to the difference between the market price of the Shares (as determined pursuant to a formula contained in the Plan) as of the date of receipt by the Company of such notice and the exercise price, multiplied by the number of Shares in respect of which the Option would otherwise be exercised.

#### *Expiration or Termination*

Under the Plan, in the event the working relationship of an Optionee with the Company ends, the Board may determine the date at which any Options held by such Optionee will expire. In addition, in no case will a stock option be exercisable at any date that is after the first anniversary of the Optionee's date of death.

If an option expires during a trading blackout or within 10 business days after the date on which the blackout ends, then the expiry date of the option will be extended for a period of 10 business days after the date on which the trading blackout ends.

#### *Vesting*

Stock options granted pursuant to the Plan will vest when granted unless otherwise determined by the Board on a case by case basis. The Board believes this vesting schedule appropriately incentivizes the option holder to perform with the long-term goals of the Company in mind and aligns the option holder's interests with those of the Company's shareholders. In the event of a Change of Control (as defined in the Plan), all options outstanding shall immediately vest and be exercisable.

#### *Tax Withholding*

As a condition of and prior to participation in the Plan, each Optionee authorizes the Company to: a) withhold from any amount otherwise payable to him or her any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of his or her participation in the Plan; or b) require (as a condition of exercise) an Optionee to remit to the Company, the required amount to satisfy any taxes which are required to be withheld with respect to any taxable event arising as a result of the Plan.

#### *Amendments*

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including the TSX), the Board may, at any time, without further action by its shareholders, amend the Plan or any Option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to:

- a) ensure that the Options granted under the Plan comply with any provisions respecting stock options in the income tax and other laws in force in any country or jurisdiction of which an Optionee may from time to time be resident or a citizen;

- b) make amendments of a “housekeeping” or ministerial nature, including, without limitation, any amendment for the purpose of curing any ambiguity, error or omission in the Plan or to correct or supplement any provision of the Plan that is inconsistent with any other provision of the Plan;
- c) change vesting provisions of an Option or the Plan; d) change termination provisions of an Option provided that the expiry date does not extend beyond the original expiry date; e) reduce the exercise price of an Option for an Optionee who is not an Insider;
- d) make any amendments required to comply with applicable laws or TSX requirements; and
- e) make any other amendments which are approved by the TSX.

#### *Assignment of Options*

Options are not assignable or transferable, other than in the event of an option holder’s death. In such event, the option holder’s personal representative may exercise any portion of the option holder’s outstanding options for a period of one year following the option holder’s death.

#### *Financial Assistance*

Common shares will not be issued pursuant to stock options granted under the Plan until they have been paid for in full by the option holder. We will not provide financial assistance to option holders to assist them in exercising their stock options.

As at the date of this Information Circular, the Company has options outstanding under the Plan to purchase a total of 13,200,000 Shares at an average exercise price of \$0.47 per Share and representing approximately 7.56% of the Company’s issued and outstanding Shares. Options to purchase an additional 4,268,206 shares (representing 2.44% 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** and for viewing at the Company’s offices at Suite 1950, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, and will also be available 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 by mail sent to the Company at its head office and addressed 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.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### APPROVAL OF ADVANCE NOTICE POLICY AND AMENDMENT TO ARTICLES

#### Background

The Board proposes that the Articles of the Company be altered to include provisions requiring advance notice of director nominees from shareholders (the "Advance Notice Provisions"). Under the Articles of the Company and the Act, the alteration of the Articles must be approved by a majority of the votes cast in favour of the Advance Notice Provisions at the Meeting by shareholders present in person or by proxy.

The purpose of the Advance Notice Provisions is to ensure that an orderly nomination process is observed, that shareholders are well-informed about the identity, intentions and credentials of director nominees and that shareholders vote in an informed manner after having been afforded reasonable time for appropriate deliberation. Among other things, the Advance Notice Provisions fix a deadline by which shareholders must provide notice to the Company of nominations for election to the Board. The notice must include all information that would be required to be disclosed, under applicable corporate and securities laws, in a dissident proxy circular in connection with the solicitations of proxies for the election of directors relating to the shareholder making the nominations (as if that shareholder were a dissident soliciting proxies) and each person that the shareholder proposes to nominate for election as a director. In addition, the notice must provide information as to the shareholdings of the shareholder making the nominations, confirmation that the proposed nominees meet the qualifications of directors and residency requirements imposed by corporate law, and confirmation as to whether each proposed nominee is independent for the purposes of National Instrument 52-110 *Audit Committees*. The deadline by which the notice must be delivered to the Company is set out in the table below.

Meeting Type	Nomination Deadline
Annual meeting of shareholders	Either (a) no more than 10 days after the date of the first public filing or announcement of the date of the meeting, if the meeting is called for a date that is fewer than 50 days after the date of that public filing or announcement or (b) no fewer than 30 days and no more than 65 days prior to the date of the meeting.
Special meeting of shareholders (which is not also an annual meeting)	No more than 15 days after the date of the first public filing or announcement of the date of the meeting.

The Advance Notice Provisions do not affect nominations made pursuant to shareholder proposals or the requisition of a meeting of shareholders, in each case made in accordance with the provisions of the Act. The full text of the Advance Notice Provisions is attached as Schedule "B" hereto.

#### Proposed Resolution and Board's Recommendation

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass the following ordinary resolution approving an alteration of the Company's Articles to include the Advance Notice Provisions (the "Advance Notice Resolution"):

"BE IT RESOLVED as an ordinary resolution that:

1. the Articles of the Company be altered by adding the text substantially as set forth in Schedule "B" to the Information Circular as and at Section 14.12 of the Articles; and
2. any director or officer of the Company, be and is hereby authorized, for and on behalf of the Company, to execute and deliver such other documents and instruments and take such other actions, including the execution and filing of a Notice of Alteration, as such

director or officer may determine to be necessary or advisable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents or instruments and the taking of any such actions.”

The approval of the above resolution must be passed by not less than a majority of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of the resolution at the Meeting. The Board recommends that shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the enclosed form of proxy intend to vote FOR the foregoing ordinary resolution at the Meeting.

THE DIRECTORS OF THE COMPANY BELIEVE THAT THE APPROVAL OF THE ADVANCE NOTICE PROVISIONS ARE IN THE BEST INTERESTS OF THE COMPANY AND THE COMPANY'S SHAREHOLDERS AND RECOMMEND THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE FOREGOING RESOLUTION.

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

Except as set forth below and 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.

Concurrent with obtaining a \$64.4 loan facility (the "Cauquenes Expansion Loan Facility") for the expansion of MVC's operations for the processing of tailings from the Cauquenes deposit in March, 2015, the Company entered into an agreement made effective March 25, 2015, as amended, for a \$13.0 million standby revolving line of credit facility (the "Standby LOC") provided by three Amerigo shareholders – Kestrel Holdings Ltd., Geologic Resource Partners LLC and Zeitler Holdings Corp. - that may be drawn down at Amerigo's option to cover the cost of any shortfall during construction of the expansion of MVC's tailings processing operation after the phased drawdown of funds from the Cauquenes Expansion Loan Facility, MVC's cash flow and funds from a copper price support facility provided by Codelco's El Teniente Division available as of the date of the shortfall. Terms of the Standby LOC include a standby fee of 1% of the undrawn principal amount, with the first year standby fee payable in advance; a fee of 1.5% on all drawdowns; and interest at a rate of 1.5% per month.

The Standby LOC is available for drawdowns until March 25, 2017 and 10% of amounts owing under the Standby LOC are to be repaid on March 25, 2018, with additional tranches of 10% to be repaid every 6 months thereafter.

### **APPOINTMENT OF AUDITORS**

PricewaterhouseCoopers LLP, Chartered Professional 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 Professional 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*, requires reporting issuers to annually disclose the corporate governance practices that they have adopted. Our disclosure is responsive to and complies in full with the requirements of National Instrument 58-101 and Form 58-101F1. The table in Schedule "A" sets out, in summary form, our compliance with these disclosure requirements.

## **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 prepared in respect of the financial year ended December 31, 2015 (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). The Company will, upon request from a shareholder, provide a copy of the AIF free of charge.

## **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, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'Klaus Zeitler', is centered on a light gray rectangular background.

Klaus Zeitler  
Executive Chairman and Director

**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.	The Company’s independent directors are Dr. Robert Gayton, Sidney Robinson, Alberto Salas and George Ireland.
(b) Disclose identity of directors who are not independent and describe the basis for that determination.	Dr. Klaus Zeitler, the Company’s Executive Chairman, is the sole non-independent director. He is an executive officer and 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.	Four of the Company’s five 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.	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, Tahoe Resources Inc. and Los Andes Copper Ltd.</li> <li>• <b>Sidney Robinson:</b> Chartwell Retirement Residences</li> <li>• <b>Robert Gayton:</b> B2Gold Corp., Eastern Platinum Limited, Nevsun Resources Ltd. and Western Copper and Gold Corporation.</li> <li>• <b>Alberto Salas:</b> N/A.</li> <li>• <b>George Ireland:</b> Rathdowney Resources Ltd., Africo Resources Ltd., Lithium Americas Corporation (formerly Western Lithium USA Corp.)</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.	The independent directors meet at the conclusion of each Board meeting after members of management have left the meeting. The independent directors have met without management in attendance a total of four times during the period January 1, 2015 to December 31, 2015.

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<p>(f) Disclose whether or not the chair of the board is an independent director. If the board has a 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>Robert Gayton, an independent director, is the Company's lead director. The lead director's role and responsibilities are as follows:</p> <ul style="list-style-type: none"> <li>• to provide leadership to the independent directors and ensure the Board's agenda enables it to carry out the Board's duties in a fashion that is independent of management;</li> <li>• to work with the Executive Chairman to ensure that the Board's committees have adequate resources and function properly;</li> <li>• to chair all of the meetings of the independent directors and to report the results of such meetings to the Executive Chairman;</li> <li>• to provide liaison to ensure the relationships between the Board and management are conducted in a professional and constructive manner;</li> <li>• to work with the Chairman of the Corporate Governance, Nominating and Compensation Committee (the "CGNC Committee"), Executive Chairman and with the CEO in developing criteria for directors, identifying potential board candidates and ensuring that adequate orientation programs are in place for new directors; and</li> <li>• to work with the Chair of the CGNC Committee to ensure that the Board has a process for assessing CEO and executive performance and to ensure that appropriate succession, development and compensation plans are in place for the executive team.</li> </ul>
<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>The Company has held 6 Board meetings (5 board meetings in 2015 and 1 in 2016) since the beginning of its most recently completed financial year. Every director attended all six meetings.</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<p><b>2. Board Mandate</b></p> <p>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 are 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 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>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>3. Position Description</b>	
<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>Effective October, 1, 2015, the Board developed a written position description for the Company's Executive Chairman. The Board has not developed written position descriptions for the chair of each Board committee. The Company's Executive Chairman is responsible for supervising the conduct of each Board meeting and he and the lead director each have 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 CGNC 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>The Company has in place a formal, documented position description for the CEO, and the duties and responsibilities of the CEO are set out in a management agreement. Additionally, 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>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>4. Orientation and Continuing Education</b>	
<p>(a) Briefly describe what measures the board 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>The Company does not have a formal orientation and 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. 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 and visit the operations. The directors have in the past met with management of the Company's feed material supplier, Codelco-El Teniente, and then commercial partners Enami and Molymet. The majority of the Company's directors and officers visited the Company's operations in December 2013. A visit of the Company's directors to Chile in 2015 was cancelled in response to economic conditions.</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>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, capital and public markets, 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, the Company has in the past provided opportunities for the directors to hear from experts in specialized fields relating to matters such as the political, power supply and economic situations in Chile.</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>5. Ethical Business Conduct</b>	
<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 financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</li> </ul>	<p>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 Corporate Secretary, Ms. Kimberly Thomas (Telephone: (604) 681-2802). Copies of both documents are also available for viewing on the Company's website at <b>www.amerigoresources.com</b> and under the Company's profile on SEDAR at <b>www.sedar.com</b></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 pertaining to any conduct of a director or executive officer that constituted a departure from the code.</p>
<p>(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>	<p>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 discussion pertaining to and then voting on the transaction. During 2014 the independent directors reviewed and approved a related party transaction that involved three insider shareholders of the Company, including the management company of the Chairman and previous CEO, but did so only after an extensive review of a number of comparable transactions and obtaining legal advice from the Company's external counsel. This transaction and the process the directors followed were described in detail in a material change report filed by the Company on March 27, 2015.</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>
<p>(c) Describe any other steps that board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board seeks directors with superior reputations and extensive experience in legal, financial, capital and public markets, exploration and mining matters in order to ensure a diverse 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>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>6. Nomination of Directors</b>	
(a) Describe the process by which the board identifies new candidates for board nomination	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 and legal, accounting or financial industries together with public company experience, and who do not have a significant conflicting public company association.
(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.	The Board has a Corporate Governance, Nominating and Compensation Committee composed entirely of independent directors.
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	<p>The duties and responsibilities of the Corporate Governance, Nominating and Compensation 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>• Review backgrounds and confirm qualifications of all candidates identified other than by the nominating committee</li> <li>• Provide an internal orientation program for new recruits to the Board, and encourage all Board members to access relevant education opportunities</li> <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.	The Company has a Corporate Governance, Nominating and Compensation Committee. In respect of compensation matters, the committee has the primary responsibility to make recommendations for approval by the Board on an ongoing basis with respect to the remuneration of directors and officers.
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors.	The Company's Corporate Governance, Nominating and Compensation Committee is composed entirely of independent directors.

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	In each year the Corporate Governance, Nominating and Compensation Committee reviews management fees and salaries, bonus and stock option compensation. The committee periodically commissions reports from independent compensation consultants who are expert in the mining industry, and considers inflation statistics from government and other official sources in its annual review of fees, salaries and bonuses. 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 Corporate Governance, Nominating and Compensation Committee reviews the amounts and effectiveness of compensation provided to management and Board members. The Corporate Governance, Nominating and Compensation Committee meets in the first quarter of each year and at other times during the year as required.
<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 Corporate Governance, Nominating and Compensation Committee, the Company also has a Disclosure Committee that currently consists of the Company's Board of Directors, Rob Henderson, the Company's President and CEO and Aurora Davidson, the Company's Executive Vice President and CFO. The function of the disclosure 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 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.	The Company does not carry out regular assessments of the Board, its committees or individual directors. The Board monitors 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.

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>10. Director Term Limits and Other Mechanisms of Board Renewal</b>	
<p>Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>The Company has not adopted term limits for the directors or other mechanisms of board renewal. The Company's subsidiary has been in operation since 1992, and the Board believes that the perspective of longer service directors with industry experience gleaned through multiple commodity price cycles is of benefit to the Board. The continuity of board experience provided by representatives of major shareholders has also assisted the Board in making investment decisions with a long-term focus. In addition, management believes that the experience and diversity of the current board would be very difficult to replicate and there is no reason to make any changes at this time. Please see the response in 11(a) below for additional detail.</p>
<b>11. Policies Regarding the Representation of Women on the Board</b>	
<p>(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so</p>	<p>The Company has not adopted a written policy relating to the identification and nomination of women directors. Dr. Gayton and Mr. Robinson have been independent members of the board since 2004, have extensive experience in the mining industry and bring a particular expertise important to the Company and its corporate governance, Dr. Gayton in respect of accounting and financial reporting and Mr. Robinson in legal matters. In 2011, the Company appointed Mr. Salas, a Chilean national with extensive mining industry experience, for board representation as the Company's operations are located in Chile. In June 2012 the Company added representatives from two of its largest shareholders to the board and Mr. Ireland remains on the board of the Company. In management's view the expertise of the current board, which is important in a number of critical areas, serves the Company well and there is no need to make any changes at this time. In addition, it has always been a priority of management to obtain the services of directors and officers who have the experience and skills to provide the most value to the Company, regardless of their gender.</p>
<p>(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:</p> <p>(i) a short summary of its objectives and key provisions,</p> <p>(ii) the measures taken to ensure that the policy has been effectively implemented,</p> <p>(iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and</p> <p>(iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.</p>	<p>Not applicable</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>12. Consideration of the Representation of Women in the Director Identification and Selection Process</b>	
<p>Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.</p>	<p>The Corporate Governance, Nominating and Compensation Committee has not had the opportunity for close to four years to search for board candidates or to consider the level of representation of women on the board in that context. If in future a change involving the appointment of an additional director is being contemplated, the committee and board will consider candidates of both genders and choose the best qualified and suited for the position.</p>
<b>13. Consideration Given to the Representation of Women in Executive Officer Appointments</b>	
<p>Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>The Company has not considered this specifically as Ms. Davidson, the Company's Executive Vice President and CFO, is one of the Company's three executive officers. Ms. Davidson has been in these roles since 2015 and 2004, respectively. During the executive search for a COO in 2012 which resulted in Mr. Henderson's hiring, the Company retained the services of an executive search firm. At that time, the Company and search firm found it extremely difficult to find candidates with the required qualifications, including experience dealing with the processing of tailings, and did not identify any women candidates. At that time, the search firm did not recommend any women to be considered for the position.</p>

<b>Corporate Governance Disclosure Requirement</b>	<b>The Company's Approach</b>
<b>14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</b>	
<p>(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.</p> <p>(b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.</p> <p>(c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>Having carefully considered the question, the Board has elected not to adopt a target number or percentage of women directors or executive officers. Management and the Board agree that appropriate skills and experience must remain the overriding criteria for nomination to the Board in order to guard against any perception that directors may have been nominated solely or primarily on the basis of gender. In addition, in management's view there is no need to consider changes to the board at this point. Of the Company's three executive officers, one (33%) is a woman.</p>
<p>(d) If the issuer has adopted a target referred to in either (b) or (c), disclose:</p> <p>(i) the target, and</p> <p>(ii) the annual and cumulative progress of the issuer in achieving the target.</p>	<p>Not applicable</p>
<b>15. Number of Women on the Board and in Executive Officer Positions</b>	
<p>(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</p> <p>(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.</p>	<p>There presently are no directors on the Company's board who are women. Ms. Davidson is a director of two of the Company's subsidiaries, however, including the Company's operating subsidiary in Chile.</p> <p>The Company currently has one executive officer who is a woman, representing 33% of the Company's executive officers.</p>

## SCHEDULE "B"

### ADVANCE NOTICE PROVISIONS TO BE ADDED TO THE ARTICLES

#### 14.12 Nomination of Directors

- (1) Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
  - (a) by or at the direction of the board, including pursuant to a notice of meeting;
  - (b) by or at the direction or request of one or more shareholders pursuant to a "proposal" made in accordance with Division 7 of Part 5 of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with section 167 of the *Business Corporations Act*; or
  - (c) by any person (a "**Nominating Shareholder**"): (A) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this Article 14.12 and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Company as a holder of one or more common shares carrying the right to vote at such meeting or who beneficially owns common shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Article 14.12.
- (2) In addition to any other requirements under applicable laws, for a nomination to be made by Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the Corporate Secretary of the Company at the principal executive offices of the Company.
- (3) To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Company must be made:
  - (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
  - (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such notice.

- (4) To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Company must set forth:
- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the present principal occupation, business or employment of the person within the preceding five years, as well as the name and principal business of any company in which such employment is carried on; (C) the citizenship of such person; (D) the class or series and number of common shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below); and
  - (b) as to the Nominating Shareholder giving the notice, full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any common shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below).

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

- (5) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Article 14.12; provided, however, that nothing in this Article 14.12 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the *Business Corporations Act* or the discretion of the chair. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (6) For purposes of this Article 14.12:
- (a) **"Applicable Securities Laws"** means the applicable securities legislation of each province and territory of Canada in which the Company is a reporting issuer, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada; and
  - (b) **"public announcement"** shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com).
- (7) Notwithstanding any other provision of this Article 14.12, notice given to the Corporate Secretary of the Company pursuant to this Article 14.12 may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Corporate Secretary of the Company for purposes of this notice), and shall be deemed to have

been given and made only at the time it is served by personal delivery to the Corporate Secretary at the address of the principal executive offices of the Company, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

- (8) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Article 14.12.