



GOLDSOURCE MINES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on May 31, 2017

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of shareholders of Goldsource Mines Inc. (the “Company”) will be held at 11:00 a.m. (Vancouver time) at BCIT Downtown Campus, Boardroom 283, 555 Seymour Street, Vancouver, British Columbia on Wednesday, May 31, 2017 for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2016 with auditor’s report thereon;
2. to fix the number of directors at four and to elect four directors for the ensuing year;
3. to appoint the auditor for the ensuing year;
4. to approve and confirm the Company’s “rolling 10%” stock option plan; and
5. to transact such other business as may properly come before the meeting or any adjournment thereof.

All matters set forth above for consideration at the Meeting are more particularly described in the accompanying management information circular (“Information Circular”).

The Company is using the notice-and-access provisions (“Notice and Access”) under the Canadian Securities Administrators’ National Instrument 54-101 for the delivery of its Information Circular to its shareholders for the Meeting. Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Information Circular electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs. The Company will arrange to mail paper copies of the Information Circular to those registered shareholders who have existing instructions on their account to receive paper copies of the Company’s meeting materials.

The Information Circular and other Meeting materials will be available on the Company’s website at <http://www.goldsourcemin.com/investors/agm/> as of April 24, 2017 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge, by email at info@goldsourcemin.com or by calling toll free at 1-866-691-1760 (Canada and U.S.A.) or at +1-604-694-1760, or can be accessed online on SEDAR at www.sedar.com, as of April 24, 2017.

Only shareholders of record at the close of business on April 11, 2017 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated in the Proxy form. To be used at the Meeting, proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by 11:00 a.m. (Vancouver time) on May 29, 2017 or, if the Meeting is adjourned, by 11:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Dated as of the 13th day of April, 2017.

BY ORDER OF THE BOARD

“Ioannis Tsitos”

IOANNIS TSITOS
President

GOLDSOURCE MINES INC.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

INFORMATION CIRCULAR

GENERAL INFORMATION

This Information Circular is furnished to the holders (“shareholders”) of common shares (“Common Shares”) of Goldsource Mines Inc. (the “Company”) by management of the Company in connection with the solicitation of proxies to be voted at the annual general meeting (the “Meeting”) of the shareholders to be held at BCIT Downtown Campus, Boardroom 283, 555 Seymour Street, Vancouver, British Columbia on Wednesday, May 31, 2017 at 11:00 a.m. (Vancouver time) and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting.

PROXIES

Solicitation of Proxies

The enclosed Proxy is solicited by and on behalf of management of the Company. The persons named in the enclosed Proxy form are management-designated proxyholders. A registered shareholder desiring to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting may do so either by inserting such other person’s name in the blank space provided in the Proxy form or by completing another form of proxy. To be used at the Meeting, proxies must be received by Computershare Trust Company of Canada (“Computershare”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by 11:00 a.m. (Vancouver time) on May 29, 2017 or, if the Meeting is adjourned, by 11:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company.

Notice and Access Process

The Company has decided to take advantage of the notice-and-access provisions (“Notice and Access”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) for the delivery of the Information Circular to its shareholders for the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders receive a notice (“Notice and Access Notification”) with information on the Meeting date, location and purpose, as well as information on how they may access the Information Circular electronically or request a paper copy. The Company will arrange to mail paper copies of the Information Circular to those registered and beneficial shareholders who have existing instructions on their account to receive paper copies of the Company’s proxy-related materials.

Non-Registered Holders

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

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

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”.

In accordance with the requirements of NI 54-101, the Company has elected to send the Notice and Access Notification in connection with the Meeting directly to the NOBOs and indirectly through Intermediaries to the OBOs.

The Intermediaries (or their service companies) are responsible for forwarding the Notice and Access Notification to each OBO, unless the OBO has waived the right to receive proxy-related materials from the Company. Intermediaries will frequently use service companies to forward proxy-related materials to the OBOs. Generally, an OBO who has not waived the right to receive proxy-related materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the OBO and must be completed, but not signed, by the OBO and deposited with Computershare; or
- (b) more typically, be given a voting instruction form (“VIF”) which is not signed by the Intermediary, and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of proxy-related materials and related documents (including the Notice and Access Notification). Accordingly, an OBO will not receive copies of proxy-related materials and related documents unless the OBO’s Intermediary assumes the costs of delivery.

Applicable proxy-related materials are being sent to both registered shareholders of the Company and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent the applicable proxy-related materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Notice and Access Notification and any proxy-related materials sent to NOBOs who have not waived the right to receive proxy-related materials are accompanied by a VIF, instead of a proxy form. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the common shares of the Company owned by the NOBO.

VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the common shares of the Company which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on the Non-Registered Holder's behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or the Non-Registered Holder's nominee, the right to attend and vote at the Meeting.

Non-Registered Holders should return their voting instructions as specified in the VIF sent to them. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Non-Registered Holders may not be recognized directly at the Meeting for the purpose of voting common shares of the Company registered in the name of their broker, agent or nominee, a Non-Registered Holder may attend the Meeting as a proxyholder for a registered shareholder and vote common shares in that capacity. Non-Registered Holders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

Revocability of Proxies

A registered shareholder who has given a Proxy may revoke it by an instrument in writing that is:

- (a) executed by the shareholder giving same or by the shareholder's attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and
- (b) delivered either to the registered office of the Company (19th Floor, 885 West Georgia Street, Vancouver, British Columbia V6C 3H4) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof before any vote in respect of which the Proxy is to be used shall have been taken,

or in any other manner provided by law.

NOBOs who wish to revoke their voting instructions should contact Computershare at telephone number 1-800-564-6253. OBOs who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instruction.

Voting of Proxies

Common Shares represented by a shareholder's Proxy form will be voted or withheld from voting in accordance with the shareholder's instructions on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

In the absence of any instructions, the management-designated proxyholder named on the Proxy form will cast the shareholder's votes in favour of the passage of the resolutions set forth herein and in the Notice of Meeting.

The enclosed Proxy form confers discretionary authority upon the persons named therein with respect to (a) amendments or variations to matters identified in the Notice of Meeting and (b) other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only Common Shares carry voting rights at the Meeting with each Common Share carrying the right to one vote. The Board of Directors has fixed April 11, 2017 as the record date ("Record Date") for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and only shareholders of record at the close of business on that date are entitled to such notice and to vote at the Meeting. As of the Record Date, 166,965,366 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person beneficially owned, or controlled or directed, directly or indirectly, shares carrying 10% or more of the voting rights attached to the Company's issued and outstanding Common Shares, except for the following:

<u>Name</u>	<u>Number of Common Shares</u>	<u>Percentage of Outstanding Common Shares</u>
Steven B. Simpson	17,429,852	10.44%
Donald Smith Value Fund, L.P.	29,882,253	17.90%

VOTES NECESSARY TO PASS RESOLUTIONS AT THE MEETING

Under the Company's Articles, the quorum for the transaction of business at the Meeting consists of two shareholders entitled to vote at the Meeting, whether present in person or represented by proxy. Under the *Business Corporations Act* (British Columbia) and the Company's Articles, a simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

APPOINTMENT OF AUDITOR

The persons named in the enclosed Proxy form intend to vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company to hold office until the next annual general meeting of shareholders of the Company. Davidson & Company LLP was first appointed as auditor of the Company on January 9, 2014.

ELECTION OF DIRECTORS

The shareholders of the Company last fixed the number of directors of the Company at four. As permitted by the Articles of the Company, after the last annual general meeting, the Board appointed Haytham H. Hodaly as an additional director and, accordingly, the Company currently has five directors. However, Steven B. Simpson, a current director of the Company, is retiring from the Board and will not be standing for re-election at the Meeting. Therefore, at the Meeting, shareholders will be asked to again fix the number of directors at four and elect four directors.

The persons named below are the four nominees of management for election as directors, all of whom are current directors of the Company. Each nominee elected will hold office as a director until the next annual general meeting or until the director's successor is elected or appointed unless the director's office is earlier vacated under any of the relevant provisions of the Articles of the Company or the *Business Corporations Act* (British Columbia). It is the intention of the persons named as proxyholders in the enclosed Proxy form to vote for the election to the Board of Directors of those persons hereinafter designated as nominees for election as directors. The Board of Directors does not contemplate that any of such nominees will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in such shareholder's Proxy that such shareholder's shares are to be withheld from voting in the election of directors.**

The following table sets out the name of each of the persons proposed to be nominated for election as a director; all positions and offices in the Company presently held by him; his present principal occupation, business or employment (and, in the case of Haytham H. Hodaly, who is being nominated for election as a director of the Company at a shareholders' meeting of the Company for the first time, also his principal occupation and employment for at least the last five years); the period during which he has served as a director; and the number of Common Shares that he has advised are beneficially owned, or controlled or directed, directly or indirectly, as at the Record Date.

<u>Name, place of residence and positions with the Company</u>	<u>Principal occupation, business or employment</u>	<u>Period served as a director</u>	<u>Common Shares beneficially owned or controlled</u>
N. ERIC FIER ⁽¹⁾ British Columbia, Canada Director and Chief Operating Officer	Chief Operating Officer of the Company; Chief Executive Officer and President of SilverCrest Metals Inc., a mineral exploration company; President of Maverick Mining Consultants Inc., a management consulting company	Since June 22, 2016	2,631,738

Name, place of residence and positions with the Company	Principal occupation, business or employment	Period served as a director	Common Shares beneficially owned or controlled
HAYTHAM H. HODALY British Columbia, Canada Director	Senior Vice President, Corporate Development (since May 2012) of and employment (since January 2012) with Silver Wheaton Corp. (precious metals streaming company); Director, Mining Analyst, Global Mining Research (from November 2010 to December 2011) of RBC Capital Markets; and VP, Director, Co-Director of Research and Senior Mining Analyst (from February 1996 to October 2010) of Salman Partners Inc.	Since March 28, 2017	Nil
GRAHAM C. THODY ⁽¹⁾⁽²⁾ British Columbia, Canada Director and Chairman	Retired Chartered Professional Accountant; Director of several publicly listed mineral exploration companies	Since December 29, 2003	306,000
IOANNIS TSITOS ⁽²⁾ British Columbia, Canada Director and President	President of the Company; and President of Laurium Mining Services Inc., a management consulting company; Director of several publicly listed mineral exploration companies	Since February 28, 2014	884,462

(1) Member of Audit Committee.

(2) Member of Corporate Governance and Compensation Committee.

Pursuant to the Advance Notice Policy of the Company adopted by the Board of Directors on May 9, 2016, subject to shareholder approval which was obtained on June 22, 2016, any additional director nominations for the Meeting must be received by the Company in compliance with the Advance Notice Policy by May 1, 2017. The Company will publish details of any such additional director nominations through a public announcement in accordance with the Advance Notice Policy.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed herein, none of the proposed directors is, as at the date of this Information Circular, or has been, within the ten years preceding the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that

- (a) 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 (collectively, an “Order”), when such Order was issued while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company; or

- (b) was subject to an Order that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company.

In December 2010, Graham C. Thody was a director of SilverCrest Mines when SilverCrest Mines received notification of administrative proceedings from the United States Securities and Exchange Commission (“SEC”). This notification was issued as a result of a registration statement filed in 1999 by Strathclair Ventures Ltd., a predecessor company to SilverCrest Mines which was under different management until SilverCrest Mines assumed control in 2003. The order alleged that Strathclair (subsequently SilverCrest Mines) had not filed periodic reports with the SEC sufficient to maintain its registration in the United States. Following discussions with the SEC and in order to remedy the situation, SilverCrest Mines entered into a consent order with the SEC dated January 10, 2011 through which SilverCrest Mines agreed to the revocation of the registration of its common shares under the United States Securities Exchange Act of 1934. As a result, broker-dealers in the United States were unable to effect transactions in the common shares of SilverCrest Mines. On May 31, 2011, SilverCrest Mines filed a registration statement on Form 40-F for the purpose of registering its common shares under the United States Securities Exchange Act of 1934. Upon the registration statement taking effect on August 1, 2011, broker-dealers in the United States were able to effect transactions in common shares of SilverCrest Mines in the United States. In connection with a plan of arrangement transaction among SilverCrest Mines, SilverCrest Metals Inc. and First Majestic Silver Corp. completed in October 2015, SilverCrest Mines ceased to be listed on any stock exchange or be a reporting issuer in any jurisdiction.

Other than as disclosed herein, no proposed director is, as at the date of this Information Circular, or has been, within the ten years preceding the date of this 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.

No proposed director has, within the ten years preceding 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 that person.

No proposed director has been subject to (a) 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 (b) 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.

CORPORATE GOVERNANCE DISCLOSURE

The following description of the corporate governance practices of the Company is provided further to the Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and the disclosure prescribed for “Venture Issuers” such as the Company.

Board of Directors

The Board of Directors currently consists of five directors, a majority of whom are independent. Haytham H. Hodaly, Graham C. Thody and Steven B. Simpson are considered independent. The remaining directors are not considered independent under applicable securities rules — N. Eric Fier and Ioannis Tsitos are each an executive officer of the Company. If the existing directors of the Company are elected as proposed under “Election of Directors”, following the Meeting, the Company will have two independent directors (Graham C. Thody and Haytham H. Hodaly) and two directors who are not considered independent (N. Eric Fier and Ioannis Tsitos). With the recommendation of the Chairman and the advice of legal counsel, the Board of Directors will evaluate situations on a case-by-case basis to determine whether the exercise of independent judgement is appropriate or necessary under the circumstances. If deemed necessary or appropriate by the Board, the Board may appoint such special committees comprised of independent directors to consider any particular matter or transaction.

Directorships

The existing and proposed directors of the Company who are presently directors of other reporting issuers in Canada or elsewhere are as set out below:

Director / Proposed Director	Other Reporting Issuers
Graham C. Thody	Geologix Explorations Inc. SilverCrest Metals Inc. UEX Corporation
Ioannis Tsitos	Para Resources Inc. Alexandra Capital Corporation AsiaBaseMetals Inc. Altamira Gold Corp.
N. Eric Fier	SilverCrest Metals Inc.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, and industry.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Company has adopted a Code of Business Conduct and Ethics which applies to the directors, officers and employees of the Company. The Board expects that fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as provisions under corporate legislation for required disclosures by directors and senior officers to the Company of transactions with the Company in which they may have an interest and of any other conflicts of duties and interests, will also ensure that these persons conduct themselves in the best interests of the Company.

Nomination of Directors

Any director is free to nominate individuals for election or appointment to the Board, however, the Corporate Governance and Compensation Committee has the principal responsibility with respect to selection and nomination of director nominees. The Committee is also responsible for developing qualification criteria for Board members for recommendation to the Board in accordance with the Canadian Securities Administrators' National Policy 58-201 – *Corporate Governance Guidelines*. The Committee also has the sole authority to retain and terminate any search firm to be used to identify director candidates and has the authority to approve the search firm's fees and other retention terms.

In making its recommendations to the Board regarding director nominees, the Committee shall consider:

- (a) the appropriate size of the Board;
- (b) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (c) the competencies and skills that the Board considers each existing director to possess;
- (d) the competencies and skills each new nominee will bring to the Board, and
- (e) whether or not each new nominee can devote sufficient time and resources to the nominee's duties as a director of the Company.

Compensation

The Corporate Governance and Compensation Committee reviews annually the adequacy and form of compensation of the directors and executive officers of the Company to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director or executive officer.

In evaluating (or making recommendations to the Board of Directors with respect to) the level of compensation for the executive officers, the Corporate Governance and Compensation Committee reviews and considers the Company's corporate goals and objectives relevant to compensation for its executive officers and evaluates the performance of each executive officer in light of those corporate goals and objectives. In considering the compensation for executive officers other than the Chief Executive Officer, the Committee takes into account the recommendation of the Chief Executive Officer.

All compensation arrangements between the Company and any director or executive officer of the Company or between any subsidiary of the Company and any director or executive officer of the Company must be approved by the Corporate Governance and Compensation Committee.

Other Board Committees

The Board of Directors of the Company has no standing committees other than the Audit Committee and the Corporate Governance and Compensation Committee.

Assessments

The effectiveness of the Board of Directors as a whole, any committee of the Board and individual directors is assessed on an ongoing basis by the Board, the Corporate Governance and Compensation Committee and senior management.

AUDIT COMMITTEE DISCLOSURE

Pursuant to the *Business Corporations Act* (British Columbia) and the Canadian Securities Administrators' National Instrument 52-110 – *Audit Committees* ("NI 52-110"), the Company is required to have an audit committee.

Audit Committee Charter

Pursuant to NI 52-110, the Company's audit committee is required to have a charter. A copy of the Company's Audit Committee Charter is set out in Appendix A to this Information Circular.

Composition of the Audit Committee

As at the date of this Information Circular, the following is information on the members of the Company's Audit Committee:

<u>Name</u>	<u>Independent</u>	<u>Financial Literacy</u>
Graham C. Thody (Chair)	Yes	Yes
N. Eric Fier	No	Yes
Steven B. Simpson	Yes	Yes

Relevant Education and Experience

The following describes the relevant education and experience of the members of the Audit Committee:

Graham C. Thody – Mr. Thody is a member of the British Columbia Institute of Chartered Professional Accountants as well as the Canadian Institute of Chartered Professional Accountants. Mr. Thody has also served as a Director and Executive Member of the Lions Gate Hospital Foundation, as well as the Chair of its Finance Committee. He holds a Bachelor of Commerce degree (Marketing) from the University of British Columbia. He was a Partner of Nemeth Thody Anderson, an accounting firm of Vancouver, BC, from 1979 until his retirement in 2007. His practice focus included audits of reporting companies, corporate finance (including initial public offerings), corporate mergers and acquisitions as well as domestic and international tax matters. He was President and Chief Executive Officer of UEX Corporation from November 2009 until his retirement in January 2014. He is currently a director of several reporting companies which are involved in mineral exploration and development throughout North America.

N. Eric Fier – Mr. Fier is a Certified Professional Geologist (USA) and Engineer (Canada) with over 30 years of experience in the international mining industry. He has in-depth knowledge of project evaluation and management, reserve estimation and economic analysis, construction, as well as operations management. Mr. Fier currently serves as President, CEO and director of SilverCrest Metals Inc. Prior to the formation of SilverCrest Metals Inc., he was a co-founder, President and COO of SilverCrest Mines Inc. (“SilverCrest Mines”), which was acquired by First Majestic Silver Corp. in October 2015. In these capacities, he has had oversight of corporate, financial, operational and contractual matters for each company’s respective business activities. He has also been directly involved in successful fund raising through equity financings, gold streams and bank financing and in mergers and acquisitions.

Steven B. Simpson – Mr. Simpson has been an Australian certified practicing accountant (CPA) since 1977. He is also a Chartered Secretary and member of the Institute of Directors. He is a Commerce graduate from the University of New South Wales and is a former partner of Price Waterhouse (now PriceWaterhouseCoopers LLP) in both the Australian and Asian markets. Mr. Simpson is a Managing Director of Triton Advisory Group, a mergers and acquisitions, fixed income trading, asset management and corporate advisory group located in Singapore.

Reliance on Certain Exemptions

At no time since January 1, 2016 has the Company relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 by a securities regulatory authority or regulator.

Audit Committee Oversight

At no time since January 1, 2016 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company’s Board of Directors.

Pre-approval Policies and Procedures for Non-Audit Services

The Audit Committee has specifically pre-approved the auditor's review of the Company's corporate tax returns and other non-audit services for fees of up to \$10,000 for the next fiscal year.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditor in each of the last two financial years of the Company for services in each of the categories indicated are as follows:

Financial Year Ended	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
December 31, 2016	\$35,700	Nil	\$3,500	Nil
December 31, 2015	\$23,460	Nil	\$3,500	Nil

- (1) Pertains to assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and that are not reported under “Audit Fees”.
- (2) Pertains to professional services for tax compliance, tax advice, and tax planning. The nature of the services comprising the fees disclosed under this category relates to the preparation of the T2 Corporate Tax Returns of the Company and its Canadian subsidiary, Eagle Mountain Gold Corp., together with related schedules.
- (3) Pertains to products and services other than services reported under the other categories.

Venture Issuers Exemption

If and when required, the Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts “venture issuers” from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and Named Executive Officer Compensation Excluding Compensation Securities

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the “Named Executive Officers” or “NEOs”):

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer (“CEO”);
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer (other than the CEO and CFO) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with applicable securities rules, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and not acting in a similar capacity, at the end of that financial year.

In respect of the Company’s financial year ended December 31, 2016, the Company had three Named Executive Officers, namely, J. Scott Drever (former CEO), Nicholas Campbell (CFO) and Ioannis Tsitos (President).

Table of Compensation Excluding Compensation Securities

The following table sets out compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company, to each NEO and director, in any capacity, for each of the Company's financial years ended December 31, 2016 and 2015.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fees, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
J. Scott Drever ⁽¹⁾ Former CEO and Former Director	2016	22,500 ⁽²⁾	Nil	Nil	(3)	Nil	22,500
	2015	60,000 ⁽²⁾	Nil	Nil	(3)	Nil	60,000
Nicholas Campbell ⁽⁴⁾ CFO	2016	98,500 ⁽²⁾	Nil	Nil	(3)	Nil	98,500
	2015	43,500 ⁽²⁾	Nil	Nil	(3)	Nil	43,500
Ioannis Tsitos President and Director	2016	150,000 ⁽²⁾	Nil	Nil	(3)	Nil	150,000
	2015	150,000 ⁽²⁾	Nil	Nil	(3)	Nil	150,000
N. Eric Fier ⁽⁵⁾ COO and Director	2016	60,000 ⁽²⁾	Nil	Nil	(3)	Nil	60,000
	2015	60,000 ⁽²⁾	Nil	Nil	(3)	Nil	60,000
Graham C. Thody Chairman and Director	2016	Nil	Nil	Nil	(3)	Nil	Nil
	2015	Nil	Nil	Nil	(3)	Nil	Nil
Jonathan Dubois-Phillips ⁽⁶⁾ Former Director	2016	Nil	Nil	Nil	(3)	Nil	Nil
	2015	Nil	Nil	Nil	(3)	Nil	Nil
Steven B. Simpson Director	2016	Nil	Nil	Nil	(3)	Nil	Nil
	2015	Nil	Nil	Nil	(3)	Nil	Nil

(1) Mr. Drever served as a director and CEO of the Company until June 22, 2016.

(2) Amount paid as a consulting fee to the management company controlled by the NEO. See "Director and Named Executive Officer Compensation— Employment, Consulting and Management Agreements or Arrangements" for further details. Such amount represents all of the consulting fees paid to the management company which can be attributed to the applicable NEO's services as an executive officer of the Company. No compensation amounts received by NEOs who are also directors relate to their roles as directors of the Company.

(3) Perquisites that are not generally available to all employees did not exceed \$15,000.

(4) Mr. Campbell was appointed CFO effective January 1, 2016 and prior thereto served as a consultant of the Company.

(5) Mr. Fier became a director of the Company on June 22, 2016.

(6) Mr. Dubois-Phillips ceased to be a director of the Company on June 22, 2016.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company or one of its subsidiaries in the financial year ended December 31, 2016 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

The following table discloses the total amount of compensation securities held by each NEO and director of the Company as at the Company's financial year end of December 31, 2016.

Name and Position	Total amount of compensation securities held as at December 31, 2016⁽¹⁾
Nicholas Campbell, CFO	250,000
Ioannis Tsitos, President and Director	1,000,000
N. Eric Fier, COO & Director	1,150,000
Graham C. Thody, Director	1,000,000
Steven B. Simpson, Director	1,050,000

(1) The numbers under this column represent the number of options and the same number of Common Shares underlying the related options.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities disclosed in the above table.

Except as set out in the following table, no NEO or director of the Company exercised any compensation security during 2016.

Name and position	Exercise of Compensation Securities by Directors and NEOs						
	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise (M/D/Y)	Closing price of security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Jonathan Dubois-Phillips Former Director	Options	395,723	0.23	10/17/2016	0.35	0.10	39,572
	Options	350,000	0.24	08/26/2016	0.37	0.13	45,500
	Options	500,000	0.20	08/26/2016	0.37	0.17	85,000
	Options	150,000	0.21	08/26/2016	0.37	0.16	24,000

Stock Option Plans and Other Incentive Plans

Options may be granted to purchase Common Shares on terms that the Board of Directors may determine, with recommendations from the Corporate Governance and Compensation Committee and subject to the limitations of the Company's prevailing stock option plan and the requirements of applicable regulatory authorities. The Corporate Governance and Compensation Committee is mandated to review and make recommendations to the Board regarding the remuneration of executive officers, the granting of stock options to directors, executive officers, employees and consultants of the Company, and compensation policies, including the stock option plan.

Individual grants of stock options are determined by an assessment of the individual's current and expected future performance, level of responsibilities, the importance of the proposed optionee's position and contribution to the Company, and previous option grants and exercise prices.

The Company has a "rolling 10%" Stock Option Plan (the "Option Plan") which was adopted by the Board of Directors on April 11, 2014 and first approved by the shareholders of the Company on June 11, 2014. The Option Plan includes the following provisions:

- The Option Plan is administered by a "Committee" which means the Board of Directors of the Company or such committee of the Board of Directors that the Board of Directors has designated to administer the Option Plan;
- Options may be granted to employees, directors, executive officers and consultants of the Company or of a subsidiary of the Company (and such other persons permitted by the TSX Venture Exchange ("TSX-V") to be granted options) who are in the opinion of the Committee in a position to contribute to the success of the Company or any subsidiary of the Company or who, by virtue of their service to the Company or to any subsidiary of the Company (or to any predecessors of the Company or a subsidiary of the Company) are, in the opinion of the Committee, worthy of special recognition.
- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan is 10% of the issued and outstanding Common Shares from time to time;
- The aggregate number of optioned Common Shares granted within a 12-month period to any one optionee must not exceed 5% of the issued and outstanding Common Shares;
- The number of optioned Common Shares granted within a 12-month period to any one consultant must not exceed 2% of the issued and outstanding Common Shares;
- The aggregate number of optioned Common Shares granted within a 12-month period to optionees who are employed to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Company;
- The aggregate number of optioned Common Shares granted within a 12-month period to insiders of the Company must not exceed 10% of the issued and outstanding Common Shares;

- The exercise price for options granted under the Option Plan will not be less than the market price of the Common Shares less applicable discounts permitted by the TSX-V. The Company has followed the practice of granting all stock options at or above the market price of the Common Shares;
- Options may be exercisable for a term of up to ten years, subject to earlier termination in the event of death or the optionee's cessation of services to the Company or to extension if the expiry date is within a trading blackout period imposed by the Company to that date which is 10 business days after the trading blackout;
- Options granted under the Option Plan are non-assignable and non-transferable, except by will or the laws of descent and distribution;
- Options granted to any optionee who is a director, executive officer, employee or consultant shall expire the earlier of: (a) that date which is 90 days after the optionee ceases to be in at least one of such categories unless an earlier date is provided for in the optionee's option agreement; and (b) the expiry of the option period. The Committee may extend the mentioned 90-day period in respect of any option for a specified period up to one year;
- For so long as the Common Shares are listed on the TSX-V, any Common Shares issued pursuant to the exercise of options that (a) were granted to an optionee who was a director, officer, promoter or significant shareholder of the Company; or (b) had an exercise price per share that was less than the market price, would be subject to a four-month hold period commencing on the date of grant of the option;
- The Committee may, in its discretion but subject to any necessary regulatory approvals, provide for the extension of the exercisability of an option for any period that is not beyond the applicable expiry date of the option, accelerate the vesting or exercisability of an option, eliminate or make less restrictive any restrictions governing an option, waive any restriction or other provision of the Option Plan or an option or otherwise amend or modify the option in any manner that is either (a) not adverse to such optionee or (b) consented to by such optionee;
- The vesting schedule for each option shall be determined by the Committee at the time the option is granted and shall be specified in the option agreement in respect of the option; and
- If there is a takeover bid or tender offer made for all or any of the issued and outstanding Common Shares, then the Committee may, by resolution, permit all outstanding options to become immediately exercisable in order to permit the Common Shares issuable under such options to be tendered to such bid or offer.

As the Option Plan is a "rolling percentage plan", the TSX-V requires the Option Plan to be approved yearly by the shareholders of the Company. The Option Plan was last approved by the shareholders of the Company at the 2016 annual general meeting and renewal shareholder approval will be sought at the Meeting. See "Particulars of Other Matters To Be Acted Upon — Stock Option Plan".

Employment, Consulting and Management Agreements or Arrangements

Nicholas Campbell, CFO

By agreement dated January 1, 2016, the Company entered into a management agreement (the “Campbell Agreement”) with Campbell Advisory Services Inc. (“Campbell”), a company wholly-owned by Nicholas Campbell, whereby the Company retained Campbell to provide executive, managerial and consulting services to the Company and, in particular, to provide the services of Mr. Campbell to serve as Chief Financial Officer of the Company. In consideration for the services of Campbell, the Company agreed to pay Campbell consulting fees payable in equal monthly instalments. See “Table of Compensation Excluding Compensation Securities” for actual amounts paid to Campbell. The Campbell Agreement is subject to annual renewal unless earlier terminated in accordance with its terms.

J. Scott Drever, Former CEO and Former Director

By agreement dated July 1, 2012, the Company engaged Nemesis Enterprises Ltd. (“Nemesis”), a company wholly-owned by J. Scott Drever, to provide managerial, administrative and consulting services to the Company and, in particular, to provide the services of Mr. Drever to serve as an executive officer and a director of the Company (the “Nemesis Agreement”). In consideration for the services of Nemesis, the Company agreed to pay Nemesis consulting fees payable in equal monthly instalments. Upon Mr. Drever resigning as CEO of the Company on June 22, 2016, the Nemesis Agreement was terminated and the Company entered into a new consulting agreement dated July 1, 2016 with Nemesis for the provision of ongoing consulting services to the Company until June 30, 2019 at \$100 per hour to a maximum of \$800 per full day. See “Table of Compensation Excluding Compensation Securities” for actual amounts paid by the Company to Nemesis in 2016.

N. Eric Fier, COO and Director

By agreement dated July 1, 2012, the Company entered into a management agreement (the “Maverick Agreement”) with Maverick Mining Consultants Inc. (“Maverick”), a company wholly-owned by N. Eric Fier, whereby the Company retained Maverick to provide executive, managerial and consulting services to the Company and, in particular, to provide the services of Mr. Fier to serve as Chief Operating Officer of the Company. In consideration for the services of Maverick, the Company agreed to pay Maverick consulting fees at the base rate of \$120,000 per year plus applicable taxes, payable in equal monthly instalments. The Maverick Agreement is subject to annual renewal unless earlier terminated in accordance with its terms. By agreement dated July 31, 2012, Maverick agreed to a temporary reduction of 50% in the annual base consulting fee to \$60,000 per year until such time as business activity of the Company increased, at which time payment of the full original annual base salary would resume.

Ioannis Tsitos, President and Director

In March 2014, the Company entered into a management agreement (the “Laurium Agreement”) with Laurium Mining Services Inc. (“Laurium”), a company wholly-owned by Ioannis Tsitos, whereby the Company retained Laurium to provide executive, managerial and consulting services to the Company and, in particular, to provide the services of Mr. Tsitos to serve as President of the Company. In consideration for the services of Laurium, the Company agreed to pay Laurium consulting fees at the base rate of \$150,000 per year (plus applicable taxes), payable in equal monthly instalments. The Laurium Consulting Agreement is subject to annual renewal unless earlier terminated in accordance with its terms.

Termination and Change of Control Benefits

Each of the Campbell Agreement, the Maverick Agreement, and the Laurium Agreement (collectively, the “Management Agreements”) currently in effect have termination and change of control provisions. The table below summarizes the estimated incremental payments related to termination scenarios under the Management Agreements assuming the events occurred on December 31, 2016.

Consultant (NEO or Director)	Termination without Cause	Change of Control
Campbell (Nicholas Campbell)	\$125,000	\$187,500 ⁽¹⁾
Maverick (N. Eric Fier)	\$180,000	\$240,000 ⁽²⁾
Laurium (Ioannis Tsitos)	\$150,000	\$300,000 ⁽¹⁾

(1) Payable in the event of termination within six months of a change of control.

(2) Payable in the event of termination within six months of a change of control or resignation within three months of a change of control.

Each Management Agreement provides that:

- (a) the consultant under the Management Agreement (each a “Consultant”) may terminate its engagement with the Company upon three months’ written notice to the Company, unless the Company is in material default under the agreement, in which event the Consultant may, if such default has not been cured by the Company within 15 days of notification of such default, terminate its engagement upon 30 days’ written notice to the Company;
- (b) the Company may terminate its engagement with the Consultant (i) upon three months’ written notice to the Consultant; or (ii) immediately upon written notice of said termination provided that the Company pays the Consultant an amount equal to one and one-half (one times for Laurium) of the then applicable annual base rate consulting fee; however, this amount would be adjusted in the event of a change of control of the Company, as described below; and
- (c) the Company may terminate the agreement with immediate effect upon delivery of written notice to the Consultant and payment to the Consultant of an amount equal to one and one-half (one times for Laurium) of the then applicable base rate per annum payable to the Consultant.

Each Management Agreement also provides that in the event that there is a change of control of the Company (as defined in the respective Management Agreements) and within six months after such event, the Company delivers written notice to the Consultant terminating its respective Management Agreement, the Company shall, upon the effective date of termination, pay to the Consultant the greater of (a) any remaining balance of the term of the Management Agreement at the then applicable base rate payable to the Consultant, and (b) an amount equal to two times the then applicable base rate.

Directors

The Company has no standard arrangement pursuant to which the non-executive directors of the Company are paid cash compensation by the Company for their services in their capacity as directors or committee members. During the financial year ended December 31, 2016, the Company paid no cash or other compensation to any

non-executive director of the Company for the director's services as a director or in any other capacity or under any other arrangement.

Oversight and Description of Director and Named Executive Officer Compensation

The Company has established a Corporate Governance and Compensation Committee that is currently comprised of three members (Steven B. Simpson, Graham C. Thody and Ioannis Tsitos), with Messrs. Simpson and Thody being independent members. These persons have the necessary experience to enable them to make decisions on the suitability of the Company's compensation policies or practices.

Executive and Employee Compensation Objectives and Philosophy

The Board of Directors recognizes that the Company's success depends greatly on its ability to attract, retain and motivate superior performing employees, which can only occur if the Company has an appropriately structured and implemented compensation program.

The principal objectives of the Company's executive compensation program are as follows:

- (a) to attract and retain qualified executive officers, which includes having compensation that is competitive within the marketplace;
- (b) to align executives' interests with those of the shareholders; and
- (c) to reward demonstration of both leadership and performance.

The Company does not have a formal compensation program with set benchmarks. Individual compensation is not directly tied to performance goals which are based on any specific objective and identifiable measure, such as the Company's share price or earnings per share. However, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance is reviewed for all executive officers based largely on a qualitative evaluation of the Company's achievement of corporate milestones and objectives.

Compensation Review Process

The Corporate Governance and Compensation Committee is tasked with the responsibility of, among other things, recommending to the Board compensation policies and guidelines for the Company and for implementing and overseeing compensation policies approved by the Board.

The Corporate Governance and Compensation Committee reviews annually and makes recommendations to the Board in respect of the compensation paid by the Company to its directors and executive officers. The committee is responsible for reviewing and considering corporate goals and objectives relevant to compensation for all executive officers, evaluating their performance in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the level of compensation for the executive officers based on this evaluation. In considering executive officers other than the CEO, the committee shall take into account the recommendation of the CEO.

With the approval of the Corporate Governance and Compensation Committee, the Board may from time to time engage outside advisors at the expense of the Company to assist with the evaluation of compensation of

directors and officers. The Corporate Governance and Compensation Committee also reviews, and recommends to the Board for its approval any severance or similar termination payments proposed to be made to any current or former executive officer.

All compensation arrangements between the Company and any director or executive officer of the Company or between any subsidiary of the Company and any director or executive officer of the Company must be approved by the Corporate Governance and Compensation Committee.

The Board acknowledges that the Company, as a junior natural resource company, all management compensation to date has been derived solely from cash in the Company's treasury, acquired by way of equity financings to date, and the grant of incentive stock options to management personnel and employees. Salary compensation to the Named Executive Officers is provided for under the Management Agreements with the Named Executive Officers' management companies (see "Employment, Consulting and Management Agreements or Arrangements" for details of such contracts). The Management Agreements have specified terms and annual base salary rates which the Company is obligated to pay, subject to the termination provisions thereunder. Upon the occurrence of certain events, the Company's early termination of the Management Agreements may also trigger additional balloon payments, which could adversely impact the Company's working capital. However, in order to provide necessary oversight and to mitigate against the risks posed by the Management Agreements, the Board has adhered to the policy of requiring all independent Board and committee members to evaluate and approve of all executive compensation arrangements and awards prior to their commitment. The Board has also adopted a policy which requires the Corporate Governance and Compensation Committee to review the terms of the Management Agreements on an annual basis. At present, the Board has determined that the current executive compensation levels are not excessive and are in line with other companies of similar stature. With respect to the longer-term component of executive compensation, options granted to executive officers under the Company's Stock Option Plan serve to align the interests of those persons with the shareholders. As options are generally priced at or above market value at the time of grant and are generally subject to vesting schedules as determined by the Board, the benefits of such compensation, if any, may not be realized by the executive until a significant period of time has passed.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) performance bonus payments; and
- (c) equity participation through the Company's Stock Option Plan.

Base Salary or Consulting Fees

The Named Executive Officers of the Company are primarily compensated indirectly through consulting fees payable by the Company to their respective management companies. For the principal terms of the Management Agreements, see "Employment, Consulting and Management Agreements or Arrangements".

In determining the annual base consulting fees, the Board of Directors, with the recommendation of the Corporate Governance and Compensation Committee, considered the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mining industry which were similar in size as the Company, at the same stage of development as the Company and considered comparable to the Company;
- (c) the experience level of the Named Executive Officer; and
- (d) the amount of time and commitment which the Named Executive Officer devoted to the Company and is expected to devote to the Company in the future.

The Corporate Governance and Compensation Committee annually reviews the base consulting fees payable to the Named Executive Officers based on the aforementioned criteria to ensure that compensation levels are competitive and fair.

Performance Bonus Payments

Performance bonuses are payable in cash or through equity-based compensation, and the amount payable is based on the Corporate Governance and Compensation Committee's assessment of the Company's performance for the year. Factors considered in determining bonus amounts generally include individual performance, financial criteria (such as successful financings, project management performance) and operational criteria (such as significant mineral property acquisitions, successful mineral property exploration and development, resource growth and the attainment of other corporate milestones).

In determining to award performance bonuses, including the amounts thereof, the Board of Directors uses its discretion and takes into consideration the Company's annual achievements, without assigning any quantifiable weight or factor in respect of any particular achievement or corporate milestone.

The Company did not award any bonuses during the 2016 financial year.

Equity Participation

The Company provides for equity participation in the Company through its Stock Option Plan. See "Stock Option Plans and Other Incentive Plans". The granting of stock options is intended to encourage the maximization of shareholder value by better aligning the interests of the executive officers with the interests of shareholders.

Pension Disclosure

The Company does not provide a pension to any NEO or director.

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

The following table sets out information on the Company’s equity compensation plans under which Common Shares are authorized for issuance as at December 31, 2016.

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 securityholders	7,474,012	\$0.22	6,599,179 ⁽¹⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,474,012		6,599,179

(1) Based on the total number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan being 10% of the issued and outstanding Common Shares from time to time (being 14,073,191 Common Shares as at December 31, 2016).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no director or executive officer of the Company, no proposed nominee for election as a director of the Company, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Company or any of its subsidiaries, and no former executive officer, director or employee of the Company or any of its subsidiaries, is indebted to the Company or any of its subsidiaries (other than for “routine indebtedness” as defined under applicable securities legislation) or is indebted to another entity where such indebtedness 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.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described below, no informed person (i.e. insider) of the Company, no proposed director of the Company, and no associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since January 1, 2016 or in any proposed transaction which has materially affected or would materially affect the Company.

Loan Facility

On December 21, 2015, the Company obtained a US\$1.0 million loan (the “Facility”) from Mitan Holdings Ltd. (“Mitan”), a company whose securities held are controlled and directed by Steven B. Simpson. The Facility was initially repayable in full 12 months after the drawdown with interest at a rate of 12% per annum, payable

quarterly. The Company had pledged the shares of its wholly-owned subsidiary, Eagle Mountain Gold Corp., to Mitan as security for the loan and paid a commitment fee of US\$15,000 upon execution of the Facility.

To assist with cash flow, in December 2016, the Company obtained a six-month extension to June 21, 2017 for repayment of the Facility upon payment of an extension fee of US\$10,000 and received an additional US\$300,000 increase to the Facility that was repayable no later than two months from the date of the advance. During 2016, the Company made interest payments totalling US\$120,000 under the Facility.

In February 2017, the Company fully repaid all amounts owing to Mitan under the Facility from the proceeds of the Private Placement (as defined below) and general working capital. As a result, the Company’s pledge of the shares of Eagle Mountain Gold Corp. as security for the loan has also been discharged.

Private Placement

On February 8, 2017, the Company completed a non-brokered private placement (the “Private Placement”) of an aggregate of 26,233,450 units (“Units”) at \$0.17 per Unit for gross proceeds of \$4,459,686.50. Each Unit consisted of one Common Share of the Company and one common share purchase warrant of the Company, with each warrant being exercisable to purchase one additional Common Share at \$0.23 until February 8, 2019. Certain directors, officers and other insiders of the Company (the “Insider Placees”) purchased or acquired direction and control over a total of 9,235,046 Units under the Private Placement, as follows:

Insider Placee	Number of Units Acquired
Maverick Mining Consultants Inc. (controlled by N. Eric Fier, COO and Director)	1,470,588
Mitan Holdings Ltd. (control and direction of Common Shares owned are exercised by Steven Simpson, Director)	1,764,705
Ioannis Tsitos (President and Director)	117,500
Donald Smith Value Fund, L.P. 152 West 57th Street, 22nd Floor New York, NY, U.S.A. 10019 (insider shareholder)	5,882,253

The Insider Placees participated in the Private Placement in order to assist the Company in raising the required funds to pursue its business objectives and for investment purposes. The subscriptions of the Insider Placees contributed \$1,569,957.82 of gross proceeds to the Company’s treasury. The participation of each Insider Placee in the Private Placement received disinterested directors’ approval.

MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed by a person other than the directors or executive officers of the Company directly or through their respective management consulting companies.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Stock Option Plan

Pursuant to the TSX-V's Policy 4.4 entitled "Incentive Stock Options", the Company's Stock Option Plan (the "Option Plan" herein) has to be approved by the shareholders of the Company yearly in that it is a "rolling 10%" plan (i.e. up to 10% of the outstanding Common Shares from time to time may be reserved for issuance for options granted under the Plan). The Option Plan was first approved by the shareholders of the Company at the Annual General Meeting of the Company on June 11, 2014. A copy of the Option Plan may be obtained by sending a written request to the Chief Executive Officer of the Company at the Company's head office located at Suite 501, 570 Granville Street, Vancouver, British Columbia V6C 3P1. See "Director and Named Executive Officer Compensation — Stock Option Plans and Other Incentive Plans" for a summary of the terms of the Option Plan.

The text of the proposed resolution to approve and confirm the Option Plan (the "Stock Option Plan Resolution") is as follows:

"BE IT RESOLVED THAT the Company's Stock Option Plan, previously approved by the shareholders of the Company, is hereby approved and confirmed and that the Board of Directors of the Company be authorized to make any changes thereto as may be required by the TSX Venture Exchange."

A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the Stock Option Plan Resolution.

The Board of Directors recommends a vote "FOR" the approval of the Stock Option Plan Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Stock Option Plan Resolution.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Financial information relating to the Company is provided in the Company's comparative annual financial statements and management's discussion and analysis for its financial year ended December 31, 2016 which are available on SEDAR and may also be obtained by sending a written request to the President of the Company at the Company's head office located at Suite 501, 570 Granville Street, Vancouver, British Columbia V6C 3P1.

DATED as of the 13th day of April, 2017.

BY ORDER OF THE BOARD

"Ioannis Tsitos"

IOANNIS TSITOS
President

APPENDIX A

GOLDSOURCE MINES INC. (the Company”)

Audit Committee Charter

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors (“Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditor; and
- provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board.

Composition

The Committee shall be comprised of at least three directors as determined by the Board, all of whom shall be “independent” directors except as permitted by applicable securities regulatory guidelines (including applicable exemptions while the Company is a “venture issuer” within the meaning of applicable securities legislation). A quorum of the Committee shall be a majority of the members. Each member of the Committee will be a member of the Board. In the event of an equality of votes, the Chair of the Committee shall not have a second casting vote.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports

- (a) review and update, if applicable or necessary, this Audit Committee Charter annually;
- (b) review with management and the independent auditor the Company's annual and interim financial statements, management's discussion and analysis, any annual and interim earnings press releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the external auditor for the purpose of recommending their approval to the Board prior to their filing, issue or publication. The Chair of the Committee may represent the entire Committee for purposes of this review in circumstances where time does not allow the full Committee to be available;
- (c) review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- (d) review the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company;
- (e) review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the external auditor, based on the terms of reference agreed upon by the external auditor and the Committee;
- (f) review expenses of the Board Chair, President, Chief Executive Officer and Chief Financial Officer annually; and
- (g) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

2. External Auditor

- (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company;
- (c) review and discuss with the external auditor any disclosed relationships or services that may have an impact on the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;

- (e) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
- (f) recommend to the Board the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
 - (i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

3. Financial Reporting Processes

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;

- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

- (a) review any material related party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.