

ANNUAL INFORMATION FORM

TRISTAR GOLD INC.

FOR THE YEAR ENDED DECEMBER 31, 2015

Dated as at: September 30, 2016

TABLE OF CONTENTS

INTRODUCTION	3
FORWARD-LOOKING STATEMENTS	3
CORPORATE STRUCTURE	6
GENERAL DEVELOPMENT OF THE BUSINESS.....	8
DESCRIPTION OF THE BUSINESS.....	8
MINERAL PROPERTIES.....	14
DIVIDENDS AND DISTRIBUTIONS.....	23
DESCRIPTION OF CAPITAL STRUCTURE	23
MARKET FOR SECURITIES	24
DIRECTORS AND EXECUTIVE OFFICERS	25
TRANSFER AGENT AND REGISTRARS	26
MATERIAL CONTRACTS.....	27
INTERESTS OF EXPERTS	27
ADDITIONAL INFORMATION.....	28
ADDITIONAL DISCLOSURE	28

INTRODUCTION

In this Annual Information Form (“AIF”), the “Company” and “TriStar” refer to TriStar Gold Inc. and its subsidiaries (unless the context otherwise requires). TriStar refers you to the public disclosure documents of the Company, which may be found on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com, for more complete information than may be contained in this AIF. In this AIF, unless otherwise specified, all dollar amounts are expressed in United States Dollars (“US\$” or “\$”). Amounts expressed in Canadian dollars are indicated by “Cdn\$”.

DATE OF INFORMATION

Unless otherwise indicated, all information contained in this AIF of the Company is stated as at September 30, 2016.

FINANCIAL INFORMATION

All financial information in this AIF is prepared in accordance with International Financial Reporting Standards.

TECHNICAL INFORMATION

All technical information in this AIF concerning the Company’s mineral properties has been reviewed and approved by R. Mohan Srivastava, a Vice-President of the Company, and a qualified person as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”).

FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein may contain forward-looking information within the meaning of applicable Canadian and United States securities laws. Such forward-looking statements and forward-looking information include, but are not limited to statements concerning future exploration plans at the Company’s mineral properties, and future financing plans.

Forward-looking statements or information relate to future events and future performance and include statements regarding the expectations and beliefs of management. Such forward looking statements and forward looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or information are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements or information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of prices of gold and other metals and minerals; changes in project parameters as development plans continue to be refined; the timing of the receipt and/or renewal of permits and other regulatory and governmental approvals for exploration or mining operations; costs of exploration or production, including labour and equipment costs; production and productivity levels; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the U.S. dollar, the Brazilian real and other foreign exchange rates on costs and financial results; changes in engineering and construction timetables and capital costs; market competition; the accuracy of reserve and resource estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based; changes in taxation rates; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and those factors discussed in the section entitled “Risk Factors” in this AIF. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on TriStar and the risks and challenges of its business, investors should review TriStar’s annual filings that are available at www.sedar.com.

The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Any forward looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

NOTE TO UNITED STATES READERS REGARDING DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

Resource and Reserve Estimates

Certain terms contained in this AIF have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms “mineral reserve”, “proven mineral reserve” and “probable mineral reserve” are Canadian mining terms as defined in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) - CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. These definitions differ from the definitions in SEC Industry Guide 7 under the United States Securities Act of 1933, as amended (the “Securities Act”). Under SEC Industry Guide 7 standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards. In addition, the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. “Inferred mineral resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in certain restricted cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC Industry Guide 7 standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this AIF and the documents incorporated by reference herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States Federal securities laws and the rules and regulations there under.

CORPORATE STRUCTURE

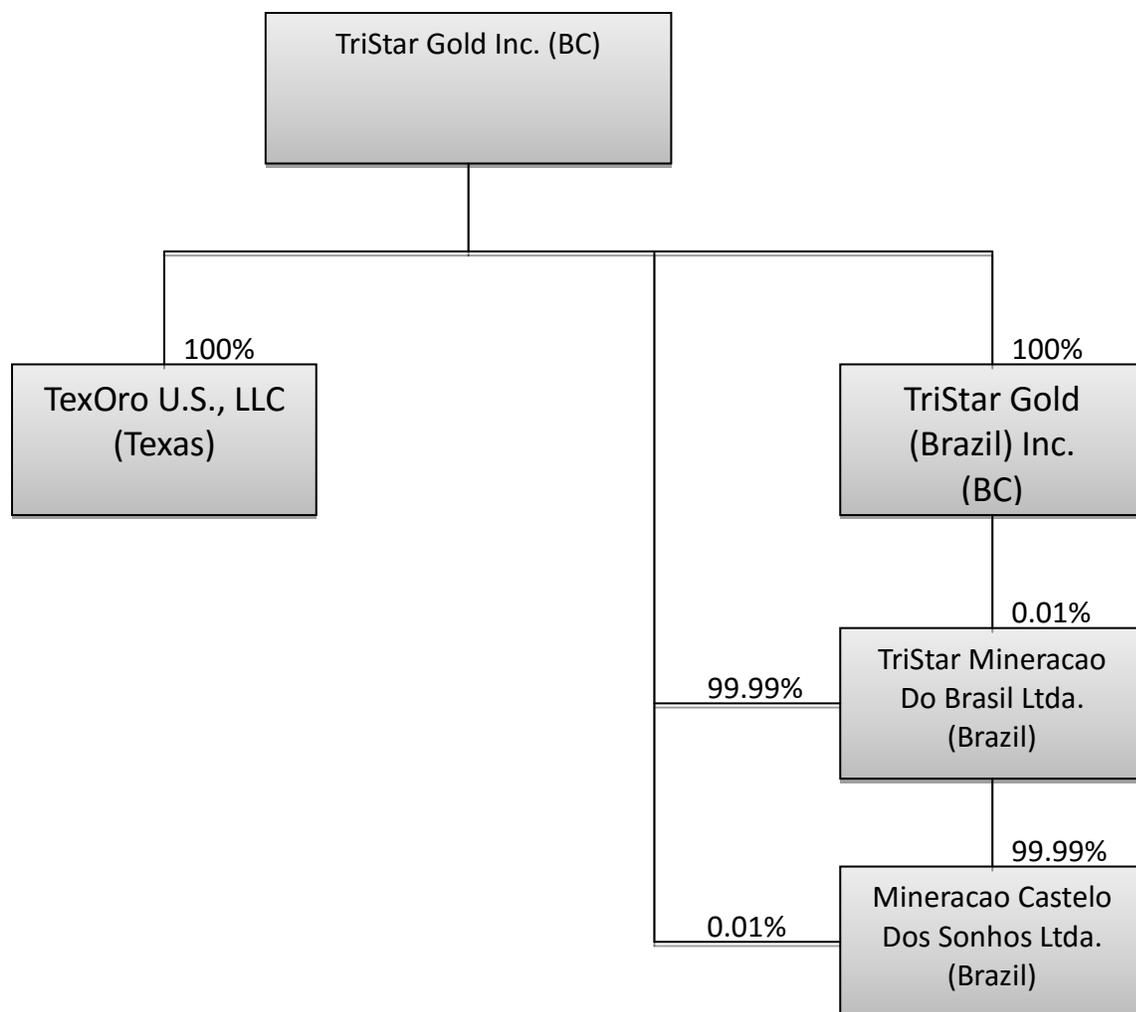
Name, Address and Incorporation

TriStar was incorporated on May 21, 2010 under the *Business Corporations Act* of British Columbia as a wholly owned subsidiary of Brazauro Resources Corporation (“Brazauro”). On July 20, 2010 Brazauro and Eldorado Gold Corporation (“Eldorado”) completed a plan of arrangement in which Eldorado acquired all of the issued and outstanding common shares of Brazauro not already held by Eldorado. Under this plan of arrangement Brazauro transferred certain mineral exploration assets, and cash to TriStar, and the common shares of TriStar were distributed to the shareholders of Brazauro.

The Company’s head office is located at 7950 E Acoma Drive, Suite 209, Scottsdale, Arizona, USA, 85260 (telephone 480-794-1244) and its registered office is located at Suite 910, 800 West Pender Street, Vancouver British Columbia, Canada, V6C 2V6. The Company's website is www.tristargold.com.

Inter-corporate Relationships

TriStar is engaged in the exploration and development of precious metals deposits. Its principal exploration property is the Castelo de Sonhos (“CDS”) property located in Para State in northern Brazil. CDS is 100% owned by an indirect Brazilian subsidiary Mineracao Castelo Dos Sonhos Ltda., as illustrated in the corporate organizational chart below.



As of the date of this AIF, TriStar Gold has unlimited authorized common shares and currently has 125,106,245 common shares issued and outstanding. TriStar Gold (Brazil) Inc. is incorporated in Canada and is the holding company for the Brazilian subsidiaries and assets. TexOro US LLC is an administration company incorporated in the United States and it is 100% owned by TriStar Gold Inc. The Company's two Brazilian subsidiaries are both 100% indirectly owned by the Company and serve as the entities through which TriStar operates and owns its Brazilian assets. As previously referenced, the Company's principal exploration property is CDS and the Company also controls a second exploration property called Bom Jardim, which is owned by TriStar Mineracao Do Brasil Ltda and which is not considered material to the Company. The Company has no plans to further explore Bom Jardim at the present time.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Since its inception, the Company's principal focus has been on the exploration of the CDS property. Following an initial period of concentrated activity on CDS, the Company's exploration activities at CDS were reduced in 2014 and 2015 as further financing was sought. Accordingly, the Company was unable to explore the totality of the CDS claim holdings.

In December 2015, a new group of investors, led by Mr. Nick Appleyard (subsequently appointed President and CEO of TriStar) provided a significant cash infusion, and this management group subsequently completed a new NI 43-101 compliant technical report in respect of CDS titled *Exploration Target Range for the Castelo de Sonhos Gold Project*, which is dated March 7, 2016 (the "Technical Report"), and is filed on sedar. In July 2016 the Company completed a brokered private placement raising gross proceeds of over Cdn\$4.3 million, which will provide additional funding for further exploration work at CDS.

The Company remains an exploration company, it has no operations in production and no source of revenue. All activities are currently financed through the sale of its equity securities.

The Company currently has ten full-time and five part-time employees.

DESCRIPTION OF THE BUSINESS

General

Since its inception in 2010, the Company's activities have been primarily focused on exploring the CDS gold exploration property in Para State in northern Brazil.

The Company has no mines in operations and no source of revenue from operating activities. The CDS property remains in the exploration stage and management anticipates that it will take several more years of work to complete a feasibility study and make a formal decision to go into production. This work includes among other things additional core and reverse circulation drilling, metallurgical test work to determine the optimal process or processes for the recovery of gold, preliminary engineering design and cost estimation, environmental impact and mitigation studies, and if that is all successful, obtaining the necessary permits and financing for the construction and operation of a mine. There can be no assurance that the CDS property will be placed into production.

With respect to the CDS property, in July 2016 the Company made the final cash and common share payments for the acquisition of the property from the vendors, although certain production and bonus trigger payments may be required in future years. In addition, in accordance with Brazilian mining law, the Company must complete a number of steps to maintain the rights to mine the property, including completing and receiving approval of a positive exploration report, followed, within 12 months by a report showing the identification of economically viable concentrations of mineralization as determined by Brazilian law. Once the applicable state agency (the Departamento Nacional de Producao Mineral or "DNPM") has approved all of these reports, the Company must then undertake certain other studies, such as environmental studies in order to receive a mining license.

Risk Factors

An investment in the Company's common shares is highly speculative and subject to a number of risks. Additional risks that the Company is unaware of or that are currently believed to be immaterial may become important factors that affect the Company's business. If any of the following risks occur, or if others occur, the Company's business, operating results and financial condition could be adversely impacted.

The Company is in the mineral property acquisition, exploration and development business and is exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies of like size and stage of development. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the company's business, results of operation, and financial performance in future years.

The Company's business plan to acquire additional exploration prospects, continue exploration activities on its current projects, and, if warranted, undertake development and mining operations, is subject to numerous risks and uncertainties, including the following:

General Economic and Financial Market Conditions

Since 2008, there has been heightened global economic uncertainty, increased financial and commodity market volatility, reduced investor confidence, greater shareholder and other stakeholder activism, bank failures and lessened credit availability. These economic events have had a negative effect on commodity markets, which has secondarily impacted participants in the mining and exploration industries. This macro-environment may impact the ability of the Company to raise financing and/or implement its exploration and development plans.

Metal Price Risk

The price of gold greatly affects the value of the Company's own securities and investments and the recoverable value of its exploration projects.

Geopolitical Risk

The Company's exploration properties are located in Brazil and it has no country diversification with respect to its principal assets. Therefore, any political or social disruptions unique to Brazil may have a material impact on the operations of the Company and its financial performance and stability. Additionally, the Company's projects are subject to the laws of Brazil and can be negatively impacted by changes in the existing laws and regulations of that country, as they apply to mineral exploration, land ownership, royalty interests and taxation.

Properties in which the Company has an interest are located in the Amazon basin in Brazil, which may be of particular interest or sensitivity to one or more special interest groups. Consequently, mineral exploration and mining activities in those areas may be affected in varying degrees by political uncertainty, expropriations of property and changes in applicable government policies and regulation such as business laws, environmental laws, indigenous peoples' land claims entitlements or procedures and mineral rights and mining laws affecting the Company's business in that area. Any changes in regulations or shifts in political conditions are beyond the control or influence of the Company and may adversely affect its business, or if significant enough, may result in the impairment or loss of mineral concessions or other mineral rights, or may make it impossible to continue its mineral exploration and mining activities in such areas.

Exploration and Development Stage Risk

Exploration for mineral resources involves a high degree of risk, the cost of conducting exploration programs may be substantial and the probability of success is difficult to assess.

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover minerals deposits but also from finding mineral deposits that, though present, are insufficient in size and quality to justify development or if developed generate profits and cash flows. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated and even one unexpected factor may result in the economic viability of the project being detrimentally impacted such that the project cannot be developed or operations continue. The Company closely monitors its activities and those factors that could negatively impact them and the Company's employees and its advisors assist in risk management and to make timely decisions regarding future property expenditures.

Other risks associated with projects in the exploration and development stage which could cause delays or prohibit the advancement of the project including delays in obtaining required government approvals and permits and the inability to obtain suitable or adequate machinery, equipment, access, power or labor.

It is impossible to ensure that the current development programs planned by the Company will result in a profitable commercial mining operation. Mineral deposits and production costs are affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, foreign exchange changes, inflation, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

Need for Additional Funding

Further funding is required by the Company to continue as a going concern and to implement management's plans to enhance shareholder value. The Company is in the process of trying to raise additional cash through the sale of its common stock or some alternative arrangement. However, there is no guarantee that the Company will be able to raise sufficient funds to meet existing and future obligations.

The inability of the Company to raise further equity financing could adversely affect the Company's business plan, including its ability to acquire additional properties and perform exploration activities on, and maintain its existing properties.

Title to Properties

The Company cannot guarantee title to all of its properties as the properties may be subject to prior mineral rights applications with priority, prior unregistered agreements or transfers or indigenous peoples' land claims, and title may be affected by undetected defects. Certain of the mineral rights held by the Company are held under applications for mineral rights or are subject to renewal applications and, until final approval of such applications is received, the Company's rights to such mineral rights may be revised or cancelled and the exact boundaries of the Company's properties may be subject to adjustment. The Company does not maintain title insurance on its properties.

Environmental Laws

The exploration programs conducted by the Company are subject to national, state and/or local regulations regarding environmental considerations in the jurisdiction where they are located. Most operations involving exploration or production activities are subject to existing laws and regulations relating to exploration and mining procedures, reclamation, safety precautions, employee health and safety, air quality standards, pollution of stream and fresh water sources, odor, noise, dust, and other environmental protection controls adopted by federal, state and local governmental authorities as well as the rights of adjoining property owners. The Company may be required to prepare and present to federal, state or local authorities data pertaining to the effect or impact that any proposed exploration or production of minerals may have upon the environment. All requirements imposed by any such authorities may be costly, time consuming, and may delay or prevent commencement or continuation of exploration or production operations.

Operating Hazards and Risks

The Company's operations are subject to hazards and risks normally associated with the exploration and development of mineral properties, any of which could cause delays in the progress of the Company's exploration and development plans, damage or destruction of property, loss of life and/or environmental damage. Some of these risks include, but are not limited to, unexpected or unusual geological formations, rock bursts, cave-ins, flooding, fires, earthquakes; unanticipated changes in metallurgical characteristics and mineral recovery; unanticipated ground or water conditions; industrial or labor disputes; hazardous weather conditions; cost overruns; land claims; and other unforeseen events. A combination of experience, knowledge and careful evaluation may not be able to overcome these risks.

The nature of these risks is such that liabilities may exceed any insurance policy limits, the liabilities and hazards might not be insurable or the company might not elect to insure itself against such liabilities due to excess premium costs or other factors. Such liabilities may have a material adverse effect on the Company's financial condition and operations and could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the securities of the Company.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

Potential Dilution to Existing Shareholders

The Company will require additional financing in order to complete full exploration of its mineral properties. The Company anticipates that it may sell additional equity securities including, but not limited to, its common stock, share purchase warrants or some form of convertible security. The effect of additional issuances of equity securities will result in dilution to existing shareholders.

Insurance Coverage

Mineral exploration is subject to risks of human injury, environmental and legal liability and loss of assets. The Company may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or, in some cases, insurance may not be available for certain risks. Occurrence of events for which the Company is not insured could have a material adverse effect on the Company's financial position or results of operations.

Key Executives

The Company's operations require employees, consultants, advisors and contractors with a high degree of specialized technical, management and professional skills, such as engineers, trades people, geologists and equipment operators. The Company competes both locally and internationally for such professionals. If the Company is unable to acquire the talents it seeks then it could experience higher operating costs, poorer results and an overall lack of success in implementing its business plans.

The Company is dependent on the services of key senior executives and certain other vice-presidents and advisors. Each of these executives has many years of background in the mining industry. The Company may not be able to replace that experience and knowledge with other individuals which may result in a material adverse effect on the Company's business, results of operation and financial performance.

Permitting

The Company's operations in Brazil are subject to receiving and maintaining permits (including environmental permits) from appropriate governmental authorities. Furthermore, prior to any development on any of the Company's properties, the Company must receive permits from appropriate governmental authorities. There is no assurance that necessary permits will be obtained or that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, or additional permits for any possible future changes to operations, or additional permits associated with new legislation. Additionally, it is possible that previously issued permits may become suspended for a variety of reasons, including through government or court action. There can be no assurance that the Company will continue to hold or obtain, if required to, all permits necessary to develop or continue operating at any particular property.

Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Company incurs in its operations. Gold is sold in U.S. dollars and the Company's costs are incurred principally in U.S. dollars and Brazilian Real. The appreciation of non-U.S. dollar currencies against the U.S. dollar can increase the cost of gold exploration and capital expenditures in U.S. dollar terms. The Company also holds cash and cash equivalents that are denominated in foreign currencies that are subject to currency risk. The Company is further exposed to currency risk through non-monetary assets and liabilities of entities whose taxable profit or tax loss are denominated in foreign currencies.

MINERAL PROPERTIES

Castelo de Sonhos Property (Brazil)

Current Technical Report

The Company's recently filed Technical Report was authored by Nicholas Appleyard, Anthony Brown and R. Mohan Srivastava (all of whom are Qualified Persons as defined in NI 43-101). The report is titled *Exploration Target Range for the Castelo de Sonhos Gold Project, Para State – Brazil* and it has an effective date of March 7, 2016.

On January 29, 2016 TriStar Gold reported in a news release the following as an **exploration target range** for the CDS gold project: (i) tonnage between 50 and 84 million tonnes; (ii) gold grade between 1.3 and 1.6 grams per tonne; and metal content between 2.1 and 4.3 million ounces.

The exploration target range reported above is conceptual in nature and is NOT an estimate of mineral resources. There is no guarantee that the additional drilling required to estimate a mineral resource will be done. Nor is there any guarantee, if additional drilling and exploration is done, that the project's mineral resources will eventually reach the target range.

The Technical Report provides the technical and scientific information used to support the above mentioned exploration target ranges. The target range is based on many different indications of potential mineralization and is consistent with and incorporated all past exploration and data, including: (i) available drill hole data; (ii) surface mapping and outcrop sampling; (iii) site visits and inspection of historical garimpeiro workings; (iv) hydro-dynamics of fluvio-deltaic systems; (v) preliminary metallurgical test work; (vi) information from deposits in similar geological settings and (vii) reconstructions of continental plates at the time of deposition.

Project Description, Location and Access

CDS is located in the southwest of Para State in Brazil near the federal road BR 163 which links Cuiaba to Santarem and is approximately 30 kilometers by road from the town of Castelo de Sonhos. The property is centered approximately at coordinates 8 degrees 12'07" South, 54 degrees 59'20" West. CDS consists of 31,032 hectares of mineral rights on six contiguous claims located approximately 15 kilometers (km) east of highway (BR-163). Road access to the property is possible all year. Para State is considered a mining friendly jurisdiction with a very significant percentage of the State's economic activity resulting directly or indirectly from the mining industry.

Of the six claims, two claims have been recently claimed, in which case the Company has up to six years to file an initial positive exploration report. Three of the claims have one year of exploration remaining after which time a final positive exploration report must be filed (August 2017) and approved. The Company has completed and filed the final positive exploration report on the remaining claim and will have one year from when the report is approved (assuming it will be approved) to file the required Brazilian law defined feasibility study after which the Company may begin the process of obtaining a mining license.



Figure 1: Location of CDS in Para State in Brazil

The Tapajos gold province, in which CDS is located, was the scene of a significant gold rush in Brazil. It is estimated that between 100,000 and 200,000 itinerant miners worked in the region from the 1960's to mid-1990's exploring and mining gold mainly from the fluvial sediments, with gross production estimated at between 16 million and 30 million ounces.

The topography of the region is characterized by low plains, at the margins of the Rio Curua and its tributaries, with an average elevation around 250 meters above sea level. In contrast with the plateau (which hosts the mineralization at CDS), which is approximately 550 meters above sea level. The climate is classified as Tropical Monsoon, with average annual precipitation around 2,000 mm. The rainy season is December to May. The area is largely deforested for cattle ranching.

The existing infrastructure for CDS is considered excellent for an exploration project, specifically, it has:

- a 138 kv power line which parallels state highway BR-163;
- the village of Castelo de Sonhos is located on a paved highway (BR -163) affording ground access to nearby cities and port facilities;

- a fully functional exploration camp is on-site;
- the camp is serviced by a 550 meter airstrip adequate for small aircraft;
- the property is accessible by a 30 km all-weather road from the nearby village of Castelo de Sonhos; and
- the village of Castelo de Sonhos (population circa 10,000) offers many services including banks, medical facilities, supermarkets, restaurants, hotels and light and heavy vehicle repair facilities.

The original vendors of the property retain a 2% NSR royalty (half of which can be purchased by TriStar for a value based on gold reserves at that time), a bonus payment of US \$1.00 per ounce of gold if NI 43-101 proven and probable reserves exceed one million ounces and a payment of US \$3,600,000 upon commercial production (TriStar has the option to pay US \$1,500,000 upon or prior to making a production decision in lieu of the production payment).

The Company has not experienced any opposition to its exploration work at CDS from local, international environmental or special interest groups. However, as the size and scope of the project expands, the Company may experience opposition to its activities and plans which may halt or seriously delay development at CDS. In addition, in certain periods of the year rainfall is very heavy which may temporarily affect the Company's ability to undertake work at CDS. In addition a shortage of skilled labour, an inability to contract the required drill rigs and insufficient funding could impact the Company's ability to perform the required work at CDS

Historical Exploration

Barrick Gold Corp. ("Barrick") conducted significant exploration at CDS from June 1995 to November 1996 for which TriStar has the exploration data, consisting of 509 stream sediment samples; 3,093 soil samples; 1,472 rock samples; 2,313 trench samples; and 23 diamond drill holes for a total of 2,027 meters. All these activities led to the identification of a conglomerate hosted gold deposit.

The soil anomalies as identified by Barrick were in the Esperança South target and the Esperança Center target. Esperança South anomaly was 2.5 km long and 0.8 km wide and the soil anomaly in the Esperança Center target was also 2.5 km long and 0.8 km wide. Most of the Barrick trenches and drill-holes (22 holes) were located in the Esperança South target, and only one (1) hole was drilled in Esperança Center.

Geological Setting, Mineralization and Deposit Type

The host rocks for the property's gold mineralization are quartzites, meta-arenites and metaconglomerates of the Early Proterozoic (+2 billion years ago) Castelo de Sonhos Formation. Geologically, the property is believed to be an ancient paleoplacer as it shares strong similarities with both Tarkwa in Ghana and Jacobina in Brazil (both of which are also believed to be paleoplacer deposits). The property encompasses a 15 km by 12 km plateau with an average

elevation of 300 meters above the surrounding ground. The main creeks and drainages that flow from the plateau were extensively mined for alluvial gold from 1987 to 1992 and the historic gold output from these artisanal mining operations has been estimated at 250,000 to 320,000 ounces.

The Company believes the geology and mineralization of the CDS deposit is typical of a modified paleoplacer in which low-grade metamorphism may have remobilized gold over short distances in places. The sediments that now constitute the conglomerate bands at CDS were formed approximately 2.0 to 2.1 billion years ago, likely in a near-shore environment or in a large inland basin. In CDS, as well as Jacobina and Tarkwa, gold is hosted in quartz-pebble supported conglomerates; furthermore, gold grades in all of these tend to be higher in the pebble-supported conglomerates and to generally decrease when the size, frequency, sorting and packing of pebbles indicates an environment more distal from the source, lower in energy where water would flow more slowly and would be less able to keep gold grains and large pebbles in suspension.

In all three deposits, the mineralized horizons within the conglomerate band show significant silicic and hematitic alteration, although Jacobina also contains abundant pyrite. It is believed the mineralogy of CDS is more similar to Tarkwa than Jacobina. Reconstructions of the relative locations of cratons two billion years ago indicate that they formed a supercontinent close to the South Pole. At that time, lode deposits along a central mountain range provided a source for gold that rivers and creeks could transport downhill toward the coastline.

Below is a comparison of the geological characteristics of Castelo de Sonhos and its closest peer deposits:

	Tarkwa	Jacobina	Castelo de Sonhos
Age	2.1 billion years	2.0 billion years	2.0 to 2.1 billion years
Conglomerate hosted	Yes	Yes	Yes
Silification	Yes	Yes	Yes
Fuchsite in quartzites	Yes	Yes	Possible
Carbon	No	Yes	No
Hematite	Yes	Yes	Yes
Magnetite	Yes	No	Yes
Pyrite	No	Yes	Yes

Uranium	No	Yes	No
Cross bedded quartzites	Yes	Yes	Yes
Mineralized Thickness	Up to 8 meters	1 to 10 meters	1 to 20 meters

TriStar's Exploration Activity

TriStar's initial exploration program included a review of all Barrick's results, followed by a more detailed soil sampling program over the two main soil anomalies, soil sampling over areas that Barrick did not cover, geological mapping, an airborne geophysical survey and core drilling.

From December 2010 through June 2014, the Company completed the construction of a camp, worked at Esperança Center, Esperança South and other targets involving the collection and assaying of 7,529 soil samples, conducted geological mapping over 4,016 points with geological descriptions, completed an airborne geophysical survey and completed 16,213 meters of core drilling in 144 drill holes. The geochemical soil sampling was conducted to confirm Barrick's results, to identify new targets and to prepare sites for the drilling campaign which the Company started in September, 2011. In 2011, an airborne geophysical survey (magnetometry and radiometry), was flown by Fugro-Lasa Brazil, covering a total of 7,019 linear kilometers in two contiguous blocks encompassing the entire mineral rights area.

The soil geochemistry sampling program performed by the Company at CDS confirmed the previous results obtained by Barrick and it is management's belief that the CDS is one large mineralized system closely following the conglomerate outcrop that has been mapped and sampled. Within this conglomerate outcrop TriStar has identified and named a number of anomalies. At CDS the main conglomerate package, which is the host for the gold mineralization, has a horseshoe shaped surface expression which extends for approximately 16 kilometers. The continuing exploration performed by TriStar has expanded the gold-in-soil anomalies to a total length of approximately 18 kilometers coincident with the outcropping conglomerates.

The Esperança East anomaly has been identified to the East of Esperança Center and is 2,000 meters long by 800 meters wide (gold assays higher than 100 ppb and with a maximum value of 1,617 ppb). Also, a narrower soil anomaly, which was only suggested by Barrick's sampling survey, has been better defined with the continuation of the soil sampling being carried out. This anomaly, named Esperança West, extends for approximately 4,000 meters with an average width of 400-500 meters and highest gold assays between 250 ppb and 422 ppb.

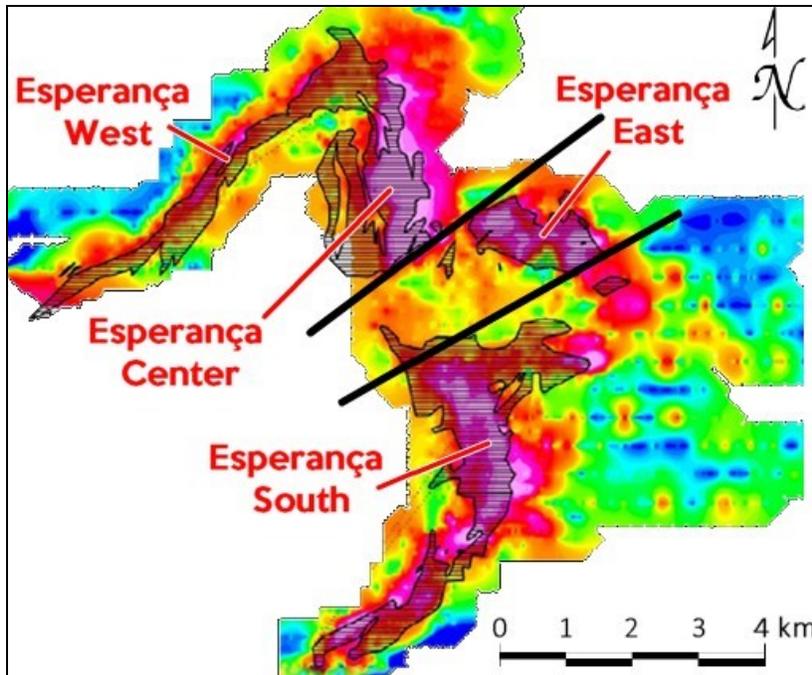


Figure 2: The gold anomaly in soil (colored), the outcrop of the conglomeratic unit (hatched) and the major faults that offset both the outcrop and the soil anomaly.

The Company contracted Layne-Christensen do Brasil Ltda. to conduct a three phase drilling program of 16,213 meters of core drilling to cover: the Esperança Center and Esperança South geochemical anomalies along with the newly discovered Esperança East and Esperança West targets. The first drilling campaign (33 holes for 5,663 meters) started in September 2011 and was completed on February 2012. The second phase drilling campaign (60 holes for 6,440 meters) started in July 2012 and was completed in November 2012. The third phase drilling campaign (51 holes for 4,110 meters) started in April 2014 and was completed in June 2014. Total drilling in the three campaigns amounted to 16,213 meters distributed as follow:

- Esperança South target; 103 holes; 9,565 meters
- Esperança Center target; 34 holes; 5,667 meters
- Esperança East target; 5 holes; 588 meters
- Esperança West target; 2 holes; 394 meters

The significant assays for all holes have been disclosed in the news releases of February 27, 2012; April 10, 2012; October 02, 2012, November 13, 2012; January 07, 2013; June 11, 2014 and July 09, 2014 (all of which are filed on SEDAR).

The principal goals for the drilling at the Esperança South and Esperança Center targets were to add more drill holes in previously drilled sections and to fill in and extend the drilling grid in

these target areas. The drill holes at Esperança East and Esperança West were the first investigative holes in these targets.

At Esperança South, the drilling was focused on extending the known mineralization along strike as well down dip. At this target, the Company has already drilled 103 holes along a 2,800 meters long drilling line which follows the strike of the soil anomaly and the open cuts worked by the local garimpeiros. Mineralization at Esperança South is still open to the South and to the North, where the known mineralization has a strike length of 2,800 meters inside a soil geochemistry anomaly that extends for over 5,500 meters. The current spacing between the traverse drilling lines, range from 50 meters to 200 meters with coverage down to a vertical depth of about 75 meters.

At the Esperança Center target, 34 holes have been drilled to date to investigate a 2,500 meters long by 800 meters wide soil anomaly. Here the drilling campaigns were designed to fill in the grid, which has drilling lines spaced from 200 meters to 400 meters and also in a fence-like pattern, to follow mineralization along the cross-sections. At Esperança Center a mineralized zone of approximately 1,000 meters has been defined at this target. The strong geochemical anomaly continues further north for at least another 1,500 meters and further drilling will be planned for this area.

The anomaly named Esperança East is 2,000 meters long by 800 meters wide (100 ppb gold-in-soil contour). At this target the initial drilling results of five holes are encouraging and additional drilling is needed to better define the mineralization. At Esperança West, the drilling was designed to investigate its soil anomaly as well a magnetic high anomaly identified by the airborne survey and one of the two holes drilled shows positive results.

During the second quarter of 2014 the Company completed a total of 4,110 meters of infill drilling as part of a campaign designed to demonstrate sufficient economic potential for converting one of its exploration licenses to an exploitation license. Due to the success of the drill program, the Company filed a positive report with the DNPM in Brazil on July 31, 2014 and is awaiting approval of this report.

Sampling, Analysis and Data Verification

Soil samples

The surface soil samples were sieved to remove course material above 0.063 mm. The fine fraction was analyzed by Acme Laboratory (“Acme”) or SGS/Geosol using a 50g fire assay with an atomic absorption (AA) finish.

Core drill samples

For drill samples, the core was photographed and then cut with a saw, with one-half of the core being sent to the lab and the other half retained for future analysis. Acme and SGS/Geosol used slightly different pulverizing protocols, but both used a 50g fire assay with an AA finish.

For approximately one-quarter of the samples, a metallic screen (“MS”) assay was performed to check for the impact of course free gold on the conventional fire assay (FA/AA) results. The MS and FA/AA analyzes correlated well, and the MS method appears not to offer any significant improvement or accuracy or precision of the assays. 37 element ICP analyzes were performed on about 10% of the samples. The reliability of the analytical data provided by the laboratories was checked by a conventional QA/QC program in which approximately one in every ten samples was a certified reference sample, a blank or a duplicate. An umpire lab, Intertek, was used to monitor the reliability of the results provided by ACME and SGS/Geosol.

Sample Security

Drill and soil samples were sealed, organized and store in sacks. The sacks were sealed and shipped to Itaituba or to Parauapebas for crushing and pulverizing. A closed truck was hired specifically for the task of transporting material from site to the prep labs. No sample loss was recorded. From the prep labs, the 50g aliquots were transported by commercial air freight to a laboratory in Santiago (Acme) or Vespasiano (SGS/Geosol).

Data Verification

All of the significant data acquired by Barrick was checked by TriStar. The original assays from most of the Barrick drilling were not incorporated into the TriStar data base because the location of the holes could not be verified within an acceptable level of accuracy. The Barrick soil samples correlated well with TriStar in a way that they revealed anomalies in gold concentrations in surface soils. During the three TriStar drilling campaigns, periodic review of the electronic data bases occasionally revealed data errors, which were corrected. Messrs Appleyard and Srivastava have visited the site and observed the core and discussed sampling and assay procedures with the on-site professionals.

Mineral Processing and Metallurgical Testing

Limited metallurgical work has been completed but recovery is anticipated to be excellent, with the preliminary metallurgical testing indicating high recovery rates for gold. The testing shows gravity recoveries of 73% and 88.6% for size fractions of respectively 80% passing 150 microns (100 mesh) and 80% passing 53 microns (270 mesh). Through cyanidation of the gravity rejects, the recovery was increased to 95.9% and 99.6% respectively for the two size fractions. Another test was performed on column cyanide leaching on 2 mm crushed samples with an average recovery of 78.7% which could indicate the possibility of recovery by heap leaching or vat

leaching. Significant additional work will need to be done to identify the optimal metallurgical flow sheets for the recovery of gold.

Mineral Resource and Reserve Estimates

On August 18, 2014, the Company announced the results of its maiden NI 43-101 Resource Estimate, later filed on SEDAR on October 1, 2014, completed by RBM Consultoria Mineral Ltda. of Saquarema, Brazil. This report estimated a mineral resource of 182,000 Indicated and 98,000 Inferred ounces of gold in the Esperança South and Esperança Center zones as set out in the table below.

Castelo de Sonhos Mineral Resource Statement at 0.40 g/t cut-off grade						
	Indicated			Inferred		
Target	K tonnes	Au (g/t)	Au (KOz)	K tonnes	Au (g/t)	Au (KOz)
Esperança Sul	2,788	2.03	182	769	2.41	60
Esperança Centro				661	1.81	38
Total	2,788	2.03	182	1,430	2.13	98

Castelo de Sonhos Resources at Various Gold cut-off grades						
	Indicated			Inferred		
Cut-off grade (Au g/t)	K tonnes	Au (g/t)	Au (KOz)	K tonnes	Au (g/t)	Au (KOz)
0.3	2,895	1.96	182.7	1,515	2.03	99.1
0.6	2,527	2.18	177.3	1,245	2.38	95.2
0.8	2,231	2.38	170.6	1,112	2.58	92.3

Effective Date: August 27, 2014

Qualified Person: Mohan Srivastava, Bsc., MSc., APGO (P.Geo)

The resource estimate was calculated to an average vertical depth of approximately 70 meters and the area covering the resource estimate represents only approximately 4 linear kilometers of

the 16 linear kilometers of the gold anomaly area which is currently under exploration. None of the exploration holes were drilled through the entire conglomerate bed.

The resource is predominantly hosted in conglomerate horizons along the shallow dipping (30°) east flank of a 10 km basin with a maximum width of 7km. The same conglomerate horizon varying in width from 100 to 200 meters at surface, outcrops along the East, North and West flanks of this basin and are in all instances associated with strong gold in soil anomalies along the 16 km strike length.

Bom Jardim Property (Brazil)

Although the Company holds the rights to certain mineral concessions on Bom Jardim and has undertaken exploration work on this property in the past, the Company has not yet developed any future plans for advancing the property. At this time, Bom Jardim is not considered to be a material asset.

DIVIDENDS AND DISTRIBUTIONS

The Company has never paid any dividends on its common shares and at present it has no intention to pay any dividends in the foreseeable future.

DESCRIPTION OF CAPITAL STRUCTURE

General Description of Capital Structure

The authorized capital structure of the Company consists of an unlimited number of common shares. As of the date of this AIF there are 125,106,245 common shares issued and outstanding.

The company has the following stock options outstanding which have been granted to officers, directors and consultants.

Expiry Date	Exercise Price (Cdn\$)	Number
August 22, 2017	0.45	840,000
April 29, 2019	0.15	1,750,000
February 11, 2020	0.20	1,600,000
December 9, 2020	0.18	8,650,000
April 18, 2021	0.28	750,000
TOTAL		13,590,000

The Company also has 611,872 agent compensation options outstanding which are exercisable at Cdn\$0.30 per option until July 7, 2018.

The Company has the following common share purchase warrants outstanding.

Expiry Date	Exercise price (Cdn\$)	Number
December 21, 2016	0.13	12,267,174
December 21, 2016	0.20	3,035,038
January 6, 2017	0.20	4,683,207
July 7, 2018	0.55	6,618,916
July 15, 2018	0.55	475,187
Total		27,079,522

MARKET FOR SECURITIES

Trading Price and History

The Company's securities are primarily traded on the TSX Venture Exchange (the "TSX-V") (trading symbol: "TSG"). The table below identifies the Company's trading history on the TSX-V for the most recently completed financial year.

Month	Low (Cdn\$)	High (Cdn\$)	Total Monthly Volume
January 2015	\$0.105	\$0.185	310,435
February 2015	\$0.135	\$0.215	198,731
March 2015	\$0.135	\$0.180	254,207
April 2015	\$0.125	\$0.160	56,933
May 2015	\$0.115	\$0.165	227,990
June 2015	\$0.125	\$0.180	8,309,048
July 2015	\$0.150	\$0.190	208,799
August 2015	\$0.125	\$0.190	437,598
September 2015	\$0.135	\$0.160	122,792
October 2015	\$0.140	\$0.195	311,175
November 2015	\$0.135	\$0.190	2,526,301
December 2015	\$0.140	\$0.200	703,844

DIRECTORS AND EXECUTIVE OFFICERS

10.1 Name, Occupation and Security Holdings

Name	Residency	Since	Principal Occupation For Past 5 years	No of common shares owned or beneficially owned
Mark E. Jones III Executive Chairman	Houston, Texas	May 2010	Vice Chairman of Solitario Exploration and Royalty Corp. Former President and CEO of TriStar Gold (2010-2015)	8,954,779 (7.2%)
Nick Appleyard President and CEO & Director	Scottsdale, Arizona, USA	December 2015	Former President and CEO of Chaparral Gold (2013-2015) and Vice President Corporate Development of International Minerals Corp (2011-2013)	1,800,000 (1.4%)
Brian C. Irwin Corporate Secretary & Director	Parksville, B.C.	May 2010	Retired lawyer Director of Carlin Gold Inc, and Constantine Metals Corporation	325,333 (less than 1%)
Carlos Vilhena Director	Brasilia, Brazil	June 2011	Partner Pinheiro Neto Advogados (lawyers)	100,000 (less than 1%)
Diane R. Garrett Director	Kerrville, Texas	March 2011	President, CEO & Director of Wellgreen Platinum Ltd., and director of OceanGold Corporation. Former President, CEO & Director of	250,000 (less than 1%)

			Romarco Minerals Inc.(2003-2016)	
Quinton Hennigh Director	Longmont Colorado	February 2015	President, CEO & Director Novo Resources Corp. Director of Irving Resources Inc., Precipitate Gold corp., and NV Gold Corp.	35,000 (less than 1%)
Leendert G. Krol Director	Denver, Colorado, USA	May 2010	Geologist and Independent consultant Director of Victoria Gold Corp.	618,666 (less than 1%)
Scott M. Brunsdon CFO	Fountain Hills, Arizona, USA	December 2015	Former CFO Chaparral Gold Corp (2013-2015) and CFO International Minerals Corp (2011-2013)	965,000 (less than 1%)
Elton Pereira Vice President Exploration	Cuiabá, Brazil	May 2010		867,666 (less than 1%)
R. Mohan Srivastava Vice President	Toronto, Ontario	December 2015	President and Founder of FSS (geologic consulting firm)	966,666 (less than 1%)

The Compensation Committee of the Board of Directors consists of Diane Garrett and Carlos Vilhena. The Audit Committee consists of Leendert Krol, Brian Irwin and Diane Garrett. The charter of the Audit Committee is attached to this AIF as Appendix One.

All directors hold office until they resign or are elected at the next Annual Meeting of Shareholders. All officers' employment agreements automatically renew annually unless terminated by the officer or the Company.

TRANSFER AGENT AND REGISTRARS

The Company's transfer agent and registrar is Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the material contracts entered into by the Company in the year ended December 31, 2015, or prior, that are still in effect:

1. The Purchase and Sales Agreement dated October 23, 2010 for the CDS gold exploration property located in Para State, Brazil including amendments numbered 1, 2, and 3.

INTERESTS OF EXPERTS

Auditor

The Company's auditor is Pannell Kerr Forster of Texas LLC ("Pannel"), of Houston Texas. Pannel has confirmed that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia and within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada, and any applicable legislation or regulations and also that they are independent accountants with respect to the Company under all relevant U.S. professional and regulatory standards.

Technical Report

The following experts were involved in the preparation of the Technical Report in accordance with National Instrument 43-101:

1. Nicholas Appleyard B.Sc. MAusIMM (CP) *Exploration Target Range for the Castelo de Sonhos Gold project Para State, Brazil, effective date March 7, 2016.*
2. Anthony Brown B.Met, M.Met IMMM (C.Eng) *Exploration Target Range for the Castelo de Sonhos Gold project Para State, Brazil, effective date March 7, 2016.*
3. Mohan Srivastava B.Sc, M. Sc APGO (P. Geo) *Exploration Target Range for the Castelo de Sonhos Gold project Para State, Brazil, effective date March 7, 2016.*

Equity Interests of Experts

The following are the interests held in the common shares of the Company either direct or indirect. All holdings of common shares reported below represent less than 1% of the issued and outstanding common stock of the Company with the exception of Nicholas Appleyard whose holdings of common shares represent approximately 1.4% of the Company's issued and outstanding common shares.

Expert	Common Shares	Stock options	Warrants	Total
Nicholas Appleyard	1,800,000	1,000,000	100,000	2,900,000
Anthony Brown	500,000	800,000	nil	1,300,000
Mohan Srivastava	966,666	800,000	83,333	1,849,999

ADDITIONAL INFORMATION

Additional information on the Company including its annual and quarterly financial statements and management discussion and analysis is available on www.sedar.com and the Company's web site at www.tristargold.com.

Addition information about the Company may be found on www.sedar.com.

ADDITIONAL DISCLOSURE

Pannel Kerr Forster of Texas LLC were appointed independent auditors of the Company on March 6, 2014.

APPENDIX ONE

TRISTAR GOLD INC. (THE “COMPANY”) AUDIT COMMITTEE CHARTER

MANDATE

The primary function of the audit committee (the “**Audit Committee**”) is to assist the Board of Directors 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. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels.

The Audit Committee’s primary duties and responsibilities are to:

- 1) 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.
- 2) Review and appraise the performance of the Company’s external auditors.
- 3) Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

COMPOSITION

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

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

the full Audit Committee membership.

MEETINGS

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the CFO and the external auditors in separate sessions.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- i. Review and update this Charter annually.
- ii. Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- i. Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.
- ii. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Standard 1 of the Independence Standards Board.
- iii. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- iv. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- v. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- vi. At each meeting, consult with the external auditors, 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.
- vii. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- viii. Review with management and the external auditors the audit plan for the yearend financial statements and intended template for such statements.
- ix. 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 auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- a. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- b. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- c. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

- i. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- ii. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- iii. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- iv. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- v. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- vi. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- vii. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- viii. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- ix. Review certification process.
- x. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

OTHER

Review any related-party transactions.

REPORTING

The Committee shall report to the Board of Directors at its regularly scheduled meetings.

EFFECTIVE DATE

This Charter was implemented by the Board on July 19, 2010.