



## INFORMATION CIRCULAR

As of November 9, 2017 (unless otherwise noted)

All figures are expressed in United States dollars (unless otherwise noted)

### **MANAGEMENT SOLICITATION OF PROXIES**

TriStar Gold Inc. (“TriStar” or the “Company”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting of shareholders (the “Meeting”) of the Company to be held on December 20, 2017 and at any adjournment(s) or postponement(s) thereof. Unless the context otherwise requires, when we refer to the Company’s Information Circular, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will not reimburse shareholders, nominees, or agents for their costs of obtaining authorization from their principals to sign forms of proxy. The Company will not pay the cost of solicitation.

### **APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on your behalf in accordance with the instructions given by you in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the “Management Proxyholders”).

**As a shareholder, you have the right to appoint a person other than a Management Proxyholder, to represent you at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

### **VOTING BY PROXY**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with your instructions on any ballot that may be called for and if you specify a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

**If you do not specify a choice and you have appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favor of the matters specified in the Notice of Meeting and in favor of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### **COMPLETION AND RETURN OF PROXY**

You must deliver the completed form of proxy to the office of the Company’s registrar and transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, fax: 1-866-249-7775 (North America) or 1-416-263-9524 (international), not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment(s) or postponement(s)

thereof. Alternatively, Shareholders may vote by telephone 1-866-732-8683 or via the internet (<https://www.investorvote.com>) and, if so, it is not necessary to return the proxy.

## **NON-REGISTERED HOLDERS**

**Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most of the Company's shareholders are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely an unregistered holder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those non-registered holders who have objected to disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a "VIF"). This form is similar to, and used instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares which they beneficially own. Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to its Nominee, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.

The Company will not pay for intermediaries to deliver the Notice of Meeting, Information Circular and VIF to OBOs, and OBOs will not receive the Meeting materials unless their intermediary assumes the cost of the delivery.

## **REVOCABILITY OF PROXY**

If you are a registered shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, as a registered shareholder, you or your attorney authorized in writing or, if you are a corporation, by an authorized director, officer or attorney of the corporation, may revoke it by either:

- (a) signing a proxy bearing a later date; or

- (b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy; or
- (c) attending the Meeting in person and registering with the scrutineer as a registered shareholder present in person.

**Only registered shareholders have the right to revoke a proxy.** The later proxy or the notice of revocation must be delivered to the office the Company's registrar and transfer agent at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment(s) or postponement(s) thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof.

If you are a non-registered shareholder who wishes to revoke a proxy authorization form (voting instructions) or to revoke a waiver of your right to receive Meeting materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

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

The Company is authorized to issue an unlimited number of common shares without par value (the "shares"), of which 155,524,143 shares are issued and outstanding as of November 9, 2017, the record date for the Meeting. There is only one class of shares.

Persons who are registered shareholders at the close of business on November 9, 2017, will be entitled to receive notice of and vote at the Meeting. On a show of hands, every shareholder and proxyholder will have one vote and, on a poll, every shareholder present in person represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of more than 50% of the votes cast will be required to pass an ordinary resolution, and a majority of at least two thirds ( $\frac{2}{3}$ ) of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and executive officers of the Company, US Global Investors, Inc owns approximately 17.6% of the voting rights attached to all shares of the Company and no other person or company beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected at each annual meeting of shareholders and hold office until the next annual meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or within the provisions of the *Business Corporations Act* (British Columbia) (the "BCBCA"). The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at seven for the next year, subject to any increases permitted by the Company's Articles.

The Company has two committees, an Audit Committee and a Compensation Committee. Members of these committees are as described in this Information Circular.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below, all of whom are presently members of the Board of Directors of the Company (the "Board" or "Board of Directors") or of senior management of the Company. Shareholders can vote for all of the proposed nominees, vote for some of them and withhold for others, or withhold votes for all of the proposed nominees. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as Directors.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</i>	<i>Previous Service as a Director</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</i> <sup>(1)</sup>
<b>Mark E. Jones III</b> Houston, Texas Executive Chairman & Director	Executive Chairman and Director of the Company	Since May 21, 2010	7,925,884
<b>Nicholas Appleyard</b> Scottsdale Arizona President, CEO & Director	President and CEO and Director of the Company	Since December 10, 2015	1,800,000
<b>Leendert G. Krol</b> <sup>(3)</sup> Denver, Colorado Director	Geologist, independent businessman and consultant; Director of Victoria Gold Corp;	Since May 21, 2010	618,666
<b>Brian C. Irwin</b> <sup>(3)</sup> Parksville, British Columbia Corporate Secretary & Director	Retired Barrister & Solicitor;	Since May 21, 2010	325,333
<b>Diane R. Garrett</b> <sup>(3) (2)</sup> Kerrville, Texas Director	President, CEO and Director of Wellgreen Platinum Ltd.; Director of OceanaGold Corporation..	Since March 11, 2011	250,000
<b>Carlos Vilhena</b> <sup>(2)</sup> Brasilia, Brazil Director	Partner, Pinheiro Neto Advogados, Attorneys	Since June 23, 2011	100,000
<b>Quinton Hennigh</b> Longmont, Colorado Director	President, CEO and Director of Novo Resources Corp.; Director of Precipitate Gold Corp.; Director of Irving Resources Inc.; and Director NV Gold Corp.	Since February 12, 2015	35,000

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at November 9, 2017, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.
- (2) Member of the Compensation Committee.
- (3) Member of the Audit Committee.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

### **CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES**

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

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

The following persons proposed for election as directors of the Company hold directorships in other reporting issuers as set out below:

<i>Name of Director</i>	<i>Name of Other Reporting Issuer</i>
Mark E. Jones, III	None
Nicholas Appleyard	None
Brian C. Irwin	Carlin Gold Corporation, Constantine Metal Resources Ltd.
Leendert G. Krol	Victoria Gold Corp.
Diane R. Garrett	Wellgreen Platinum Ltd, OceanaGold Corporation
Carlos Vilhena	None
Quinton Hennigh	Novo Resources Corp., Irving Resources Inc., Precipitate Gold Corp., NV Gold Corp.

## **EXECUTIVE COMPENSATION**

During the year ended December 31, 2016, the Company had five (5) Named Executive Officers ("NEO") as defined herein: Mark E. Jones III, Executive Chairman and former CEO, Nicholas Appleyard, President and CEO, Scott Brunson, CFO, R. Mohan Srivastava, Vice-President and Elton Pereira, Vice-President of Exploration.

### **Compensation Discussion and Analysis**

#### *Compensation, Philosophy and Objectives*

The objectives of the compensation paid to a NEO is to provide fair and reasonable remuneration to the NEO to retain him as an employee recognizing the Company has limited financial resources. The base salary is designed to reward the individual for the time expended on his job, his experience and the expertise that he possesses in performing the duties to which he is entrusted. Currently, the Company provides a base salary, negotiated directly with each individual. The Senior Executives of the Company all have decades of experience in the mining industry and because

of this experience, they are very familiar with salary levels for employees in the mining industry. The Company may supplement salaries by providing a grant of stock options to NEOs, based upon his performance as determined by the Company's Compensation Committee of the Board of Directors. No stock option grants were awarded in 2016. If any stock options were to be granted such grants would usually be awarded annually. The Company did not grant any bonuses to any employees in 2016 and does not currently have a performance bonus plan for its employees. Except as described here-in, the Company does not provide NEO's any personal benefits or perquisites and the Company does not provide any retirement benefits or post-retirement payments to its officers, employees or directors.

The Board of Directors has a Compensation Committee. However this Committee did not formerly meet in 2016 because there were no significant compensation matters or changes to compensation matters that required consideration. The Board and the Compensation Committee have considered the implications of the risks associated with the Company's compensation policies and practices. The Board and the Compensation Committee are responsible for setting and overseeing the Company's compensation policies and practices. The Board and Compensation Committee do not provide specific monitoring and oversight of compensation policies and practices of the Company but do review, consider and adjust these matters annually.

It should be recognized that management and the Directors of the Company as a whole have a substantial ownership position in the Company and thus the actions of any NEO are very closely aligned with the interests of all its shareholders. To date, the determination of the salaries of the NEOs has primarily been based upon negotiation directly with each individual and there have not been any formal surveys, benchmarking or compensation studies undertaken.

#### *Analysis of Elements*

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation program. The Compensation Committee meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The Compensation Committee seeks to ensure that total compensation paid to all NEOs is fair and reasonable. The Compensation Committee informally reviews compensation paid to executives of companies of similar size of development in the mining industry and determines an appropriate compensation reflecting the need to provide incentives and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company.

Base salary is used to provide the NEOs a base amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company. Cash bonuses may be used, as determined by the Compensation Committee and the Board, to supplement the issuance of option-based awards and such bonuses are related to the financial performance of the Company, as well as the performance of the individual. During the year ended December 31, 2016, no bonuses or stock options were paid or granted to any of the NEOs or directors.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to Directors, officers, consultants and employees at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "Stock Option Plan"), as approved by the shareholders of the Company.

#### *Long Term Compensation and Option Based Awards*

The Company has no long term incentive plans other than the Stock Option Plan. The Company's directors, officers, consultants and employees are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and others. The Board believes that the Stock Option Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

Options are granted by the Board of Directors as recommended by the Compensation Committee. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and any objectives that may be established for the NEO and the Board. The size of option grants are generally believed to be commensurate to the appropriate level of base compensation for each individual's level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Stock Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than prescribed discount permitted by the the TSX Venture Exchange (the "Exchange") from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

Pursuant to the Company's Stock Option Plan, the Company's Board grants options to directors, officers, consultants and employees as incentives, subject to recommendation by the Compensation Committee. The level of stock options awarded to a NEO is determined by his position and his potential future contributions to the Company.

#### *Compensation Risk Assessment and Mitigation*

The Board and the Compensation Committee have considered the implications of the risks associated with the Company's compensation policies and practices. The Board and the Compensation Committee are responsible for setting and overseeing the Company's compensation policies and practices. The Board and Compensation Committee do not provide specific monitoring and oversight of compensation policies and practices of the Company but do review, consider and adjust these matters periodically. The Company does not use any specific practices to identify and mitigate compensation policies that could encourage a NEO or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Company currently believes that none of its policies encourage a NEO to take such risks. The Company has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

There are no restrictions on NEOs or directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. For the year ended December 31, 2016, no NEO or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

#### **Compensation Governance**

For more information about the Compensation Committee and its compensation policies, please see the discussion in Executive Compensation.

#### **Summary Compensation Table**

For the purposes of this Information Circular, a "Named Executive Officer" means each of the following individuals:

- (a) a CEO of the Company;
- (b) a CFO of the Company;

- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than Canadian dollars ("Can\$") \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the December 31, 2016 year end; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at December 31, 2016.

*Summary Compensation Table*

The following table sets forth all direct and indirect compensation, both paid and accrued, for the NEOs for the Company's three financial years ended December 31, 2016, 2015 and 2014:

<i>Name and principal position</i>	<i>Period ended</i>	<i>Salary (\$)</i>	<i>Share-based awards (\$)</i>	<i>Option-based awards (\$)</i>	<i>Non-equity incentive plan compensation (\$)</i>		<i>Pension value (\$)</i>	<i>All other compensation<sup>(1)</sup> (\$)</i>	<i>Total Compensation (\$)</i>
					<i>Annual incentive plans (\$)</i>	<i>Long-term incentive plans (\$)</i>			
<b>Nicholas Appleyard</b> , President, CEO & Director	Dec. 31, 2016	175,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	11,450	186,450
	Dec. 31, 2015	10,208 <sup>(2)</sup>	Nil	100,148 <sup>(7)</sup>	Nil	Nil	Nil	Nil	110,356
<b>Scott Brunson</b> , CFO	Dec. 31, 2016	150,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	15,208	165,208
	Dec. 31, 2015	8,750 <sup>(3)</sup>	Nil	90,133 <sup>(7)</sup>	Nil	Nil	Nil	Nil	98,883
<b>Mark E. Jones III</b> , Chairman & Director	Dec. 31, 2016	175,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	175,000
	Dec. 31, 2015	10,208 <sup>(4)</sup>	Nil	445,621 <sup>(7)</sup>	Nil	Nil	Nil	Nil	455,829
	Dec. 31, 2014	31,500 <sup>(4)</sup>	Nil	14,238 <sup>(8)</sup>	Nil	Nil	Nil	Nil	45,738
<b>R. Mohan Srivastava</b> Vice- President	Dec. 31, 2016	131,393 <sup>(5)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	131,393
	Dec. 31, 2015	4,922 <sup>(5)</sup>	Nil	90,133 <sup>(7)</sup>	Nil	Nil	Nil	Nil	95,054
<b>Elton L.S. Pereira</b> VP of Exploration	Dec. 31, 2016	147,135 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	147,135
	Dec. 31, 2015	128,820 <sup>(6)</sup>	Nil	22,533 <sup>(7)</sup>	Nil	Nil	Nil	Nil	151,353
	Dec. 31, 2014	135,454 <sup>(6)</sup>	Nil	12,458 <sup>(8)</sup>	Nil	Nil	Nil	Nil	147,912



- (1) Such other compensation includes health and life insurance benefits.
- (2) The Company entered into an employment agreement with Mr. Appleyard on December 10, 2015. His annual salary is \$175,000. Payment of accrued salaries until December 31, 2015 in the amount of \$10,208 was deferred until 2016.
- (3) The Company entered into an employment agreement with Mr. Brunsdon on December 10, 2015. His annual salary is \$150,000. Payment of accrued salaries until December 31, 2015 in the amount of \$8,750 was deferred until 2016.
- (4) The Company entered into an employment agreement with Mr. Jones on July 20, 2010. From February 1, 2011 to January 31, 2013 his annual salary was \$210,000; from February 1, 2013 to November 2013 his annual salary was \$157,500. From December 2013 until November 2015 Mr. Jones voluntarily forfeited his salary but for the period from March 2014 to July 2014 when he received payments in the total amount of \$31,500. On December 10, 2015 an amendment to his employment agreement sets his annual salary to \$175,000. Payment of accrued salaries until December 31, 2015 in the amount of \$10,208 was deferred until 2016.
- (5) The Company entered into an employment agreement with Mr. Srivastava on December 10, 2015. His monthly salary is \$12,500, based on working 20 days per month and ratably adjusted for any days worked more or less than 20 days per month. Payment of accrued salaries until December 31, 2015 in the amount of \$4,922 was deferred until 2016.
- (6) This retainer was paid in Brazilian Real (“R\$”) to a company, Geopex - E.L. Da Silva Pereira-Me (“Geopex”), which is wholly-owned by Mr. Pereira. Average exchange rates during the respective periods were used to convert the R\$ to US\$. The Company entered into a management agreement on July 20, 2010 with Geopex pursuant to which Geopex was paid an annual retainer in the amount of R\$300,000, and from February 1, 2011 to July 31, 2015 its annual retainer was R\$360,000. Since August 1, 2015 his annual retainer is R\$510,000.
- (7) These options were granted on December 10, 2015 with 100% vesting immediately. They are exercisable at a price of Can\$0.18 and expire on December 9, 2020. The fair value has been estimated using the Black-Scholes option pricing model.
- (8) These options were granted on April 29, 2014 with 100% vesting immediately. They are exercisable at a price of Can\$0.15 and expire on April 29, 2019. The fair value has been estimated using the Black-Scholes option pricing model.

### Incentive Plan Awards

The following table discloses the particulars for each Named Executive Officer all awards outstanding at the end of the most recently completed financial year ended December 31, 2016:

#### *Outstanding share based compensation and option based awards*

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (Can\$)	Option Expiration Date	Value of unexercised in-the-money options (Can\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
<b>Nicholas Appleyard</b>	1,000,000	0.18	12/9/2020	90,000	N/A	N/A	N/A
<b>Scott Brunsdon</b>	900,000	0.18	12/9/2020	81,000	N/A	N/A	N/A
<b>R. Mohan Srivastava</b>	900,000	0.18	12/9/2020	81,000	N/A	N/A	N/A
<b>Mark E. Jones III</b>	1,300,000 200,000	0.18 0.15	12/9/2020 4/29/2019	117,000 24,000	N/A	N/A	N/A
<b>Elton L.S. Pereira</b>	225,000 175,000 125,000	0.18 0.15 0.45	12/9/2020 4/29/2019 8/22/2017	20,250 21,000 -	N/A	N/A	N/A

- (1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2016, being Can\$0.27, and the exercise price of the option.

### *Incentive Plan Awards – value vested or earned during the year*

The following table sets forth for the Named Executive Officers the values of option-based awards and share-based awards which vested or were earned during the year ended December 31, 2016:

<i>Name</i>	<i>Option-based awards – Value vested during the year<sup>(1)</sup> (\$)</i>	<i>Share-based awards – Value vested during the year (\$)</i>	<i>Non-equity incentive plan compensation – Value earned during the year (\$)</i>
<b>Nicholas Appleyard</b>	Nil	N/A	N/A
<b>Scott M. Brunsdon</b>	Nil	N/A	N/A
<b>Mark E. Jones III</b>	Nil	N/A	N/A
<b>Brian C. Irwin</b>	Nil	N/A	N/A
<b>Elton L.S. Pereira</b>	Nil	N/A	N/A

(1) The Company used the Black-Scholes Model to estimate the fair value of the options.

### **Pension Plan Benefits**

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

### **Termination and change of control benefits**

The Company entered into an employment agreement with Mark E Jones III (the “Jones Employment Agreement”) dated July 20, 2010; an employment agreement (the “Appleyard Agreement”) dated December 10, 2015 with Nicholas Appleyard; an employment agreement (the “Brunsdon Agreement”) dated December 10, 2015 with Scott Brunsdon; an employment agreement (the "Srivastava Agreement") dated December 10, 2015 with R. Mohan Srivastava and a management agreement (the “Pereira Management Agreement”) dated July 20, 2010 with Geopex - E.L. Da Silva Pereira-Me (“Geopex”), a company wholly-owned by Elton Pereira pursuant to which Mr. Pereira’s services are provided to the Company.

The Jones Employment Agreement entitles Mr. Jones to certain payments on a change of control or for termination of employment without cause in the amount equal to 23 months of his then current salary.

The Appleyard Agreement entitles Mr. Appleyard to certain payments on a change of control or for termination of employment without cause in the amounts of two and one-half years of salary and one year of salary plus certain bonuses, respectively.

The Brunsdon Agreement entitles Mr. Brunsdon to certain payments on a change of control or for termination of employment without cause in the amounts of two and one-half years of salary and one year of salary plus certain bonuses, respectively.

The Srivastava Agreement entitles Mr. Srivastava to certain payments on a change of control or for termination of employment without cause in the amounts of two years of salary and one year of salary plus certain bonuses, respectively.

The Pereira Management Agreement entitles Geopex to certain payments on a change of control or for termination of the retainer without cause in the amounts of 10 months of his then current monthly retainer.

As referred to in this section, a “change of control” is defined to include the occurrence of:

- (a) the purchase or acquisition of any common shares or securities convertible into common shares (“Convertible Securities”) by a Holder (as defined below) which results in the Holder beneficially owning, or exercising control or direction over, common shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holders, the Holders would beneficially own, or exercise control or

- direction over, common shares of the Company carrying the right to cast more than 50% of the votes attaching to all such common shares;
- (b) incumbent Directors ceasing to constitute a majority of the Board of Directors;
- (c) approval by the shareholders of the Company of:
- (i) an amalgamation, arrangement, merger or other consolidation or combination of the Company with another corporation pursuant to which the shareholders of the Company immediately thereafter do not own shares of the successor or continuing corporation which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation which may be cast to elect Directors of that corporation;
  - (ii) the liquidation, dissolution or winding-up of the Company; or
  - (iii) the sale, lease or other disposition of all or substantially all of the assets of the Company.

For the purposes herein, “Holder” means a person, a group of persons or persons acting jointly or in concert with or persons associated or affiliated, within the meaning of the BCBCA, with any such person, group of persons or any of such persons acting jointly or in concert.

The following table shows the estimated compensation that would have been payable to Messrs. Jones, Appleyard, Brunson, Irwin and Geopex assuming termination and/or change of control events occurring on December 31, 2016:

<i>Named Executive Officer</i>	<i>Payment Upon Termination without Cause / Upon Death (\$)</i>	<i>Payment Upon Termination after Change of Control (\$)</i>
Nicholas Appleyard <sup>(1)</sup>	175,000/14,583	437,500
Scott M. Brunson <sup>(1)</sup>	150,000/12,500	375,000
Mark E. Jones III	335, 417 / 335,417	335,417
R, Mohan Srivastava <sup>(1)</sup>	150,000 / 12,500	300,000
Geopex <sup>(2)</sup>	122,613 / Nil	122,613

(1) The change of control provisions in the Appleyard Agreement, the Brunson Agreement, and the Srivastava became effective on July 7, 2016.

(2) Geopex’s retainer is paid in Brazilian Real. Average exchange rates were used to convert the R\$ to US\$.

## **Director Compensation**

The Company currently has seven directors, two of which Mark E. Jones III, and Nicholas Appleyard are also NEOs. A description of the compensation paid to the Company’s NEOs who also act as directors is included in the “Summary Compensation Table”.

The Company established an annual fee of \$12,000 to each director, excepting those whom are executives of the Company whom do not receive additional compensation to act as a director, for their services in their capacity as directors. Additionally, the Company considers the contributions of the directors to the Company’s affairs, including special assignments or services as a consultant or an expert, and pays the directors compensation it considers appropriate for the circumstances. Due to spending controls during the 2016 fiscal year no compensation was paid to directors.

Leendert G. Krol provided consulting services to the Company pursuant to a Consulting Services Agreement dated July 20, 2010. Mister Krol was entitled to a total of \$194,510 (\$20,621 for 2013, \$78,500 for 2014 and \$95,389 for 2015) for such services. In lieu of cash payment, on December 10, 2015, the Company granted Mr. Krol stock options exercisable for 825,000 shares of the Company at an exercise price of Can\$0.18 per share. The Consulting Service Agreement was terminated by mutual consent on December 10, 2015. A termination fee in the amount of \$105,208 was accrued in December 2015 and paid in cash in July 2016.

## Director Compensation Table

The following table sets forth all amounts of compensation paid or granted to the Company's directors, other than NEOs, for the most recently completed financial year ended December 31, 2016:

Name	Fees earned <sup>(1)</sup> (\$)	Share-based awards (\$)	Option-based awards <sup>(2)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Brian C. Irwin <sup>(2)</sup>	47,898	Nil	Nil	Nil	Nil	Nil	47,898
Leendert G. Krol <sup>(3)</sup>	105,208	Nil	Nil	Nil	Nil	Nil	105,208
Diane R. Garrett	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Quinton Hennigh	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Carlos Vilhena	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Patrick L. Glazier <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Represents all fees awarded, earned, paid or payable in cash for services.  
(2) Mr. Irwin receives a monthly fee of C\$5,000 in his capacity as Corporate Secretary. Average exchange rates were used to convert Canadian dollars to US dollars.  
(3) See the discussion above for Mr. Krol's payment.  
(4) Mr. Glazier resigned as a director August 1, 2016

## Incentive Plan Awards

*Outstanding share-based awards and option-based awards.*

The following table discloses the particulars for each director, other than those that are also the Named Executive Officers, for awards outstanding at the end of the most recently completed financial year ended December 31, 2016:

Name	Option –based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (Can\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (Can\$)	Number of share or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Brian C. Irwin	825,000 300,000 75,000	0.18 0.15 0.45	12/9/2020 4/29/2019 8/22/2017	74,250 21,000 -	N/A	N/A	N/A
Leendert G. Krol	825,000 175,000 125,000	0.18 0.15 0.45	12/9/2020 4/29/2019 8/22/2017	74,250 21,000 -	N/A	N/A	N/A
Diane R. Garrett	400,000 250,000 75,000	0.18 0.15 0.45	12/9/2020 4/29/2019 8/22/2017	36,000 30,000 -	N/A	N/A	N/A
Quinton Hennigh	1,500,000	0.20	2/12/2020	105,000	N/A	N/A	N/A
Carlos Vilhena	225,000 175,000 75,000	0.18 0.15 0.45	12/9/2020 4/29/2019 8/22/2017	20,250 21,000 -	N/A	N/A	N/A
Patrick L.	275,000 125,000	0.18 0.15	12/9/2020 4/29/2019	24,750	N/A	N/A	N/A

Name	Option –based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (Can\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (Can\$)	Number of share or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glazier <sup>(2)</sup>	100,000	0.45	8/22/2017	15,000 -			

(1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2016, being Can \$0.27, and the exercise price of the option.

(2) Mr. Glazier resigned as a director effective August 1, 2017

#### *Incentive Plan Awards – value vested or earned during the year*

The following table sets forth for each director, other than those that are also Named Executive Officers, the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year ended December 31, 2016:

Name	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Leendert G. Krol	N/A	N/A	N/A
Diane R. Garrett	N/A	N/A	N/A
Quinton Hennigh	N/A	N/A	N/A
Carlos Vilhena	N/A	N/A	N/A
Patrick L. Glazier <sup>(2)</sup>	N/A	N/A	N/A

(1) The Company uses the Black-Scholes Model to estimate the fair-value of the options.

(2) Mr. Glazier resigned as a director effective August 1, 2017.

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

#### **Equity Compensation Plan Information**

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year ended December 31, 2016.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	14,201,872	Can\$0.21	4,598,128
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	<b>14,201,872</b>	<b>Can\$0.21</b>	<b>4,598,128</b>

## **INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS**

Since January 1, 2016, the beginning of the last completed financial year, no current or former director, executive officer or employee of the Company, or of any of its subsidiaries, has been indebted to the Company or to any of its subsidiaries, nor has any of these individuals been indebted to another entity which 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 CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

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

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

No informed person of the Company, proposed nominee for election as a director of the Company, or associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the beginning of the Company's last financial year or in any proposed transaction, which has materially affected or will materially affect the Company or any of the Company's subsidiaries, other than as disclosed under the headings "Executive Compensation" and "Particulars of Other Matters to Be Acted Upon", except as follows:

Mark E. Jones, III (Chairman and Director of the Company), acquired 400,000 common shares of the Company on February 10, 2016 after he exercised 400,000 warrants at an exercise price of Can\$0.13 per warrant.

In July 2016, the Company closed a private placement equity financing involving the issuance of 14,188,214 units of the Company. The purchase price for each unit was Can\$0.30 and each unit consisted of one common share and one-half (1/2) of a transferable common share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of Can\$0.55 until July 18, 2018, subject to acceleration in certain circumstances. The following informed persons participated in the Private Placement:

<i>Name and principal position</i>	<i>Number of units acquired</i>
<b>Nicholas Appleyard</b> , President, CEO & Director	200,000
<b>Scott Brunsdon</b> , CFO	115,000
<b>Mark E. Jones III</b> , Chairman & Director	3,283,680
<b>Brian C. Irwin</b> , Corporate Secretary & Director	33,333
<b>Elton L.S. Pereira</b> , VP of Exploration	100,000
<b>R. Mohan Srivastava</b> , Vice-President	166,666
<b>Leendert G. Krol</b> , Director	22,000
<b>Quinton Hennigh</b> , Director	35,000

An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, the Company's voting securities or who exercises control or direction over the Company's voting securities or a combination of both carrying more than 10% of the voting rights attached to all the Company's outstanding voting securities other than voting securities held by the person or company as underwriter in the course of a distribution; and

- (d) the Company if it has purchased, redeemed or otherwise acquired any of the Company's securities, so long as the Company holds any of its securities.

### **Re-APPOINTMENT OF AUDITORS**

Pannell Kerr Forster of Texas, P.C. ("PKF") is currently the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of PKF as the auditor of the Company to hold office for the ensuing year at remuneration to be fixed by the Directors. PKF was appointed auditor of the Company on March 6, 2014.

### **MANAGEMENT CONTRACTS**

None of the management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

### **AUDIT COMMITTEE**

Pursuant to section 224(1) BCBCA, the policies of the Exchange and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee.

#### **The Audit Committee's Charter**

##### *Mandate*

The primary function of 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:

- 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 auditors.
- 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 at least 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*

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, Management's discussion and analysis ("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*

- (a) 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.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) 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.
- (g) 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.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) 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:
  - i. 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;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (j) 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

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' 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 auditors and management.
- (d) 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.
- (e) 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.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors 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 confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

## Other

Review any related-party transactions.

## Composition of the Audit Committee

The Audit Committee met four times during the financial year ended December 31, 2016. As at November 9, 2017, the following are the members of the Audit Committee:

Brian C. Irwin	Not Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Leendert G. Krol	Independent <sup>(1) (2)</sup>	Financially literate <sup>(1)</sup>
Diane R. Garrett	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

(1) As defined by NI 52-110.

(2) Mr. Krol serves as the Chairman of the Audit Committee

## Relevant Education and Experience

**Leendert G. Krol:** Mr. Krol has over 45 years of experience in the mining industry and currently serves on the board of Victoria Gold Corp. Prior to joining TriStar Gold, he held the positions of Director & Advisor of Brazauro Resources Corporation; Vice President, International Exploration, Director of Foreign Exploration and Director of Metallurgical Services with Newmont Mining; Exploration Manager, Diamonds, for Anaconda Copper Company; Consulting Geologist, Diamonds for ASAM; and Senior Geologist for Anglo American Corporation.

**Diane R. Garrett:** Ms. Garrett has been a director of the Company since 2011 and is currently President, CEO and Director of Wellgreen Platinum Ltd. Prior thereto Ms. Garrett was President, CEO and Director of Romarco Minerals Inc.; VP Corporate Development for Dayton Mining; and senior mining analyst and portfolio manager with US Global Investors. Ms. Garrett holds a Masters Degree in Mineral Economics and a Ph.D. in Engineering.

**Brian C. Irwin:** Mr. Irwin has been an officer and director of the Company since 2010 and currently acts as its Corporate Secretary. Mr. Irwin is also the former CFO of the Company. He is an experienced mining executive with

over three decades of experience in the mining industry and currently serves on the board of directors of two other mining companies. Mr. Irwin is a lawyer by training.

As a result of their respective business experience, each member of the audit committee (i) has an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to that that can reasonably be expected to be raised by the Corporation's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

### **External Auditors Service Fees (By Category)**

The table below sets out all fees billed by the Company's external auditors in each of the last two fiscal years for audit fees:

<i>Period Ending</i>	<i>Audit Fees<sup>(1)</sup></i>	<i>Audit Related Fees<sup>(2)</sup></i>	<i>Tax Fees<sup>(3)</sup></i>	<i>All Other Fees<sup>(4)</sup></i>
December 31, 2016	US\$32,000	nil	nil	US\$2,317
December 31, 2015	US\$32,000	nil	nil	US\$2,406

(1) Includes services for the annual audit of the Company's financial statements.

(2) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

(3) Fees charged for tax compliance services.

(4) Fees for services other than disclosed in any other column.

### **Exemption in Section 6.1 of NI 52-110**

The Company is relying upon the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed only on the Exchange from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

### **CORPORATE GOVERNANCE DISCLOSURE**

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines and, as prescribed by National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company discloses the following:

A summary of the responsibilities and activities and the membership of each of the committees are set out below.

### **Independence of Members of Board**

The Company's Board consists of seven Directors, four of whom are independent based upon the tests for independence set forth in NI 52-110. Leendert G. Krol, Quinton Hennigh, Carlos Vilhena and Diane R. Garrett are independent. Mark E. Jones III is not independent as he is the Executive Chairman, Mr. Appleyard as President and CEO of the Company is not independent and Brian C. Irwin is not independent as he is the Company's Corporate Secretary and former CFO.

### **Management Supervision by Board**

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the Audit Committee which is composed entirely of independent directors who meet from time-to-time with the Company's auditors without management being in attendance.

### **Participation of Directors in Other Reporting Issuers**

The participation of the directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

### **Orientation and Continuing Education**

The Company's Board of Directors takes the following steps to ensure that all new directors receive orientation regarding the role of the Board, its committees and directors, and the nature and operations of the Company:

1. An assessment is made of the new director's set of skills and professional background. This allows the orientation to be customized to that director's needs since different information regarding the nature and operations of the Company's business will be necessary and relevant to each new director. Once this is determined, one or more of the existing directors, who may be assisted by the Company's management, provide the new director with the appropriate orientation through a series of meetings, telephone calls and other correspondence.
2. Technical presentations are conducted at most Board meetings to ensure that the directors maintain the skills and knowledge necessary for them to meet their obligations as directors of the Company.

All Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations.

Board members have full access to the Company's records.

### **Ethical Business Conduct**

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board is responsible for the stewardship of the Company including strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks. In addition, the Board is responsible for succession planning and the integrity of the Company's internal controls. The Board seeks to foster a culture of ethical conduct by striving to ensure that the Company conducts its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board encourages management to consult with legal and financial advisors to ensure that the Company is in compliance with legal and financial requirements; is aware of the Company's continuous disclosure obligations

and reviews, prior to their distribution, such material disclosure documents including, but not limited to, the interim and annual financial statements and MD&A; relies on the Committee to review and discuss the Company's systems of financial controls with the external auditor; actively monitors the Company's compliance with the Board's directives to ensure that all material transactions are reviewed and authorized by the Board before being undertaken by management. The Board has established a "Whistleblower Policy" which details the complaint procedures for financial concerns.

The Board must comply with the conflict of interest provisions of the BCBCA in addition to the relevant securities regulatory instruments and Exchange policies, in order to ensure that the Directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Nomination of Directors**

The Board is responsible for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and persons with experience related to mineral exploration are consulted for possible candidates. Nominees are interviewed by the Board and are asked to join the Board where consensus regarding the nominee is obtained. At the Company's present stage of development, the Board does not believe that a separate nominating committee is required.

### **Compensation of Directors and Senior Management**

The Compensation Committee is responsible for determining compensation for the directors and senior management. The members of the Compensation Committee are Carlos Vilhena, and Dianne R. Garrett, both of whom are independent.

Diane R. Garrett has been a director of the Company since 2011 and is currently President, CEO and Director of Wellgreen Platinum Ltd. Prior thereto Ms. Garrett was President, CEO and Director of Romarco Minerals Inc.; VP Corporate Development for Dayton Mining; and senior mining analyst and portfolio manager with US Global Investors. Ms. Garrett holds a masters degree in Mineral Economics and a Ph.D. in Engineering.

Carlos Vilhena is an experienced lawyer and acts as counsel for many international exploration companies and is a senior partner in the law firm which employs him.

The Board is of the view that the Compensation Committee collectively has the knowledge, skills, experience and background to make decisions on the suitability of the Company's compensation policies and practices.

The Compensation Committee reviews compensation paid to directors and senior management of companies of similar size and stage of development in the mineral exploration industry and determines appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management, while taking into account the financial and other resources of the Company. In setting the compensation, the Compensation Committee annually review the performance of the senior management in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

### **Board Committees**

As the directors are actively involved in the operations of the Company, the Board has determined that additional committees are not necessary at this stage of the Company's development.

### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of the Company's committees. In the Board's view, based on the size and the nature of the relationships between the Board members, a formal committee for assessments is not required at the present time.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval (“SEDAR”) under the Company’s profile at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 7950 E Acoma Drive, Suite 209, Scottsdale, Arizona 85260 to request copies of the Company’s financial statements and MD&A or alternatively such information is available on the Company’s website at [www.tristargold.com](http://www.tristargold.com).

Financial information is provided in the Company’s comparative financial statements and MD&A for the year ended December 31, 2016 which are filed on SEDAR under the Company’s profile.

The Board of Directors of the Company has approved the contents and sending of this Information Circular.

DATED November 9, 2017.

## **APPROVED BY THE BOARD OF DIRECTORS**

*“/s/ Nicholas Appleyard”*

---

Nicholas Appleyard  
President, CEO and Director