ANNUAL INFORMATION FORM

TRISTAR GOLD INC.

FOR THE YEAR ENDED DECEMBER 31, 2017

Dated as at: April 25, 2018

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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 "Can$".

DATE OF INFORMATION

Unless otherwise indicated, all information contained in this AIF of the Company is stated as at April 25, 2018.

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 Mr. Nicholas Appleyard, President and CEO 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; 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 labor 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 technical 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

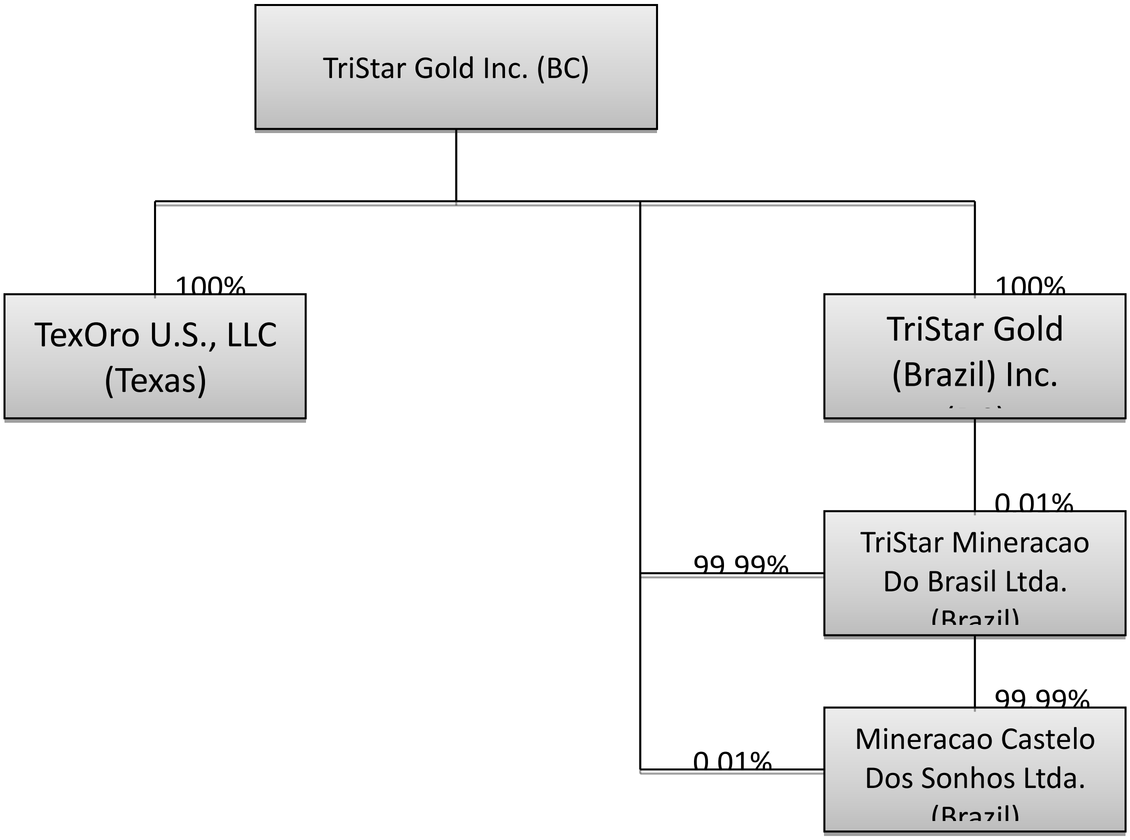
Name, Address and Incorporation

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 Pará State in northern Brazil. CDS is 100% owned by an indirect Brazilian subsidiary Mineração Castelo Dos Sonhos Ltda., as illustrated in the corporate organizational chart below.



As of the date of this AIF, Tristar has unlimited authorized common shares and currently has 168,504,440 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 U.S, 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 Mineração Do Brazil 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 DESCRIPTION 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 2013 to 2015 due to a shortage of funds. Accordingly, the Company was unable to undertake any meaningful exploration activity at CDS during this time period.

In December 2015, a new group of investors, led by Mr. Nick Appleyard (who was subsequently appointed as President and CEO of TriStar) provided a significant infusion of funds to the Company.

Beginning in 2016, the Company completed a number of financings and significantly increased exploration activities on CDS, which resulted in the publication of an updated NI 43-101 technical report titled "*Mineral Resource Estimate Update on the Castelo de Sonhos Gold Project Para State Brazil*" effective as September 13, 2017, as amended and restated on November 13, 2017 (the "Technical Report").

In July 2016 the Company completed a partially brokered private placement raising gross proceeds of Can$4.3 million.

In April 2017, the Company announced the closing of a public offering raising gross proceeds of Can$5.1 million.

In 2016 and 2017 the Company realized proceeds of Can$2.7 million from the exercise of warrants.

On December 4, 2017, the Company completed an updated mineral resource estimate (the "Updated Resource Estimate") for the CDS property. See "*Description of the Business – Mineral Properties*".

In January 2018, the Company closed a private placement raising gross proceeds of Can$2.86 million.

DESCRIPTION OF THE BUSINESS

General

The Company is 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. Since its inception in 2010, the Company's activities have been focused on exploring the CDS gold property in Pará State in northern Brazil.

The Company has no mines in operations and no source of revenue from operating activities. The CDS property is in the exploration stage and management anticipates that it will take several more years of additional drilling followed by work to complete a feasibility study to 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 and social 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 ownership of the CDS property, in July 2016, the Company made the final contractual cash and common share payments to complete the acquisition of CDS 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 CDS, including completing and receiving approval of a positive exploration report followed, within 12 months, by a report showing the existence of economically viable concentrations of mineralization as determined by Brazilian law. Once the applicable governmental agency (the Departamento Nacional de Produção 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.

Competitive Conditions

TriStar competes with other mining companies, many of which have greater financial and technical resources, for the acquisition of mineral claims and properties, for recruitment and retention of employees and consultants and for equity capital.

Cycles

The mining business is subject to mineral price cycles. As TriStar is not a producing company, its revenues are not directly impacted by mineral prices, but mineral prices may affect its ability to raise capital, the cost of such capital and the ability to develop its mineral properties.

Social and Environmental Policies

The Company is committed to sustainability in all of its exploration and development activities. The focus of the Company's community relations and environmental management efforts is to ensure smooth and uninterrupted operations at all of its project sites while creating a positive overall impact on its neighboring communities, demonstrating the Company's social responsibility.

Employees

As at the date of this AIF, the Company, including its subsidiaries, has 18 full-time employees and 4 part-time employees. All aspects of Tristar's business require specialized skill and knowledge, including in the areas of exploration and mining, logistical planning and accounting.

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 affected.

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

Exploration and Development Stage Risk

Exploration for mineral resources involves a very 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, to 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 continued. 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 include delays in obtaining required government approvals and permits and the inability to obtain suitable or adequate machinery, equipment, access, power or labour.

It is impossible to predict if the current exploration and 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, foreign exchange changes, inflation, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

No History of Revenues

The Company has no history of revenues from its operating activities and has incurred losses since its founding. During the fiscal year ended December 31, 2017, the Company had a net loss of $0.8 million for the year. The Company's cash as at December 31, 2017 was approximately $0.96 million. The Company does not anticipate generating revenues unless and until commercial production is achieved at its resource properties and until such time, the Company will continue to have losses and negative operating cash flow as funds continue to be expended on the exploration program at the Company's mineral properties and administrative costs. To the extent the Company has negative cash flows in future periods, the Company will use a portion of its general working capital to fund such negative cash flow. The Company cannot predict when it will become cash flow positive.

Need for Additional Funding

Additional 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 attempting to raise additional cash through the sale of its common shares or some alternative financing 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 as a going concern, including its ability to acquire additional properties and perform exploration activities on, and maintain its existing properties.

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 value of the Company's securities may be significantly affected by the market price of gold, which is cyclical and subject to substantial price fluctuations. Market prices can be affected by numerous factors beyond the Company's control, including levels of supply and demand, expectations with respect to the rate of inflation, the relative strength of various currencies, interest rates, speculative activities, global or regional political or economic circumstances and sales or purchases of gold by holders in response to such factors. Decreases in the price of gold could negatively impact the value of the Company's securities, and the ability of the Company to raise the financing necessary for its ongoing operations. Prolonged decreases in the price of gold could adversely impact the ability of the Company to proceed with the development of the CDS property. The Company may also curtail or suspend some or all of its exploration activities on the CDS property in response to lower gold prices.

Geopolitical Risk

The Company's exploration properties are located in Brazil and it has no country diversification with respect to its principal exploration 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 Brazil, 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 region in Brazil (albeit a largely deforested area), 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, agrarian reform, environmental laws, indigenous peoples' entitlements 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.

Estimates of Mineral Resources

The mineral resources estimates described in this AIF are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified Resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions, among other things. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes of mineral resources or grades may affect the economic viability of projects. The estimated mineral resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

Title to Properties

The Company cannot guarantee title to its properties because they 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 labour 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 capabilities 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. As a result of this competition, the Company may be unable to compete for, nor acquire rights to, and exploit attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

Share Price Fluctuations

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

Potential Dilution to Existing Shareholders

The Company will require additional financing in order to complete exploration and development of its mineral properties. The Company anticipates that it will 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.

Conflicts of Interest

Our directors and officers may serve as directors or officers of other companies which may compete with us for mineral exploration projects. In addition, corporate opportunities giving rise to potential conflicts of interest may occur from time to time. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict is required by law to abstain from voting with respect to certain such matters. Our directors are required by law to act honestly, in good faith and in the Company’s best interests.

Permitting

The Company’s operations 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.

Inadequate Infrastructure May Delay or Prevent the Company's Operations

Exploration, development and ultimately mining and processing activities depend, to one degree or another, on the availability of adequate infrastructure. Reliable air service, roads, bridges, power sources and water supply are significant contributors in the determination of capital and operating costs. Inadequate infrastructure could significantly delay or prevent the Company exploring and developing its project and could result in higher costs.

Tax Risks

Changes to, or differing interpretations of, taxation laws or regulations in Canada, Brazil, or any of the countries in which the Company's assets or relevant contracting parties are located could result in some or all of the Company's profits being subject to additional taxation or other tax liabilities being applicable to the Company or its subsidiaries. Taxation laws are complex, subject to differing interpretations and applications by the relevant tax authorities. There is no assurance that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the Company's profits being subject to additional taxation or which could otherwise have a material adverse change on profitability, results of operations, financial condition and the trading price of the Company's securities. Additionally, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make investments by the Company less attractive to counterparties. Such changes could adversely affect the Company's ability to raise additional funding or make future investments.

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 operations are denominated in foreign currencies.

MINERAL PROPERTIES

Castelo de Sonhos Property (Brazil)

Background

The Company's only material mineral property is CDS, known as the Castelo de Sonhos Property, which is an exploration-stage gold property located in Para State, Brazil.

The technical information regarding CDS set out in this AIF, other than information relating to the Updated Mineral Resource Estimate, is summarized from the Technical Report, which was prepared by Dr. Adrian Martinez, PhD., (P. Geo) and Chris Campbell-Hicks, FAusIMM, CPMet, MMICA, of CSA Global Canada Geosciences Ltd. ("CSA"). A copy of the Technical Report can be found on SEDAR at www.sedar.com.

Project Description, Location and Access

CDS is located in the southwest of Pará State in Brazil near the federal road BR-163 which links the cities of Cuiabá to Santarém and CDS is approximately 30 kilometers by road from the town of Castelo de Sonhos. The topography of the region is characterized by low plains, at the margins of the Rio Curuá and its tributaries, with an average elevation around 250 meters above sea level. In contrast, the plateau (which hosts the mineralization at CDS) 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 has been largely deforested for cattle ranching.

The property is approximately centered at coordinates 8 degrees 12’07” South, 54 degrees 59’20” West. CDS consists of approximately 26,751 hectares of mineral rights on six contiguous claims located approximately 15 kilometers (km) east of highway BR-163. This claim holding will reduce to 17,177 hectares following approval from the respective permitting agency. Road access to CDS is usually possible all year, however heavy seasonal rainfall may temporarily cause flooding of roads and bridges. Pará 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.

While management believes that the six claims comprising the CDS property cover one deposit, discrete areas of the CDS claim holdings are discussed to assist the reader in understanding the work underway and work performed in the past. Of the six claims, one has recently been acquired, in which case the Company has an additional five years to file a positive exploration report. Two of the claims had final exploration reports filed in August 2017 and for the third claim the exploration is valid for another year. The Company has completed and filed the final positive exploration report on the remaining claim, which was approved on April 17, 2017, and on April 16, 2018 filed the Plano de Aproveitamento Economico, a report that demonstrates economic viability.. The permitting process may be slightly modified from the above description as changes to the mining law are being discussed. It is not known how any possible changes to the mining law may affect the Company’s plans to advance the exploration and development work at CDS.

Figure 1: Location of CDS in Para State in Brazil

The existing infrastructure for CDS is considered excellent for a developmental project, specifically

- ✓ there is 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;
- ✓ there is a fully functional exploration camp;
- ✓ the camp is serviced by a 550 meter airstrip adequate for small aircraft;
- ✓ CDS is accessible by a 30 km 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, an airstrip and light and heavy vehicle repair facilities.

The original vendors of CDS retain a 2% net smelter return ("NSR") royalty (half of which can be purchased by TriStar for a value based on gold reserves at that time), a one-time 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 yet 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 and Activities

The Tapajós gold province, in which CDS is located, was the scene of a historical 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 gold production estimated at between 16 and 30 million ounces.

Barrick Gold Corp. (“Barrick”) conducted significant exploration at CDS from June 1995 to November 1996. TriStar has this 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 totaling 2,027 meters. These activities led to the identification of two large strong gold soil anomalies.

The soil anomalies as identified by Barrick were in the Esperança South area and the Esperança Center area. The Esperança South area is 2.5 km long and 0.8 km wide. The soil anomaly in the Esperança Center area is 2.5 km long and 0.8 km wide. These two anomalies both run north-south and are located in the same trend, being separated by the existence of a narrow valley. Most of the Barrick trenches and drill-holes (22 holes) were located in the Esperança South area, and only one (1) hole was drilled in Esperança Center.

Geological Setting, Mineralization and Deposit Type

The host rocks for CDS’s gold mineralization are quartzites, meta-arenites and metaconglomerates of the Early Proterozoic Castelo de Sonhos Formation (+2 billion years ago). Geologically, CDS is believed to be a paleoplacer, similar in nature to Tarkwa in Ghana and Jacobina in Brazil. CDS encompasses a 15 km by 12 km plateau with an average elevation 300 meters above the surrounding plains.

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. At CDS, as well as Jacobina and Tarkwa, gold is hosted in quartz-pebble 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
Silicification	Yes	Yes	Yes
Fuchsite in quartzites	Yes	Yes	Possible
Carbon	No	Yes	No
Hematite	Yes	Yes	Yes
Magnetite	Yes	No	Yes
Pyrite	No	Yes	No
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 Early Exploration Activity (2011-2015)

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 identified by Barrick and additional soil sampling over other prospective areas, geological mapping, an airborne geophysical survey and initiated core drilling.

From December 2010 through June 2014, the Company completed the construction of a camp, worked at the Esperança Center area, the Esperança South area 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 covering 7,019 linear kilometers and completed 16,213 meters of core drilling in 144 drill holes.

The soil geochemistry sampling program performed by the Company at CDS confirmed the previous results obtained by Barrick and has not only extended the anomalous zones, but also identified additional areas of interest such as the Esperança East and Esperança West areas. 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 area is located east of Esperança Center and is 2,000 meters long by 800 meters wide. In addition, a narrower soil anomaly (referred to as Esperança West was better defined with the continuation of the soil sampling being carried out. Esperança West extends for approximately 4,000 meters with an average width of 400-500 meters.

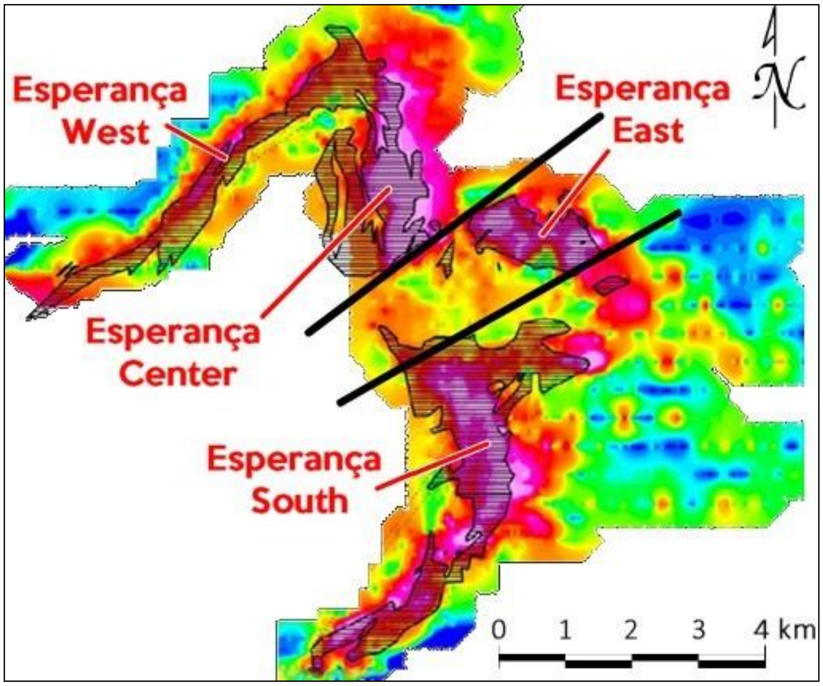


Figure 2: The gold anomaly in soil (coloured), the outcrop of the conglomeratic unit (hatched) and the major faults that offset both the outcrop and the soil anomaly.

The Company completed a three-phase drilling program of 16,213 meters of core drilling to test portions of Esperança Center and Esperança South areas and the newly discovered Esperança East and Esperança West areas. 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 area: 103 holes; 9,565 meters

Esperança Center area: 34 holes; 5,667 meters

Esperança East area: 5 holes; 588 meters

Esperança West area: 2 holes; 394 meters

At Esperança South, the drilling was focused on extending the known mineralization along strike as well down dip. The Company had 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.

In the Esperança Center area, 34 holes were drilled to date to investigate a 2,500 meter 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, the drilling enhanced the previous findings and a mineralized zone of approximately 1,000 meters was defined. The strong geochemical anomaly continues further north for at least another 1,500 meters and further drilling will be planned for this area.

The Esperança East area is 2,000 meters long by 800 meters wide. In this area the initial drilling results from five holes were encouraging and additional drilling is required to better define the mineralization.

In 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 showed 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. As a result of the success of the drill program, the Company filed a positive final exploration report with the DNPM in Brazil on July 31, 2014 and has received approval of this report.

TriStar’s Recent Exploration Activity (2016-2017)

With the new management in place and additional funding secured, TriStar resumed drilling activities in the second half of 2016. In addition to the drilling programs, the Company also undertook additional metallurgical studies on samples collected in 2016 and 2017. This work was completed in February 2017 and the results are discussed below.

Phase 1 and Phase 2 of the 2016-2017 drilling program have been completed. These phases consisted of a series of core holes along a fence-like step-out program in Esperança South and the more northerly in Esperança Center. Phase 1 consisted of five core holes and was completed in November 2016. The assays from these holes all contained significant mineralization and confirmed that gold mineralization extends at least two kilometers to the southwest beyond the resource area defined by the Company in 2014. Phase 2 consisted of five core holes, of which three encountered significant mineralization. The results from Phases 1 and 2 provided the Company with valuable information in planning the Phase 3 infill drilling program. The results from the Phase 1 and Phase 2 drilling are described in more detail in news releases of the Company dated October 31, 2016, November 29, 2016, January 5, 2017 and February 3, 2017 (all are filed on SEDAR).

In January 2017, McClelland Laboratories (“McClelland”) in Sparks, Nevada completed metallurgical test-work on a bulk sample created from drill core from the Esperança South area of the CDS deposit. This bulk sample had a head grade of approximately 1.5 g/t gold. McClelland tested gold recoveries using both gravity concentration and cyanidation, with both sets of tests being performed at a range of commercially reasonable grind sizes. Gravity alone recovery to a rougher concentrate ranged from 41% to 84%. Gold recovery by cyanidation was analyzed using bottle roll tests with recoveries ranging from 93% to 98%. Consumption of cyanide and lime were both low, an additional benefit as this reduces operating costs. This work is described in more detail in the news release of the Company dated February 27, 2017 (which is filed on SEDAR).

The Phase 3 drilling campaign at CDS consisted of approximately 15,000 meters of reverse circulation in-fill drilling, which was completed in late 2017. The results of the Phase 3 drilling were used to prepare the Updated Mineral Resource Estimate. The Company’s quality assurance and quality control (“QA/QC”) protocols for the years 2016 and 2017, which are described below, are consistent with industry standards.

Sampling, Analysis and Data Verification

Soil sampling

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.

Reverse Circulation Drilling Sampling

Sampling of reverse circulation ("RC") drill holes was done by an initial split at the drill rig using a Metzke Riffle splitter at a proportion of 75% and 25%. The 25% sample, weighing approximately 7.5 kilograms, was bagged for assaying. The remaining 75% sample was organized by drill hole number and depth, and bagged and stored on-site for reference.

Representative rock chips were collected during the drilling and logged on site by a geologist to establish the stratigraphic context of the sampling and to provide a geological description of each sample.

Samples from the RC drill holes were collected every meter, with the splitter at the RC rig being set to deliver approximately one quarter of the chips to the buckets that were then bagged for shipment to the laboratory. The remaining chip material is stored on site for use in further studies, and a small selection of chips from each interval were retained for viewing

These samples have been stored along with the archived diamond drill core in the core storage area beside the camp office.

TriStar undertook a field trial of Optical Televiewer ("OTV") technology, using the services of DGI Geoscience (Toronto, Canada) to take high definition photographs of the inside of the RC drill holes. In addition to using the chips to log the RC drill holes, on site geologists also used the OTV images to refine the logging of the RC drill holes

Core drill sampling and logging

HQ core samples were halved using a core saw with one-half sent to either ACME, ALS or SGS Geosol laboratories for assay; the other half was retained in the core box for quality control and verification purposes. Check assaying was done by Interteck laboratory. Where re-sampling was required, the half core that remained in the box was quartered and sent for re-assay.

In early holes, from 2011 sample intervals, were mostly 1 meter, but from 2012 onwards sample intervals were generally 2 meters, but occasionally shorter where geological contacts were used to define the interval.

All drill core during the 2011-2014 programs was logged using TriStar's lithological codes. The geologists noted the major lithology type and alteration intensity. A rock quality designation (RQD) was recorded in earlier holes. Recoveries were generally excellent with complete core recovery in most holes.

From 2016 onwards a more thorough logging system was put in place that required the geologists to note clast sizes, basal contact, gradation, hydrothermal alteration, fabric, gold occurrence, geologic structure, roundness, sorting, grain size and lithology. Using this more complex logging template, several older holes were re-logged.

Sample security and data verification

Drill samples collected by TriStar geologists were placed in plastic bags that were tagged and sealed. These were ground into batches for shipment to the preparation labs using large sacks. Each laboratory batch would consist of a few large sacks, each of which typically contained a few dozen individual sample bags. The sacks were sealed and labeled to indicate how many sacks belonged to the same batch. TriStar's external QA/QC samples (field duplicates, blanks and CRMs) were included in the sacks at site. Batches awaiting shipment were stored on site, typically for two to three weeks until several batches were transported together, by closed truck to the preparation lab. The seals on the sacks and bags were broken at the preparation lab, which reported back to TriStar on what was received. There have been no samples lost in transit or other samples that did not reconcile to TriStar's records. It is believed that sample integrity has remained excellent throughout the drilling programs.

At the preparation lab, pulp material was prepared for analysis and transported by commercial air freight to the analytical laboratory, where the samples are again inventoried and checked against the preparation lab's records.

The conventional fire assays done by the Company for the CDS project were done by ACME, SGS/Geosol and ALS and have all used 50 g aliquots with atomic absorption finish.

In addition, ALS did Leachwell assays using a four-hour bottle-roll agitation of a 1 kg pulp in a cyanide solution that accelerates leaching using the Leachwell assay tabs manufactured by Mineral Process Control, the developer of the Leachwell technology. An atomic absorption finish is used to measure the mass of gold in solution, and to calculate the head grade of the original sample, assuming that none of the gold is left in the residue.

All of the laboratories used by TriStar are independent of the Company and are ISO certified. They have internal QA/QC programs for monitoring the accuracy and precision of the analytic results provided to clients. In addition to the lab's internal QA/QC programs, TriStar also runs its own external QA/QC program that includes standards, blanks, and duplicates inserted into the sample stream at the project site, prior to shipment to the preparation lab.

Mineral Resource Estimate

On December 4, 2017, the Company completed the Updated Resource Estimate, which increased the resource estimate that was previously disclosed in the Technical Report. The Updated Resource Estimate included assays from the 37 drill holes comprising the Phase 3 drilling campaign that were obtained after the completion and filing of the Technical Report.

The table below provides the mineral estimates for Updated Resource Estimate above a reporting cutoff [(2)] of 0.4 grams per tonne gold:

Property Area	**Resource Category**	**Tonnage (million tonnes)**	**Gold Grade (grams per tonne)**	**Contained Gold Ounces (millions)**
Esperanca South	Indicated	8.9	1.8	0.5
	Inferred	14.9	1.2	0.6

Esperanca Center	Inferred	11.3	1.0	0.4
Area Totals	**Indicated**	**8.9**	**1.8**	**0.5**
	Inferred	**26.2**	**1.2**	**1.0**

1. Numbers have been rounded to reflect the precision of Inferred and Indicated mineral resource estimates.

2. The reporting cut-off corresponds to the approximate marginal cut-off for an open pit with total operating costs (non-waste mining + processing + G&A) of US$15.00/t, metallurgical recovery of 98% and a gold price of US$1200 per ounce. These are mineral resources and not reserves and as such do not have demonstrated economic viability.

3. The metal content estimates reflect gold in situ and do not include factors such as external dilution, mining losses and process recovery losses.

4. TriStar is not aware of any economic, permitting, legal, title, taxation, socio-economic, marketing or political factors that might materially affect these mineral resource estimates.

R. Mohan Srivastava a Vice-President of TriStar, is the Qualified Person (as such term is defined under NI 43-101) who was responsible for the Updated Resource Estimate. See the news release of the Company dated December 4, 2017, titled "*Tristar Gold Continues to Expand Resources at Castelo De Sonhos*", which was filed on SEDAR, for further information regarding the Updated Resource Estimate.

DIVIDENDS AND DISTRIBUTION

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

Common Shares

The authorized capital structure of the Company consists of an unlimited number of common shares. As of the date of this AIF there are 168,504,440 common shares issued and outstanding.

The holders of common shares are entitled to receive notice of and attend all meetings of shareholders with each common share held entitling the holder to one vote on any resolution to be passed at such shareholder meetings. The holders of common shares are entitled to dividends if, as and when declared by the board of directors of the Company.

Upon liquidation, dissolution or winding up of the Company, holders of common shares are entitled to receive pro rata the assets of the Company, if any, remaining after payments of all debts and liabilities. No common shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provisions for exchange, conversion, redemption, retraction or purchase for cancellation, surrender, or sinking or purchase funds in the constating documents of the Company.

There are no restrictions on the repurchase or redemption of common shares of the Company while there is any arrearage in the payment of dividends or sinking fund installments.

Convertible Securities

The Company has stock options, warrants and agent compensation warrants outstanding as of April 25,2018, under which common shares may be issuable as follows:

Stock Options

The Company has the following stock options outstanding which have been granted to directors, officers, employees and consultants:

Expiry Date	**Exercise Price (Can$)**	**Number**
April 29, 2019	0.15	1,475,000
February 11, 2020	0.20	1,600,000
December 10, 2020	0.18	8,375,000
April 18, 2021	0.28	750,000
September 27,2022	0.25	2,975,000
October 19, 2022	0.25	150,000
February 7, 2023	0.28	100,000
TOTAL		**15,425,000**

Warrants

The Company has the following common share purchase warrants outstanding:

Expiry Date	**Exercise price (Can$)**	**Number**
July 7, 2018	0.55	6,618,917
July 7, 2018	0.30	549,372
July 15, 2018	0.55	475,187
April 28, 2019	0.45	9,214,630
July 24, 2022	0.35	6,562,693
Total		**23,420,799**

MARKET FOR SECURITIES

Trading Price and History

The Company's common shares 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 (Can$)**	**High (Can$)**	**Total Monthly Volume**
January 2017	$0.225	$0.34	1,000,937

Month	Low (Can$)	High (Can$)	Total Monthly Volume
February 2017	$0.24	$0.295	1,056,659
March 2017	$0.28	$0.435	1,076,383
April 2017	$0.27	$0.375	843,162
May 2017	$0.285	$0.35	1,480,396
June 2017	$0.31	$0.395	1,293,201
July 2017	$0.29	$0.405	827,700
August 2017	$0.315	$0.38	984,656
September 2017	$0.225	$0.35	546,104
October 2017	$0.23	$0.27	622,500
November 2017	$0.20	$0.255	1,011,432
December 2017	$0.175	$0.25	639,435

Prior Sales

Stock Options

The following table provides a list of outstanding stock options to purchase common shares of the Company, which were granted in 2017 and outstanding but not listed or quoted on a market place as at December 31, 2017.

Exercise Price ($)	Number	Expiry Date
Can$0.25	2,975,000	Sept. 27, 2022
Can$0.25	150,000	Oct. 19, 2022

Warrants

The following table provides a list of outstanding common share purchase warrants, which were granted in 2017 and outstanding but not listed or quoted on a market place as at December 31, 2017.

Exercise Price ($)	Number	Expiry Date
Can$0.45	8,554,134	April 28, 2019
Can$0.45	660,496	April 28, 2019

Directors and Executive Officers

Our directors and executive officers are listed below. The number of common shares of the Company that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by all directors and executive officers as a group as of the date of this AIF is 15,920,677 common shares representing approximately 9.5% of the issued common shares as at April 25, 2018. Each director will hold office until his/her successor is elected or appointed, as applicable, unless his/her office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

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	Former President and CEO of TriStar (2010-2015)	9,892,346 (6.0%)
Nick Appleyard President and CEO & Director	Scottsdale, Arizona, USA	December 2015	Former President and CEO of Chaparral Gold (2013-2015) and VP Corporate Development of International Minerals Corp (2011-2013)	1,900,000 (1.1%)
Brian C. Irwin[1] 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[2] Director	Brasilia, Brazil	June 2011	Partner Pinheiro Neto Advogados (lawyers)	100,000 (less than 1%)
Diane R. Garrett[1] [2] Director	Kerrville, Texas	March 2011	President, CEO & Director of Nickel Creek Platinum Corp. and director of OceanaGold Corporation. Former President, CEO & Director of Romarco Minerals Inc.(2003-2016)	250,000 (less than 1%)
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. Director of Miramont Resources CORP.	35,000 (less than 1%)

Name	Residency	Since	Principal Occupation For Past 5 years	No. of common shares owned or beneficially owned
Leendert G. Krol[(1)] 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%)

(1) Member of Audit Committee.
(2) Member of the Compensation Committee.

The directors have served in their respective capacities since their election and/or appointment and will serve until the next annual general meeting of the shareholders of the Company or until a successor is duly elected, unless the office is vacated in accordance with the Articles of the Company. Upon resignation a successor may be appointed by the board of directors. All officers' employment agreements automatically renew annually unless terminated by the officer or the Company.

The Company has not adopted any term limits for directors. The Board considers merit as the key requirement for board appointments. New board appointments are considered based on the Company's needs and the expertise required to support the Company and its stakeholders.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

During the most recently completed financial year, and as at the date of this AIF, the Company is not a party to any, nor is the Company aware of any pending or contemplated, material legal proceedings or regulatory actions.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out herein and other than transactions in the ordinary course of business of the Company, none of the directors or executive officers of the Company, nor any shareholder directly or indirectly beneficially owning, or exercising control or direction over, shares carrying more than 10% of the voting rights attached to the shares of the Company, nor an associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, in any transactions involving the Company that materially affected or would materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRARS

The Company's registrar and transfer agent for its common shares is Computershare Investor Services Inc. of 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, 2017, 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 Pará State, Brazil including amendments numbered 1, 2, and 3.

INTERESTS OF EXPERTS

Names 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.

Dr. Adrian Martinez, PhD., (P. Geo) and Chris Campbell-Hicks, FAusIMM, CPMet, MMICA, of CSA, both of whom are independent Qualified Persons (as such term is defined under NI 43-101), prepared the Technical Report.

R. Mohan Srivastava is the Qualified Person (as such term is defined under NI 43-101) who was responsible for the Updated Resource Estimate and who reviewed the technical disclosure herein.

Equity Interests of Experts

Except as disclosed herein, Adrian Martinez, Chris Campbell-Hicks, CSA or any director, officer, employee, principal or partner thereof, each as a group, own, directly or indirectly, in the aggregate, less than 1% of the outstanding common shares of the Company.

Mr. R. Mohan Srivastava holds an interests, directly or indirectly, in 2,249,999 securities of the Company as follows: 966,666 common shares, 1,200,000 stock options, and 83,333 warrants.

None of the aforementioned persons or firms received a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company.

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.