

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING AND MANAGEMENT INFORMATION CIRCULAR

With respect to an Annual General and Special Meeting of Shareholders of Continental Gold Inc. to be held on May 30, 2019.

April 15, 2019



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CONTINENTAL GOLD INC.
155 Wellington Street West, Suite 2920
Toronto, Ontario Canada M5V 3H1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the "Meeting") of Continental Gold Inc. (the "Company") will be held at the offices of Cassels, Brock and Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, Canada on Thursday, May 30, 2019 at 9:30 a.m. (Eastern time), for the following purposes:

1. receiving the audited consolidated financial statements of the Company for the year ended December 31, 2018, together with the auditor's report thereon;
2. electing the directors of the Company for the ensuing year;
3. reappointing PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration;
4. to consider, and if thought advisable, to pass an ordinary resolution, on a disinterested basis, to approve the issuance of certain common shares of the Company to Newmont Mining Corporation ("Newmont") upon conversion of a US\$50 million convertible debenture dated March 15, 2019, as more particularly described in the accompanying management information circular; and
5. conducting such other business properly brought before the Meeting or any adjournments or postponements thereof.

The record date for the Meeting is April 18, 2019. The record date is the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournments or postponements thereof.

This notice is accompanied by a management information circular (the "Circular"), either a form of proxy or a voting instruction form and a supplemental mailing list and consent for electronic delivery return card. If previously requested, a copy of the audited consolidated financial statements and management's discussion and analysis ("MD&A") for the year ended December 31, 2018 will also accompany this notice. Copies of the Company's annual and interim financial statements and MD&A are also available under the Company's profile on SEDAR at www.sedar.com, on the Company's website at www.continentalgold.com, or by request made to the Company.

As described in the notice and access notification mailed to shareholders, the Company is using the notice and access method for delivering this notice and the Circular to shareholders. The notice and Circular will be available on the Company's website at www.continentalgold.com/investors/events and under the Company's profile on SEDAR at www.sedar.com. Shareholders may also request copies of the notice and Circular from the Company at no cost by calling toll-free to 1-877-273-8228.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form so that as large a representation as possible may be had at the Meeting. Any proxies to be used or acted on at the Meeting must be deposited with the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournments or postponements thereof.

DATED the 15th day of April, 2019.

By Order of the Board of Directors

/s/ Ari Sussman

Ari Sussman
Director and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

ANNUAL GENERAL AND SPECIAL MEETING OF THE COMPANY TO BE HELD ON MAY 30, 2019

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (the "Circular") has been prepared for the holders ("shareholders") of common shares ("Common Shares") of Continental Gold Inc. (the "Company") in connection with the solicitation of proxies by management of the Company for use at the Company's Annual General and Special Meeting of shareholders (the "Meeting") to be held at 9:30 a.m. (Eastern time) on May 30, 2019 at the offices of Cassels, Brock and Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, Canada, for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting"). References in the Circular to the Meeting include any adjournments or postponements thereof.

The record date (the "Record Date") for the Meeting is April 18, 2019. The record date is the date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting. Duly completed and executed proxies must be received by the Company's Registrar and Transfer Agent, Computershare Investor Services Inc. ("Computershare"), in accordance with the instructions set forth in the Circular and in the form of proxy no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

It is expected that the solicitation will be primarily by mail, using notice-and-access; however, proxies may be solicited by telephone or in writing by directors, officers or designated agents of the Company. The Company may also use the services of an outside proxy solicitation agency to solicit proxies. The cost of solicitation will be borne by the Company.

Unless otherwise stated, the information contained in this Circular is as of April 15, 2019 and all dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars. Information set forth herein as to shareholdings is based upon publicly-available information filed by the respective persons holding such Common Shares.

VOTING INFORMATION

Meeting Materials – Notice and Access

The Company is using the notice and access process ("Notice and Access") provided under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations* for the delivery of the Notice of Meeting, Circular and financial statements and MD&A for the year ended December 31, 2018 (collectively, the "Meeting Materials") to registered and beneficial shareholders for the Meeting. The Company has adopted the Notice and Access delivery process to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a Notice and Access notification containing details of the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically. Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials. Shareholders can request the printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them through the Company's website or by calling toll-free to 1-877-273-8228. To receive the Meeting Materials in advance of the proxy deposit date and Meeting date, the Company must receive requests for printed copies of the Meeting Materials at least 10 days in advance of the proxy deposit date and time. The Meeting Materials will be sent to such shareholders within three business days of their request, if such requests are made within the foregoing timeframe. The Meeting Materials will also be available at www.continentalgold.com/investors/events for one year following the date of filing of the Meeting Materials on SEDAR.

Voting Process – Registered Shareholders

To be voted, the accompanying form of proxy must be properly completed, signed, dated and returned to the offices of the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., Attention: Proxy Department, by mail at: 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by fax at 1-866-249-7775 within North America or 416-263-9524 outside of North America, no later than 48 hours (excluding Saturdays, Sundays and statutory or civic holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late proxy. On any ballot that may be called for at the Meeting, the Common Shares represented by such form of proxy will be voted for or against the relevant resolution or will be withheld from voting, as applicable, in accordance with the instructions of the shareholder appearing on such form of proxy and, if a choice is specified therein in respect of any matter to be acted upon, will be voted in accordance with such specified choice. In the absence of any specification, such Common Shares will be voted for the applicable matter. If you are a registered shareholder ("Registered Shareholder") and abstain from voting on a matter, your vote will not count as a vote cast, but the abstention will be represented at the Meeting and will count toward establishing a quorum.

Appointment of Proxies

Each shareholder has the right to appoint a person or company other than the persons named in the accompanying form of proxy, who need not be a shareholder, to attend and act on the shareholder's behalf at the Meeting. Any shareholder wishing to exercise such right may do so by striking out the names of the management nominees and inserting in the blank space provided in the accompanying form of proxy the name of the person whom such shareholder wishes to appoint as proxy. A shareholder wishing to be represented by proxy at the Meeting, or any adjournments or postponements thereof, must in all cases deposit the properly completed, signed and dated proxy with the Company's Registrar and Transfer Agent, Computershare, at the address or facsimile number and by the time specified under the heading "Manner in which Proxies will be Voted" above.

Revocation of Proxies

A proxy submitted by a shareholder may be revoked by written notice, signed by the shareholder or by the shareholder's attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney) and deposited at the office of the Company's Registrar and Transfer Agent, Computershare, at any time up to and including the last business day preceding the date of the Meeting or any adjournment or postponement thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof. If such written instrument is deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only Registered Shareholders of the Company, or the persons they appoint as their proxies, are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders ("Non-Registered Shareholders") because the Common Shares they beneficially own are not registered in their names. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("Intermediary") that the Non-Registered Shareholder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRFs, RESPs and similar plans); or (ii) in the name of a depository or clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice and Access notification, the Meeting Materials and the form of proxy (which includes a place to request copies of this Circular and annual and/or interim financial statements and MD&A or to waive the receipt of such documents) to the Intermediaries and clearing agencies for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Notice and Access notification to Non-Registered Shareholders unless a Non-Registered Shareholder has otherwise instructed the Intermediary. Intermediaries often use service companies to forward the Notice and Access notification (or printed copies of the Meeting Materials if previously requested) to Non-Registered Shareholders. Each Intermediary has its own procedures which should be carefully followed by Non-Registered Shareholders to ensure that their Common Shares are voted by the Intermediary on their behalf at the Meeting. Generally, Non-Registered Shareholders who have not otherwise instructed the Intermediary will receive the Notice and Access notification and either:

- more typically, a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow (in some cases, the completion of the voting instruction form by telephone, fax or over the internet is permitted). Typically, the voting instruction form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a one-page pre-printed form accompanied by a page of instructions which contains a removable label with a bar-code and other information. For the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should carefully follow the instructions of their Intermediary, including those regarding when and where the completed proxy is to be delivered.

In either case, the purpose of these procedures is to enable Non-Registered Shareholders to direct the voting of the Common Shares that they beneficially own. If a Non-Registered Shareholder who receives one of the forms described above wishes to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons listed in the form of proxy and insert the Non-Registered Shareholder or such other person's name in the blank space provided, or in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered. There may be deadlines for Non-Registered Shareholders that are earlier than the deadlines for proxies from Registered Shareholders set out above.**

Voting Securities and Principal Holders of Voting Securities

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As at April 15, 2019, there were 189,364,726 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote on all matters to be acted on at the Meeting. A quorum for the Meeting consists of two persons present in person or by proxy, holding or representing in the aggregate not less than 25% of the issued shares of the Company enjoying voting rights at the Meeting. The Company has no other classes of voting securities.

To the knowledge of the directors and executive officers of the Company, as at April 15, 2019, no person beneficially owned or controlled or directed, directly or indirectly, 10% or more of the Common Shares except as follows:

Name of Shareholder and Municipality of Residence	Type of Ownership	Number of Common Shares owned, controlled or directed	Percentage of class of outstanding voting securities of the Company ⁽¹⁾
Newmont Mining Corporation Denver, Colorado, U.S.A.	Direct	37,383,844	19.74%

⁽¹⁾ Based on 189,364,726 Common Shares issued and outstanding as at April 15, 2019.

Only holders of record of Common Shares at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or at any adjournment or postponement thereof (subject in the case of voting by proxy to the timely deposit of a properly completed, signed and dated proxy with Computershare, as specified herein and in the Notice of Meeting).

Notice to Registered Shareholders Regarding Direct Registration System (DRS)

Direct Registration System

Continental Gold has adopted a Direct Registration System (“DRS”) as an alternative method for Registered Shareholders to hold their Common Shares. DRS is a system that allows Registered Shareholders to hold Common Shares in “book-based” form without having a physical security certificate issued as evidence of ownership.

The Common Shares are held in the Registered Shareholder’s name and registered electronically on the Company’s records maintained by its Registrar and Transfer Agent, Computershare.

Benefits of DRS include eliminating the need for Registered Shareholders to safeguard and store physical certificates, as well as potentially avoiding the significant cost of a surety bond for the replacement of, and effort involved in replacing, physical certificates that might be lost, stolen or destroyed.

Conversion of Physical Certificates to Book-Based Form

If a Registered Shareholder currently holds Common Shares in certificated form, the Registered Shareholder may, at any time, convert all or some of those shares to DRS (book-based form). To do so, the certificate(s) must be sent to Computershare at the address below, along with written instructions to have them moved to DRS. Do not endorse the back of the certificate(s).

Computershare Investor Services Inc.
100 University Avenue, 8th Floor, North Tower
Toronto, ON M5J 2Y1

Since the method of delivery of the certificate(s) is at the Registered Shareholder’s risk, the Company recommends that the Registered Shareholder send the certificate(s) via courier or by registered mail. Note that security certificates cannot be converted to DRS without receipt of the actual certificates. The DRS is optional and Registered Shareholders remain entitled to keep their physical share certificates. For more information on DRS, please contact Computershare at 1-800-564-6253 (North America only) or 514-982-7555.

Exchange Rate Information

Unless otherwise noted, all references herein to “\$” means United States dollars (“U.S. dollars” or “US\$”). Certain financial information relating to the Company contained in this Circular is expressed in Canadian dollars (“C\$”). The following table sets out the rates of exchange for the U.S. dollar in terms of Canadian dollars in effect at the end of the periods indicated and the average annual exchange rates for such periods as reported by the Bank of Canada:

(US\$:C\$)	12 months ended December 31		
	2018	2017	2016
Rate at end of period	1.3642	1.2545	1.3427
Average rate for period	1.2957	1.2986	1.3248

Forward-Looking Information

This Circular contains or incorporates by reference “forward-looking information” within the meaning of applicable Canadian securities legislation and “forward-looking statements” within the meaning of applicable United States (“U.S.”) securities laws. Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking information including, but not limited to information as to the Company’s strategic objectives and plans, the Company’s expected

components of executive compensation for 2019 and expected initiatives to be undertaken by management of the Company in identifying opportunities and risks affecting the Company's business.

Generally, forward-looking information is characterized by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "is projected", "anticipates" or "does not anticipate", "believes", "targets", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "should", "would", "might", "will be taken", "occur" or "be achieved".

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management considered reasonable at the date the statements are made in light of management's experience and its perception of historical trends, current conditions and expected future developments, as well as other factors that it believes to be relevant and reasonable in the circumstances at the date that such statements are made. Such assumptions include: that the assumptions in the technical report entitled "NI 43-101 Buriticá Mineral Resource 2019-01, Antioquia, Colombia" and dated March 18, 2019 with an effective date of January 30, 2019, led by independent consultants Ivor Jones Pty Ltd., are accurate and complete; that the price of gold will be at levels that render the Company's mineral project economic; the ability of the Company to comply with applicable governmental regulations and standards; the success of the Company in implementing its development strategies and achieving its business objectives; the Company will have sufficient working capital necessary to sustain its operations on an ongoing basis; the ongoing update of the life of mine plan for the Buriticá Project (as defined below) will not change original conclusions as to the technical and economic feasibility of the project; the Company's ability to raise sufficient funds from future equity financings to support its operations and general business and economic conditions; and that skilled personnel and contractors will be available as the Company requires them. The foregoing list of assumptions cannot be considered exhaustive.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: the exploration and development of mineral properties, including the actual results of exploration activities and reliance on the feasibility study to determine the economic viability of mineral resources comprising the Buriticá Project (the "Buriticá Project"); social, political, economic, legal and fiscal regimes in Colombia; the presence of artisanal/illegal miners; closure of illegal mines; the process of formalization of artisanal miners; the availability and costs of financing needed in the future; conducting operations in a foreign country, including the environmental permitting process and delays in obtaining government approvals; unexpected adverse changes that may result in failure to comply with environmental and other regulatory requirements; uncertainties of project cost, construction and operating cost overruns or unanticipated costs and expenses; reliance on outside contractors in certain mining operations; health and safety; the reliability of mineral resource and mineral reserve estimates, including the accuracy of pre-production studies and changes in project parameters as plans continue to be refined; reliance on a single property; negative operating cash flow; risks associated with the Company's credit facility entered into for the development of the Buriticá Project; the assurance of titles or boundaries; the Company's limited operating history; fluctuations in mineral prices; uninsurable risks related to exploration, development and production; maintaining the security of the Company's information technology systems; differing interpretations of tax regimes in foreign jurisdictions; tax matters in connection with the Company's internal reorganization; title regarding the ownership of the Company's projects and the related surface rights and to the boundaries of the Company's projects, including not being able to purchase the remaining land required for future infrastructure at the Buriticá Project from third parties and other risks related to maintaining land surface rights; compliance with anti-corruption laws; uncertainties inherent in competition with other exploration companies; non-governmental organization intervention and the creation of adverse sentiment among the inhabitants of areas of mineral development; conflicts of interest of directors and officers of the Company; dependence on key management employees; ability to recruit and retain employees with special skill and knowledge; use of explosives; labour and employment matters; the ability to fund operations through foreign subsidiaries; the residency of directors, officers and others; property interests; environmentally-protected areas/forest reserves; foreign currency fluctuations; liquidity and credit risk; global economic conditions; unreliable historical data for projects; reliance on adequate infrastructure for mining activities; compliance with government regulation; the market price of Common Shares; the payment of future dividends; future sales of Common Shares; seizure or expropriation of assets; accounting policies and internal controls; the Company becoming a passive foreign investment company; litigation; unknown liabilities in connection with acquisitions; uncertainties related to holding minority interests in, or acquiring and integrating, other companies; opposition by indigenous peoples on the Company's operations; impairment of mineral properties; enforcement of legal rights; and Bermuda legal matters. Specific reference is made to the Company's most recent AIF (as defined below) on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. .

Although management of the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented to assist shareholders in understanding the Company's expected financial and operational performance and the Company's plans and objectives and may not be appropriate for other purposes. The Company does not undertake to update any forward-looking information contained herein, except in accordance with applicable securities laws.

Notice to United States Security-holders

The Company is a "foreign private issuer" within the meaning of Rule 405 under the U.S. Securities Act and Rule 3b-4 under the United States Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"). The solicitation of proxies from shareholders is not subject to the proxy requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption for foreign private issuers. Accordingly, the solicitation contemplated herein is being made to shareholders in the U.S. only in

accordance with Canadian corporate and securities laws and this Circular has been prepared in accordance with the disclosure requirements of Canadian securities laws. Holders of Common Shares in the U.S. should be aware that, in general, such Canadian disclosure requirements are different from those applicable to proxy statements, prospectuses or registration statements prepared in accordance with U.S. laws. Certain of the financial information referred to in this Circular or the financial statements of the Company have been prepared in U.S. dollars and in accordance with International Financial Reporting Standards (“IFRS”) and are subject to Canadian auditing and auditor independence standards, which may differ in material ways from U.S. generally accepted accounting principles and U.S. auditing and auditor independence standards in certain material respects and thus may not be comparable to financial information of U.S. corporations.

The enforcement by investors of civil liabilities under U.S. securities laws may be affected adversely by the fact that the Company is organized under the laws of a jurisdiction other than the U.S., that most of its respective officers and directors are residents of countries other than the U.S., that some or all of the experts named in this Circular may be residents of countries other than the U.S. and that all of the assets of the Company and most of the assets of such persons are located outside the U.S. As a result, it may be difficult or impossible for holders of Common Shares resident in the U.S. to effect service of process within the U.S. upon the Company, its officers and directors or the experts named in this Circular, or to realize, against them, upon judgments of courts in the U.S. predicated upon civil liabilities under the securities laws of the U.S. In addition, holders of Common Shares resident in the U.S. should not assume that Canadian courts: (a) would enforce judgments of U.S. courts obtained in actions against such persons predicated upon civil liabilities under the securities laws of the U.S. or the state-specific “blue sky” securities laws of any state within the U.S.; or (b) would enforce, in original actions, liabilities against such persons predicated upon civil liabilities under the securities laws of the U.S. or “blue sky” laws of any state within the U.S.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than (a) the election of directors, to the best of the Company’s knowledge, no director or executive officer of the Company, or any person who has held such a position since January 1, 2018, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as set forth in this Circular and except for any interest arising from the ownership or right to shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of shares in the capital of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Audited Annual Consolidated Financial Statements

The audited annual consolidated financial statements of the Company for the financial year ended December 31, 2018 and the report of the auditor thereon will be placed before the Meeting. No formal action will be taken at the Meeting to approve the financial statements. The board of directors of the Company (the “Board”) approved the financial statements upon the recommendation of the audit committee of the Board (the “Audit Committee”) prior to their delivery to shareholders. If previously requested, a copy of the audited consolidated financial statements, the report of the auditor thereon and management’s discussion and analysis (“MD&A”) for the year ended December 31, 2018 were mailed to shareholders. Copies of the Company’s annual financial statements and MD&A are also available under the Company’s profile on SEDAR at www.sedar.com, on the Company’s website at www.continentalgold.com, or by request made to the Company.

B. Election of Directors

Eight (8) directors are to be elected at the Meeting to serve until the next annual general meeting of the Company or until their respective successors are duly elected or until their office is vacated, if earlier. All of the following persons whose names are set out below have been nominated by the Board for election as directors at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve.

Six of the eight nominees (75%) are independent. The persons proposed for election are, in the opinion of the Board and management, well qualified to act as directors for the forthcoming year.

Management recommends a vote FOR all nominees for election as directors of the Company. Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the election of each of the nominees. The proposal requires the approval of a majority of the votes cast at the Meeting.

The Company’s by-laws (the “By-Laws”) include an advance notice requirement for nominations of directors by shareholders in certain circumstances. As at the date hereof, the Company has not received notice of any director nominations by shareholders in connection with the Meeting.

The following table sets forth the name, province or state and country of residence, period or periods during which each director nominee has served as a director of the Company, present principal occupation, business or employment and number of Common Shares beneficially owned by each nominee for election as a director of the Company. The number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the nominees for election as directors hereinafter named is, in each instance, based upon SEDI reports filed pursuant to National Instrument 55-102 – *System for Electronic Disclosure by Insiders* (SEDI) by the persons concerned, as at April 14, 2019.

PROPOSED DIRECTOR NOMINEES FOR ELECTION

LEON TEICHER British Columbia, Canada	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Chairman and Director of the Company. • Director since 2013 	Mr. Teicher joined the Board in April 2013, was appointed non-executive Chairman in April 2014 and Executive Chairman on April 1, 2015; he reverted to non-executive Chairman on October 1, 2016. He was President and Chief Executive Officer, from 2006-2012, of Cerrejón Coal Ltd., Colombia's largest private coal producer and exporter and one of the largest integrated mining companies in the world, with mine-railway-port and marketing operations. Throughout his career, Mr. Teicher has held leadership roles in both the mining and high-tech industries, including as Vice-President, Marketing and Sales and later as a member of the board of directors of Carbocol S.A. (a state-owned Colombian coal company) and general manager of various regional and country operations for Unisys Corporation (a global information technology company). He founded and was Chief Executive Officer of Xeon Technology Corp., a software business development company. Mr. Teicher taught at the Business Administration School of Universidad de los Andes in Bogotá, where he is currently a member of the University's Board of Governors (since 2009). He is also a member of the board of directors of Cementos Argos, Fedesarrolo (Colombia's leading economic think-tank), Fundación Ideas para la Paz (Chair), Advisory Group on Sustainability of the Interamerican Development Bank, America's Council of Conservation International, GDIAM (an interdisciplinary dialogue group on mining policy in Colombia) and the Business Council for the Pacific Alliance (Mexico, Colombia, Peru and Chile). Mr. Teicher holds an MBA from Stanford University and a Bachelor's Degree in Industrial Economics from Universidad de los Andes in Bogotá, Colombia. Among other distinctions, he has been a Fulbright Scholar (1976-1978) and has received various recognition awards from the Colombia Ministry of Defense. Mr. Teicher is a dual citizen of Colombia and Canada.
Board Committee(s): <ul style="list-style-type: none"> • Community and Government Relations Committee (Chair) • Health, Safety, Environment and Technical Committee 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • 242,313 	
Areas of Expertise: <ul style="list-style-type: none"> • Strategy and Leadership • Metals and Mining Operations • International Business • Government Relations/Political Risk • Health, Safety, Corporate Social Responsibility • Risk Oversight 	
DR. KENNETH G. THOMAS Ontario, Canada	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Lead Director of the Company • President of Ken Thomas & Assoc. Inc. • Director since June 2010 	Dr. Thomas is President of Ken Thomas & Assoc. Inc. (since 2012) and was formerly Senior Vice-President, Projects at Kinross Gold Corporation ("Kinross") from 2009 to 2012. Prior to Kinross, Dr. Thomas was Global Managing Director and a Board Director at Hatch, a multinational engineering company that provides process design, business strategies, technologies and project and construction management to the metals, infrastructure and energy market sectors. From 2003 to 2005, he was Chief Operating Officer at Crystallex International and, earlier in his career, spent 14 years at Barrick Gold Corporation, including as Senior Vice-President, Technical Services. Dr. Thomas earned his Ph.D. from Delft University of Technology in The Netherlands, with a focus on technical services and project execution. He is a member of the Professional Engineers of Ontario and is a past President and a Fellow of The Canadian Institute of Mining, Metallurgy & Petroleum (CIM). In 2001, the Institute awarded Dr. Thomas the Selwyn G. Blaylock Medal for advancement in international mine design. Dr. Thomas also sits on the board of directors of Cardinal Resources Limited.
Board Committee(s): <ul style="list-style-type: none"> • Corporate Governance, Nominating and Human Resources Committee • Health, Safety, Environment and Technical Committee (Chair) 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • 66,785 	
Areas of Expertise: <ul style="list-style-type: none"> • Strategy and Leadership • Capital Markets/Finance • Metals and Mining Operations • International Business • Health, Safety, Corporate Social Responsibility • Corporate Governance and Human Resources • Risk Oversight 	
ARI B. SUSSMAN Ontario, Canada	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Chief Executive Officer and Director of the Company. • Director since March 2010 	Mr. Sussman has been Chief Executive Officer and a director of the Company since completion of the amalgamation (the "Amalgamation") between Old Continental and Cronus Resources Ltd. ("Cronus") effective March 30, 2010 and was also President of the Company until April 1, 2016. Prior to the Amalgamation, Mr. Sussman was President of Cronus from July 2005 until the Amalgamation. Mr. Sussman was formerly Chief Executive Officer and then Executive Chairman of Colossus Minerals Inc. until 2012 and Chairman of Cordoba Minerals Corp. Mr. Sussman has over 20 years of experience in both the natural resources and investment markets sectors. Having dedicated much of his career to the natural resources industry, Mr. Sussman has been instrumental in sourcing, funding and developing high-quality mineral assets.
Board Committee(s): <ul style="list-style-type: none"> • Community and Government Relations Committee • Health, Safety, Environment and Technical Committee 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • 1,767,020 	
Areas of Expertise: <ul style="list-style-type: none"> • Strategy and Leadership • Capital Markets/Finance • Metals and Mining Operations • International Business • Government Relations/Political Risk • Health, Safety, Corporate Social Responsibility • Risk Oversight 	

MARTÍN CARRIZOSA Bogotá, Colombia	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Director of the Company. • Partner, Philippi Prietocarrizosa Ferrero DU & Uría • Director since April 2016 	Mr. Carrizosa, a Colombian-based lawyer, is a founding partner at Philippi Prietocarrizosa Ferrero DU & Uría, one of the largest law firms in Colombia, where he focuses on competition and antitrust law, cross-border transactions and international investments. Appointed by the Government of Colombia, Mr. Carrizosa acts as one of four Colombian arbitrators qualified to represent the country before the World Bank's Centre for Settlement of Investment Disputes (ICSID) and is currently an Academic Visitor at St. Antony's College, Oxford University, UK. He has been an Economic and International Affairs Advisor to the President of Colombia, Chief of Staff of the Organization of American States (OAS) in Washington, D.C., Chairman, Legal Advisor and a board member of AMCHAM Colombia (American Chamber of Commerce) and a board member of the World Law Group. Mr. Carrizosa is currently a director of Scotiabank Colpatría and LarrainVial Colombia, as well as the Universidad de los Andes. Mr. Carrizosa holds a post-graduate degree in Commercial Law from Universidad de los Andes.
Board Committee(s): <ul style="list-style-type: none"> • Community and Government Relations Committee 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • 788,254 	
Areas of Expertise: <ul style="list-style-type: none"> • Legal and Corporate Governance • International Business/Finance • Government Relations/Political Risk/Public Policy • Health, Safety, Corporate Social Responsibility • Risk Oversight 	
STEPHEN GOTTESFELD Denver, Colorado, U.S.A.	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Director of the Company (Newmont Nominee). • Executive Vice-President and General Counsel, Newmont Mining Corporation • Director since June 2017 	Mr. Gottesfeld has served as the Executive Vice President and General Counsel of Newmont since 2013 and will become Executive Vice President and Chief Sustainability and External Affairs Officer of Newmont effective June 1, 2019. Between 2010 and 2013, Mr. Gottesfeld served as Senior Vice President, General Counsel and Corporate Secretary and Vice President and General Counsel of Newmont, and Vice President of Communications and Public Affairs from 2006 to 2010. He served as Newmont's Associate General Counsel from 2004 to 2006, responsible for Newmont's Latin American, African and Central Asian legal offices. From 2002 to 2004, Mr. Gottesfeld was Newmont's Associate General Counsel and General Manager of Newmont Peru S.R.L., spending three years of his career with Newmont working in Lima, Peru. Prior to joining Newmont in 1997 as Senior Counsel, Mr. Gottesfeld was an Associate at Holland & Hart LLP. He earned a law degree and a Master's degree in International Affairs from the University of Denver in 1993 and received a Bachelor of Arts degree in Economics from The Colorado College in 1989.
Board Committee(s): <ul style="list-style-type: none"> • Audit Committee 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • Nil 	
Areas of Expertise: <ul style="list-style-type: none"> • Legal and Corporate Governance • Strategy and Leadership • Capital Markets/Finance/Accounting • Accounting • Metals and Mining Operations • International Business • Government Relations/Political Risk • Health, Safety, Corporate Social Responsibility • Risk Oversight 	
DR. CLAUDIA JIMÉNEZ Medellín, Colombia	
Position with the Company and Current Principal Occupation: <ul style="list-style-type: none"> • Director of the Company • Chief Executive Officer, Jiménez & Asociados S.A.S. • Director since July 2014 	Dr. Jiménez, a Colombia-based lawyer, is Chief Executive Officer, Jiménez & Asociados S.A.S. and was formerly the Executive Director of the Association for the Large-Scale Mining Sector – SMGE (now the Colombian Mining Association), an organization created in 2011 which, under Dr. Jiménez's leadership, helped facilitate the rapid growth that the Colombian mining sector has experienced in recent years to become an important economic and social industry in Colombia. She was the Minister-Counselor of the President of Colombia between 2009 and 2010 and the Director of the Colombian Presidential Program for the Reform of the Public Administration (PRAP) at the National Planning Department from 2002 to 2005. Her international experience includes serving as the Ambassador of Colombia in Switzerland and Liechtenstein between 2006 and 2009. Dr. Jiménez graduated with a degree in Law and Political Science from the Universidad Pontificia Bolivariana in Medellín, Colombia and later pursued a Doctorate of Law at the Université de Paris II (Panthéon-Assas) in France. In addition, she earned a Diplôme Supérieur Universitaire (Specialization in Administrative Law) and Diplôme d'Etudes Approfondies (Master in Public Law) at the Université de Paris II (Panthéon-Assas), France and an International Diploma in Public Administration from the Ecole Nationale d'Administration (E.N.A.) in Strasbourg, France. Dr. Jimenez is a member of the board of directors of Empresas Públicas de Medellín (EPM).
Board Committee(s): <ul style="list-style-type: none"> • Community and Government Relations Committee • Corporate Governance, Nominating and Human Resources Committee 	
Common Shares Owned or Controlled: <ul style="list-style-type: none"> • 19,972 	
Areas of Expertise: <ul style="list-style-type: none"> • Legal and Corporate Governance • Government Relations/Political Risk/Public Policy • Corporate Social Responsibility • Human Resources • Risk Oversight 	

PAUL J. MURPHY Ontario, Canada	
Position with the Company and Current Principal Occupation:	Mr. Murphy was the Executive Vice President of Finance and Chief Financial Officer of Guyana Goldfields Inc. and Chief Financial Officer of GPM Metals Inc. from 2010 to 2019. He is a retired partner of PricewaterhouseCoopers LLP (1981-2010), where he served as National Mining Leader and West Cluster Leader in Canada. Throughout his career, Mr. Murphy has worked primarily in the resource sector and his clients have included major international oil and gas and mining companies. Mr. Murphy's professional experience includes financial reporting controls, operational effectiveness, IFRS and SEC reporting issues, financing, valuation and taxation as they pertain to the mining sector. Mr. Murphy has a Bachelor of Commerce degree from Queen's University and has been qualified as a chartered accountant since 1975. He is also Chairman of the board of directors of Alamos Gold, Inc.
<ul style="list-style-type: none"> • Director of the Company • Corporate Director • Director since May 2010 	
Board Committee(s):	
<ul style="list-style-type: none"> • Audit Committee (Chair) • Corporate Governance, Nominating and Human Resources Committee 	
Common Shares Owned or Controlled:	
<ul style="list-style-type: none"> • 13,000 	
Areas of Expertise:	
<ul style="list-style-type: none"> • Strategy and Leadership • Metals and Mining • Capital Markets/Finance/Accounting • Human Resources • International Business • Corporate Governance and Legal • Risk Oversight 	
CHRISTOPHER SATTLER Ontario, Canada	
Position with the Company and Current Principal Occupation:	Mr. Sattler, an experienced mining executive and Corporate Director based in Toronto, is the former Chief Executive Officer and a Director of Uranium One Inc., one of the world's largest uranium producers and was directly responsible for leading the sale of Uranium One to ARMZ Uranium Holding Inc. in 2013 for US\$1.3 billion. During his tenure with Uranium One from 2006 to 2015, he held a number of positions of increasing responsibility, including Executive Vice-President, Corporate Development and Investor Relations. Mr. Sattler began his career as a member of the Mining, Investment and Corporate Banking Group at BMO Nesbitt Burns in Toronto, where for five years he provided corporate finance and M&A advisory services to clients in the mining sector in Canada and internationally. He holds a B.Sc. in Mining Engineering from Queen's University in Kingston, Ontario and an MBA from the London Business School.
<ul style="list-style-type: none"> • Director of the Company • Corporate Director • Director since February 2017 	
Board Committee(s):	
<ul style="list-style-type: none"> • Audit Committee • Corporate Governance, Nominating and Human Resources Committee (Chair) • Health, Safety, Environment and Technical Committee 	
Common Shares Owned or Controlled:	
<ul style="list-style-type: none"> • 22,000 	
Areas of Expertise:	
<ul style="list-style-type: none"> • Strategy and Leadership • Capital Markets/Finance/Accounting • Metals and Mining Operations • International Business • Government Relations/Political Risk • Health, Safety, Corporate Social Responsibility • Corporate Governance and Human Resources • Risk Oversight 	

Additional information regarding the nominees can be found in the "Compensation Discussion and Analysis – Directors Compensation" section and in the "Statement of Corporate Governance Practices – Board of Directors" section of this Circular.

Majority Voting for Directors

The Board has adopted a policy (the "Majority Voting Policy") providing that in an uncontested election of directors, any director nominee who receives a greater number of votes "withheld" than votes "for" will tender a resignation to the Board promptly following the relevant shareholder meeting. The Corporate Governance, Nominating and Human Resources Committee will consider the offer of resignation and, except in special circumstances, will be expected to recommend that the Board accept the resignation. The Board will make its decision and announce it in a news release, which will be filed with the Toronto Stock Exchange (the "TSX") within 90 days following the meeting, including the reasons for rejecting the resignation, if applicable. A nominee director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or the Corporate Governance, Nominating and Human Resources Committee at which the resignation is considered.

Corporate Cease Trade Orders, Bankruptcies, Penalties and Sanctions

No proposed director is, as at the date hereof, or has been, within 10 years prior to the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that: (a) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as disclosed below, no proposed director is, as of the date hereof, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person were acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director, has, within the 10 years before the date hereof, 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.

No proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

C. Reappointment of Auditor

The Board proposes to reappoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of the Company. PricewaterhouseCoopers LLP was first appointed auditor of the Company on December 7, 2010.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the reappointment of PricewaterhouseCoopers LLP as the auditor of the Company until the close of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

D. Debenture Conversion Disinterested Shareholder Approval

On March 15, 2019 (the "Closing Date"), concurrently with entering into a US\$100 million streaming agreement with Triple Flag Mining Finance Bermuda Ltd., the Company closed a \$75 million convertible debenture financing (the "Convertible Debentures") with third party investors (the "Debenture Holders"), including Newmont. Newmont, an insider of the Company, subscribed for a Convertible Debenture (the "Newmont Debenture") in the amount of \$50 million on the same terms as the other Debenture Holder (with the exception of the Blocker Provision (as defined below) and related provisions). The terms of the Convertible Debenture were unanimously approved by the Board, with Newmont's nominee to the Board abstaining from voting.

Material Terms of the Newmont Debenture

The Convertible Debentures, including the Newmont Debenture, mature on May 15, 2024 and bear interest at a rate of 5%, which is payable semi-annually in arrears, beginning on September 15, 2019. The interest rate will be increased to the default rate of 12% per annum if the Debenture Conversion Disinterested Shareholder Approval Resolution (as defined below) to remove the conversion restrictions imposed on Newmont as a result of the Blocker Provision is not approved at the Meeting. If the Company subsequently obtains shareholder approval to remove the Blocker Provision, the interest rate will return to being 5% per annum from and after the date such approval is obtained. The Newmont Debenture also provides that the Company is required to seek such shareholder approval at each meeting of Shareholders after the Closing Date until it is obtained.

The Convertible Debentures are convertible into Common Shares, at the Debenture Holder's option, based on a conversion price (the "Conversion Price") of C\$3.00 per share (converted into US\$ using the Bank of Canada daily spot rate on the business day preceding such conversion), subject to adjustment as described therein. The Conversion Price represented an approximate 27.1% premium to the 30-day VWAP on the TSX preceding the Closing Date. The Convertible Debentures are subject to customary anti-dilution provisions. Further, if at any time before September 15, 2019, the Company issues securities convertible or exchangeable into Common Shares to any person (other than the Debenture Holder or its affiliates) pursuant to a transaction that is not a "special distribution" or a "capital reorganization" at an effective subscription price that is less than the Conversion Price a provision of the Convertible Debentures (the "Reset Provision") provides that the Conversion Price shall be reduced to a price equal to the greater of: (i) such lower price; and (ii) \$2.18, being \$2.56 (which is the "market price" of the Common Shares (being the 5-day VWAP) at the time the Convertible Debentures were issued) less 15%, which is the maximum allowable discount under the rules of the TSX. See the table below (under "Disinterested Shareholder Approval") for an example of the number of Common Shares that may be issuable to Newmont on conversion of the Newmont Debenture assuming various Conversion Prices (including C\$2.18 as a result of the Reset Provision referred to above) and US\$:C\$ exchange rates.

Disinterested Shareholder Approval

Pursuant to Section 607(g)(ii) of the TSX Company Manual, disinterested shareholder approval is required for the issuance of more than 18,690,344 Common Shares to Newmont on conversion of the Newmont Debenture because any Common Shares in excess of this amount would represent more than 10% of the number of Common Shares outstanding as of the Closing Date. Accordingly, the conversion of the Newmont Debenture is subject to a restriction (the "Blocker Provision") that prohibits the conversion of the Newmont Debenture to the extent such conversion would result in the issuance of more than 18,690,344 Common Shares, until such time as the Debenture Conversion Disinterested Shareholder Approval Resolution is approved. This Blocker Provision was required by the TSX because if the Newmont Debenture was fully converted on the Closing Date, using the Bank of Canada's exchange rate of US\$1.00 = C\$1.3327 on March 14, 2019, being the business day preceding the Closing Date, 22,211,667 Common Shares would have been issued to Newmont, representing approximately 11.8% of the issued and outstanding Common Shares on the Closing Date.

If fully converted as of the date hereof, using the Bank of Canada's exchange rate of US\$1.00 = C\$1.3354 on April 15, 2019, 22,256,667 Common Shares would be issuable to Newmont, representing approximately 11.8% of the issued and outstanding Common Shares as of April 15, 2019, resulting in Newmont holding approximately 28.3% of the issued and outstanding Common Shares. No additional shareholder approval is required under the rules of the TSX in connection with Newmont becoming a "control" person upon conversion of the Newmont Debenture, as Shareholders granted the requisite approval at last year's annual shareholder meeting.

The table below sets out the number of Common Shares issuable to Newmont on conversion of the Newmont Debenture and the number and percentage of Common Shares that could be held by Newmont following full conversion of only the Newmont Debenture, as well as following conversion of all of the Convertible Debentures, assuming various Conversion Prices and US\$:C\$ exchange rates:

Exchange Rate	Conversion Price (converted at US\$1= C\$ Rates)	Number of Common Shares held Before Conversion of the Newmont Debenture ⁽¹⁾	Maximum Number of Common Shares Issuable on Conversion and Percentage of Issued and Outstanding Common Shares on the Closing Date ⁽²⁾	Number and Percentage Ownership of Common Shares by Newmont following Conversion of only the Newmont Debenture ⁽³⁾	Number and Percentage Ownership of Common Shares by Newmont following Conversion of the Convertible Debentures ⁽⁴⁾
Conversion Price = C\$3.00⁽⁵⁾					
US\$1.00=C\$1.30	US\$2.3077	37,383,844	21,666,667 11.5%	59,050,511 28.1%	59,050,511 26.7%
US\$1.00=C\$1.3327 (March 14, 2019)	US\$2.2511	37,383,844	22,211,667 11.8%	59,595,511 28.2%	59,595,511 26.8%
US\$1.00=C\$1.40	US\$2.1429	37,383,844	23,333,333 12.4%	60,717,177 28.6%	60,717,177 27.1%
US\$1.00=C\$1.3354 (April 15, 2019)	US\$2.2465	37,383,844	22,256,667 11.8%	59,640,511 28.3%	59,640,511 26.8%
Conversion Price = C\$2.18⁽⁶⁾					
US\$1.00=C\$1.30	US\$1.6769	37,383,844	29,816,514 15.8%	67,200,358 30.7%	67,200,358 28.8%
US\$1.00=C\$1.3327 (March 14, 2019)	US\$1.6358	37,383,844	30,566,514 16.2%	67,950,358 31.0%	67,950,358 29.0%
US\$1.00=C\$1.40	US\$1.5571	37,383,844	32,110,092 17.0%	69,493,936 31.5%	69,493,936 29.3%

⁽¹⁾ Newmont currently holds 37,383,844 Common Shares representing approximately 19.8% of the outstanding Common Shares as at the Closing Date and approximately 19.7% as of April 15, 2019 and is not eligible to vote its Common Shares in respect of the approval at the Meeting of the issuance of Common Shares on conversion of the Newmont Debenture.

⁽²⁾ Based on 188,791,359 issued and outstanding Common Shares as of the Closing Date and without giving effect to the conversion of any other outstanding convertible securities.

⁽³⁾ Based on 189,364,726 issued and outstanding Common Shares as of April 15, 2019 plus Common Shares issued in connection with the full conversion of only the Newmont Debenture.

⁽⁴⁾ Based on 189,364,726 issued and outstanding Common Shares as of April 15, 2019 plus Common Shares issued in connection with the full conversion of all of the Convertible Debentures at the same Conversion Price.

⁽⁵⁾ Assuming the Conversion Price is not adjusted pursuant to the Reset Provision and therefore remains C\$3.00.

⁽⁶⁾ Assuming the Conversion Price is adjusted to be equal to C\$2.18 (being the minimum allowable Conversion Price permitted under the Reset Provision).

Approval Requirements

The approval of the Debenture Conversion Disinterested Shareholder Approval must be confirmed by a simple majority of the votes cast by Shareholders voting in person or by proxy at the Meeting, other than the votes cast by or on behalf of Newmont. **The Board unanimously recommends that Shareholders vote FOR the resolution approving the Debenture Conversion Disinterested Shareholder Approval (the "Debenture Conversion Disinterested Shareholder Approval Resolution").** Specifically, the Board believes that it is in the best interests of the Company and its Shareholders that the interest rate on the Newmont Debenture remains at 5% (rather than increasing to 12% as described above) as such increase would materially increase the Company's financing cost associated with the Newmont Debenture. Furthermore, the Board believes that it is in the best interests of the Company and its Shareholders that Newmont be able to convert 100% of the Newmont Debenture into Common Shares, rather than the Company being obligated to repay the Newmont Debenture in cash, as conversion of the Newmont Debenture is expected to provide the Company with greater liquidity and financial flexibility to pursue the continued construction of the Buritica Project.

Approval of the Debenture Conversion Disinterested Shareholder Approval Resolution

At the Meeting, Shareholders (other than Newmont) will be asked to consider and, if deemed advisable, to approve the following Debenture Conversion Disinterested Shareholder Approval Resolution:

"BE IT RESOLVED THAT:

1. the "Debenture Conversion Disinterested Shareholder Approval", as defined and more particularly described under the heading "Debenture Conversion Disinterested Shareholder Approval" in the Company's management information circular dated April 15, 2019, is hereby approved; and
2. any one officer or director of the Company be and is hereby authorized and directed to execute and deliver, for and in the name of and on behalf of the Company, all such instruments, agreements and documents, whether under the corporate seal or otherwise, and to take all action, as such officer or director shall deem necessary or appropriate to give effect to the foregoing resolution."

For the reasons set out above, the Board has concluded that the approval of the Debenture Conversion Disinterested Shareholder Approval Resolution is in the best interests of the Company and its Shareholders. **Accordingly, the Board unanimously recommends that Shareholders vote FOR the Debenture Conversion Disinterested Shareholder Approval Resolution at the Meeting.**

Unless otherwise indicated, proxies received in favour of management will be voted in favour of the Debenture Conversion Disinterested Shareholder Approval Resolution.

COMPENSATION DISCUSSION AND ANALYSIS

The Board has established a Corporate Governance, Nominating and Human Resources Committee which has been given the authority to ensure that the Company has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Company's executive officers. However, the Board still ensures that total compensation paid to all named executive officers of the Company ("NEOs") is fair and reasonable and is consistent with the Company's compensation philosophy.

The Corporate Governance, Nominating and Human Resources Committee reviews the compensation paid to the Company's directors and executive officers and ensures that the total compensation paid to all the NEOs is fair, reasonable and competitive with the industry and is consistent with the Company's compensation philosophy.

The Corporate Governance, Nominating and Human Resources Committee is responsible for the review and assessment of compensation arrangements for the Company's executive officers and is authorized to approve terms of employment, salaries, bonuses, stock option, deferred share units ("DSU") or restricted share units ("RSU") grants and other incentive arrangements for the Company's executive officers and, where appropriate, any severance arrangements. The Corporate Governance, Nominating and Human Resources Committee works in conjunction with the Company's Chief Executive Officer ("CEO") on the review and assessment of executive officers in accordance with the Company's compensation practices.

In 2018, the Corporate Governance, Nominating and Human Resources Committee consisted of four directors (Christopher Sattler (Chair), Claudia Jiménez, Paul J. Murphy and Kenneth G. Thomas), all of whom were independent. Mr. Warman resigned as a director, and Christopher Sattler was appointed Chair of the Corporate Governance, Nominating and Human Resources Committee, on February 20, 2018. The Board is confident that the members of the Corporate Governance, Nominating and Human Resources Committee have the collective knowledge, experience and background in the mining and finance sectors, both as senior executives and as members of the boards of directors and committees of other public and private corporations or institutions, required to effectively fulfill their mandate and to make executive compensation decisions in the best interests of the Company. Each member draws on their respective management and governance experience to provide relevant governance and compensation-related guidance on the Company's compensation policies and practices.

The specific experience of each committee member relevant to their responsibilities as members of the Corporate Governance, Nominating and Human Resources Committee is summarized below. Additional information regarding the members of the Corporate Governance, Nominating and Human Resources Committee can be found in the "Particulars of Matters to be Acted Upon – Election of Directors" section of this Circular.

- Mr. Sattler is the former Chief Executive Officer and a Director of Uranium One Inc., one of the world's largest uranium producers. During his tenure with Uranium One from 2006 to 2015, he held a number of positions of increasing responsibility, including Executive Vice-President, Corporate Development and Investor Relations. Mr. Sattler began his career as a member of the Mining, Investment and Corporate Banking Group at BMO Nesbitt Burns in Toronto, where for five years he provided corporate finance and M&A advisory services to clients in the mining sector in Canada and internationally.
- Dr. Jiménez is a Colombian-based lawyer with extensive experience in economics and mining in Colombia and internationally. She is currently CEO of Jiménez & Asociados S.A.S., a private company based in Medellín, Colombia specializing in fiscal, financial and economic advisory services. Formerly, Dr. Jiménez was the Executive Director of the Association for the Large-Scale Mining Sector (now the Colombian Mining Association) and has held numerous senior positions representing the Colombian government. Ms. Jiménez is also a director of Empresas Públicas de Medellín, a state-owned, industrial and commercial enterprise focused on power generation, transmission and distribution, natural gas distribution, wastewater treatment, aqueducts and telecommunications.
- Mr. Murphy, Chairman of the Board of Alamos Gold, Inc., is a retired partner of PricewaterhouseCoopers LLP (1981-2010), where he served as National Mining Leader in Canada. Throughout his career, Mr. Murphy has worked primarily in the resource sector and his clients have included major international oil and gas and mining companies. Mr. Murphy

was formerly Executive Vice President of Finance and Chief Financial Officer of Guyana Goldfields Inc. and Chief Financial Officer of GPM Metals Inc.

- Dr. Thomas is President of Ken Thomas & Associates Inc. (since 2012) and was formerly Senior Vice-President, Projects at Kinross Gold Corporation and Global Managing Director and a Board Director at Hatch. Prior to that, he was Chief Operating Officer at Crystallex International and, earlier in his career, spent 14 years at Barrick Gold Corporation, including as Senior Vice-President, Technical Services. Mr. Thomas is a director of Cardinal Resources Limited and past President of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM).

Executive Compensation Principles

Compensation plays an important role in achieving short-term and long-term business objectives that ultimately drive business success. The Company's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, Bonus Shares (as defined below), DSUs and RSUs, representing a significant component of executive compensation. This approach assumes that the performance of the Common Share price over the long-term is an important indicator of long-term performance.

The Company's compensation philosophy is based on the following fundamental principles:

- *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long-term shareholder value through the following elements:
 - the grant of stock options, Bonus Shares, DSUs and RSUs where, if the price of the Common Shares increases over time, both executives and shareholders will benefit; and
 - staged vesting of stock option and RSU awards, which gives management an interest in increasing the price of the Common Shares over time, rather than focusing on short-term increases;
- *Performance sensitive* – compensation for NEOs should be linked to the NEO's performance and the operating and market performance of the Company and should fluctuate with the performance of the Company; and
- *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre through the following elements:
 - competitive cash compensation program, consisting of base salary and bonus, which is generally consistent with similar opportunities; and
 - providing an opportunity to participate in the Company's growth through stock options, DSUs and RSUs.

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers by offering overall base salary compensation competitive with that offered for comparable positions among a peer group of similarly situated mining companies;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company's business strategy;
- to evaluate executive performance based on key measurements of business plan implementation that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and reward based on achieving and exceeding objectives.

Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Corporate Governance, Nominating and Human Resources Committee believes that it is appropriate to establish compensation levels based largely on benchmarking against similar companies, both in terms of compensation practices as well as levels of compensation. In this way, the Company can assess whether its compensation is competitive in the marketplace for its employees, as well as measure its reasonableness. For 2018, the compensation comparator group included Dalradian Resources Inc., Equinox Gold Corp., Lundin Gold Inc., MAG Silver Corp., Northern Dynasty Minerals Ltd., Novagold Resources Inc., Premier Gold Mines Ltd., Sabina Gold & Silver Corp., Seabridge Gold Inc. and TMAC Resources Inc. The composition of the comparator group is reviewed periodically to ensure that it continues to reflect the Company's market for executive talent and includes publicly-traded organizations of similar stage of development, project funding, size, scope and complexity. Although the Corporate Governance, Nominating and Human Resources Committee reviews each element of compensation for market competitiveness and it may weigh a particular element more heavily based on the NEO's role within the Company, it is primarily focused on remaining competitive in the market with respect to total compensation. Although no compensation consultant was engaged during the year ended December 31, 2018, the Corporate Governance, Nominating and Human Resources Committee has the authority to engage, at the expense of the Company, independent counsel and other experts or advisors as considered advisable.

In order to retain a competent, strong and effective management group focused on the Company's growth strategy, corporate performance, risk management and the creation of shareholder value in a very tight and competitive market, the Corporate Governance, Nominating and Human Resources Committee feels that it is important that the Company's executive compensation program provide executives with the proper incentives and is competitive with compensation paid to executives having comparable responsibilities and experience at other mining companies engaged in the same or similar lines of business as the Company. Management assisted the Corporate Governance, Nominating and Human Resources Committee in gathering

information and compensation methodology, primarily from annual proxy data gathered on the comparator group. The Corporate Governance, Nominating and Human Resources Committee also relies on the experience of its members as officers and/or directors at other companies in similar lines of business as the Company in assessing compensation levels.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards for the Corporate Governance, Nominating and Human Resources Committee's approval.

2019 Compensation Comparator Group

For 2019, the Corporate Governance, Nominating and Human Resources Committee recommended, and the Board approved, the following comparator group for 2019 director and executive compensation which reflects the Company's advanced stage of development and financing: Lundin Gold Inc., MAG Silver Corp., Northern Dynasty Minerals Ltd., Novagold Resources Inc., Premier Gold Mines Ltd., Sabina Gold & Silver Corp., Seabridge Gold Inc., Midas Gold Corp. and Victoria Gold Corp.

Aligning the Interests of the NEOs with the Interests of Shareholders

The Company believes that transparent, objective and easily verifiable corporate goals, combined with individual performance goals where applicable, play an important role in creating and maintaining an effective compensation strategy for the NEOs. In addition, in June 2013, the Board implemented (and subsequently amended in January 2018) a minimum share ownership policy for directors and executive officers, the purpose of which is to align the long-term interests of the Company's directors and executive officers with those of its shareholders. See "– Share Ownership Policy".

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. Fixed salary comprises a portion of the total cash-based compensation, however, annual incentives and share-based compensation represent compensation that is "at risk" and, thus, may or may not be paid to the respective NEO. The Company's objective is to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value. These benchmarks relate to advancing the construction of the Buriticá Project, achieving safety milestones, completion of exploration and development programs based on pre-established budgets and exploration success, as well as success in financing the Company and market performance of the Common Shares.

Base Salary

The Board approves salary levels for the NEOs after receiving recommendations for salary ranges from the Corporate Governance, Nominating and Human Resources Committee. The base salary review for each NEO is based on an assessment of factors such as current competitive market conditions, compensation levels within the peer group discussed above and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Corporate Governance, Nominating and Human Resources Committee accumulates comparative data for the Company's peer group from several external sources. The Company's policy for determining salary for NEOs is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company may, in its discretion, award annual incentives by way of cash bonuses or share-based compensation to motivate executives to achieve short-term corporate goals and encourage continued high standards of performance. The actual bonuses paid to a NEO is at the discretion of the Board of Directors and dependent on overall corporate performance, and where applicable, on a combination of corporate and personal performance, with the relative weighting between the two reflecting the NEO's position and ability to directly impact corporate performance. The Corporate Governance, Nominating and Human Resources Committee makes awards, if any, by January or February of each year for the 12-month period from January 1 to December 31 of the prior year.

Compensation and Measurements of Performance

Achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, trigger the award of a bonus payment to the NEO. The NEO receives a partial or full incentive payment depending on the number of pre-determined targets met and an assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board (after receiving recommendations of the Corporate Governance, Nominating and Human Resources Committee) and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. For 2018, the Corporate Governance, Nominating and Human Resources Committee utilized a performance evaluation system through corporate Key Performance Indicators ("KPIs") and, in the case of non-executive senior management, a formal variable-based compensation program structured as to 50% corporate KPIs and 50% individual KPIs.

At the start of each year, management develops corporate KPIs that align with the Company's business strategy for the year. The corporate KPIs are reviewed by the Corporate Governance, Nominating and Human Resources Committee and approved by the Board. At the current stage of the Company, many of these corporate KPIs are jointly shared by the executive team and this was particularly true in 2018. For 2018, the Company was focused on several key initiatives to advance the Buriticá Project and achieved several milestones that were instrumental to its success.

Corporate KPIs (2018)	Weighting (%)	Results (%)	Rationale
Year-end cash targets	10	15.0	The Company exceeded the year-end cash target and achieved a stretch weighting.
Share price performance based on a combination of absolute and relative share price performance (against comparator group)	17.5	8.75	The Company's share price underperformed against most of the Company's comparator group; we believe in part due to a financing overhang relating to funds required to complete the construction of the Buriticá Project and security challenges at or around our projects. As a result, the Company achieved a partial award for this KPI.
Health and safety	15	0	Outstanding results were achieved in the health and safety metric; however, a 0% weighting was applied to the final health and safety KPI due to the fatalities from security incidents at or around the Company's projects.
Maintain ISO 14001 certification	10	10	The Company successfully maintained its ISO 14001 certification
Budget target	7.5	7.5	The Company's financial performance was within budget for the year.
Buriticá project construction: control budget and schedule	20	15.0	The Company achieved most of the KPIs relating to the construction of the Buriticá Project.
Exploration targets	20	30.0	A stretch weighting was applied for delivering a mineral resource estimate ahead of targeted goals and for making a new discovery (Broad Mineralized Zones)
	100	86.25	

At the end of each year, the Corporate Governance, Nominating and Human Resources Committee reviews corporate performance against the corporate KPIs and considers other relevant events and circumstances, to establish an overall corporate performance rating that is applied in determining bonuses and long-term incentive awards. It also reviews overall executive compensation considering other relevant factors, including benchmarking, share price performance, extraordinary transactions, etc. and determines if any adjustments to the proposed compensation are appropriate. The Corporate Governance, Nominating and Human Resources Committee then recommends the executive compensation to the Board for approval.

In 2018, the Company experienced success in most areas, including strong progression of development of the Buriticá Project, a positive exploration program and continued various sustainability-related initiatives relating to the Buriticá Project. Additionally, a focused effort to reduce safety incidents led to a significant reduction in lost time incidents ("LTIs") year-over-year and the Company achieved a target of 3.2 LTI per 200,000 man-hours worked. Despite these positive results from the Company's commitment to improved health and safety, we experienced fatalities from security incidents in 2018. The incidents were investigated and the Company has incorporated a number of key lessons into its security procedures to mitigate the chance of these types of incident occurring again.

Based on these results, the Corporate Governance, Nominating and Human Resources Committee recommended, and the Board approved, annual incentives totaling 86.25 percent of target. To align NEOs with shareholders and to conserve the treasury, the Corporate Governance, Nominating and Human Resources Committee recommended, and the Board approved, that the annual incentives be comprised of a combination of cash bonuses and security-based compensation.

The following table sets out the tabulations for 2018 NEO bonus awards, together with KPI inputs:

NEO	Target Bonus (% salary)	Corporate KPI Weighting	Individual KPI Weighting	Overall Weighted Score
Ari Sussman Chief Executive Officer	100%	86.25%	–	86.25%
Luis German Meneses Country Manager	100%	86.25%	–	86.25%
Donald P. Gray Chief Operating Officer	75%	86.25%	–	86.25%
Paul Begin Chief Financial Officer	75%	86.25%	–	86.25%
Mauricio Castañeda Vice-President, Exploration	30%	43.13% ⁽¹⁾	50% ⁽¹⁾	73.3%

⁽¹⁾ Mr. Castañeda's KPIs are based on a Board-approved formal variable-based compensation program for non-executive senior management, structured as to 50% corporate KPIs and 50% individual KPIs.

Long-Term Compensation

The Company currently has three long-term incentive plans: stock options and Bonus Shares granted from time to time by the Board under the Incentive Stock Option and Bonus Share Plan (the "Stock Option Plan") (see "– Incentive Plan Awards – Stock Option and Bonus Share Plan"), DSUs granted from time to time by the Board under the DSU Plan (see "– Incentive Plan Awards – Deferred Share Unit Plan") and RSUs granted from time to time by the Board under the RSU Plan (see "– Incentive Plan Awards – Restricted Share Unit Plan"). The granting of stock options, Bonus Shares, DSUs and RSUs is a variable component of compensation, intended to incentivize the NEOs to grow the Company and increase the value of the Common Shares. Certain securities-based compensation represents compensation that is "at risk" and NEOs will not realize any benefit from the compensation unless the Common Share price increases above the Common Share price in effect at the time of grant. The Corporate Governance, Nominating and Human Resources Committee takes into account total targeted compensation levels relative to peers when assigning weighting to this component.

Other Compensation (Perquisites)

NEOs participate in the Company's health, dental, pension (Colombia), life insurance and long-term disability benefit programs which are determined with consideration given to market levels in the local geographic region. Perquisites are provided to executives on a case-by-case basis as considered appropriate and in the interests of the Company and taking into account the applicable jurisdiction and circumstance. NEOs are entitled to an annual comprehensive medical examination at a private health clinic. The Company reviews the competitiveness of its benefit programs periodically.

2019 Compensation Direction

The components of executive compensation for 2019 are expected to be similar to those from 2018, comprised of base salaries, a performance-based bonus linked to corporate and/or individual KPIs, stock options, Bonus Shares, DSUs, RSUs and other annual compensation such as health benefits. For 2019, the Corporate Governance, Nominating and Human Resources Committee recommended, and the Board approved, the addition of an element of individual KPIs for senior executives (excluding the CEO, whose incentive-based compensation will continue to be based on corporate KPIs).

In addition, the Corporate Governance, Nominating and Human Resources Committee recommended changes to the performance incentives for RSUs granted to senior executives in 2019. For RSUs granted in 2019, each RSU grant will be comprised of a "Base Grant" (50%) and a "Performance Grant" (50%) which, together, will make up the "Total Target Grant". The RSUs comprising the Base Grant will have a three-year restricted period (the "Restricted Period") and will vest as to 100% at the end of the such period (being the third anniversary of the grant date).

The RSUs comprising the Performance Grant will have a three-year Restricted Period and also have "performance conditions" that are linked to the Company's relative total shareholder return and achieving certain operational milestones (the "Performance Measure"), with one-third of these RSUs being adjusted each year (at the end of the annual performance period (each, a "Performance Period"). The Performance Measure will be based on the Committee's certification of the level of achievement of the Performance Measure at the end of the applicable Performance Period. All "Adjusted RSUs" (rounded down) will vest on the third anniversary of the grant date (which will also be the end of the Restricted Period) and be redeemed for Common Shares (on a 1:1 basis). Accordingly, the number of Common Shares that may be issued upon redemption of the RSUs may range from 0% to 150% of the Performance Grant.

The Company's level of achievement at the end of the applicable Performance Period will be measured by the adjustment factors set out below:

Performance Periods 1 and 3 (January 1 to December 31, 2019 and 2021):

Company's Share Price Relative to the S&P/TSX Global Gold Index Over the Performance Period	Performance Measure Adjustment Factor %
25% or greater	150%
15%	125%
0%	100%
-15%	75%
-25%	50%
Less than -25%	Payout subject to Board discretion

Performance Period 2 (January 1 – December 31, 2020):

Allocated as to 50% on each of the following performance conditions:

1. Achieving operational milestones in accordance with the adjustment factor set out below:

Operational Milestones	Performance Measure Adjustment Factor %
Q1 2020	100%
Q2 2020	50%
Q3 2020 or later	0%

and

2. Company's share price relative to the S&P/TSX Global Gold Index Over Performance Period 2 per the adjustment factor as set out under Performance Periods 1 and 3.

RSUs granted in subsequent years will have different performance conditions reflective of the stage and strategy of the Company.

Compensation Risk Considerations

The Corporate Governance, Nominating and Human Resources Committee is responsible for considering, establishing and reviewing executive compensation programs and whether the programs encourage unnecessary or excessive risk taking. The Company believes the programs are balanced and do not motivate unnecessary or excessive risk taking.

The Company has no formal risk mitigation practices in place relating to compensation policies and practices. However, the Corporate Governance, Nominating and Human Resources Committee does not believe that the current compensation policies and practices would specifically encourage a NEO or other employee to take inappropriate or excessive risks with the business.

or operations. In particular, salary review, annual incentives, stock options, DSUs and RSUs have been considered in light of the ability of the individual to contribute towards progressing the material mineral project into production. For instance, compensation and annual incentives are not based on corporate goals that would reward behaviours that would undermine the long-term sustainability of the business, such as compromising health, safety or the environment in favour of meeting certain goals or target.

Base salaries are fixed in amount and thus do not encourage risk-taking. While annual incentive awards focus on the achievement of short-term or annual goals and short-term goals may encourage the taking of short-term risks at the expense of long-term results, the Company's annual incentive award program represents a small percentage of employee compensation opportunities. Annual incentive awards are based on various personal and company-wide achievements.

Stock option, DSU and RSU awards are important to further align employees' interests with those of the shareholders. The ultimate value of the awards is tied to the Company's stock price and since awards are staggered and subject to long-term vesting schedules, they help ensure that NEOs have significant value tied to long-term stock price performance.

Directors and executive officers of the Company are required to meet specified equity ownership targets to further align their interests with those of shareholders. The Company also believes that transactions that hedge, limit or otherwise change an insider's economic interest in and exposure to the full rewards and risks of ownership of the Company's securities would be contrary to this objective. In 2018, the Board approved an Anti-Hedging Policy, a Clawback Policy and revised the Share Ownership Policy to complement the Company's risk management approach.

Anti-Hedging Policy

In January 2018, the Board approved an anti-hedging policy to explicitly prohibit directors, officers and employees (including any individual who is in receipt of or currently holds equity received as part of such individual's compensation) from directly or indirectly hedging against future declines in the market value of any equity-based securities of the Company (including through the purchase of financial instruments designed to offset such risk). Such transactions, while allowing the holder to own the Company's securities without the full risks and rewards of ownership, potentially separate the holder's interests from those of other stakeholders and may undermine the purpose for which such securities are granted. Prohibited transactions include the purchase by any Company personnel of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of equity securities of the Company.

Clawback Policy

The Board adopted a Clawback Policy in January 2018 which allows the Company to recover incentive compensation from the CEO, President, CFO, Controller, Vice-Presidents and any other officer or person who performs a significant policy-making function for the Company (as determined by the Board) if there is a restatement of the Company's financial results due to material non-compliance with financial reporting requirements (other than a restatement caused by a change in applicable accounting rules or interpretations), the result of which is that any incentive compensation paid would have been a lower amount had it been calculated based on the restated results.

Incentive compensation means all cash bonuses or awards under the Company's incentive bonus plans, all grants and awards under the Company's equity incentive plans (including all stock options, Bonus Shares, RSUs, DSUs), all payments made on or relating to the vesting or exercise of any share units and any other incentive compensation that may be paid or granted from time to time based on the achievement of financial results.

Share Ownership Policy

Non-management directors and executive officers (CEO, CFO, President, COO and Executive Vice-President) are required to hold an interest in the Company to align their long-term interests with those of the shareholders. Prior to 2018, pursuant to the Company's Share Ownership Policy, non-management directors and executive officers were required to own a minimum of 3,000 Common Shares. In January 2018, at the recommendation of the Corporate Governance, Nominating and Human Resources Committee, the Board approved an amendment to the Share Ownership Policy. The following table summarizes share ownership requirements under the amended policy for non-management directors and executive officers (including the applicable NEOs).

Level	Requirement
Non-management directors	3x Annual Retainer
CEO	3x Base Salary
Other executive officers (President, COO, CFO, Executive Vice-Presidents or such other officer as the Board may determine)	1x Base Salary

The following securities qualify under the guidelines: (i) Common Shares owned outright or owned by an immediate family member or held in trust or held by family holding companies; and (ii) share units granted through the Company's unit-based compensation plans (RSUs and DSUs). Stock options granted through the Stock Option Plan are excluded from the definition of ownership in the guidelines; however, Bonus Shares issued pursuant to the Stock Option Plan would qualify under the guidelines. The securities are valued at the greater of: (i) the aggregate price paid by the non-management director or executive officer for the Common Shares (and in the case of DSUs and RSUs, the value attributed to the security upon the date of issuance by the Company of the relevant security); and (ii) the deemed value of the outstanding security owned, such deemed value of the security being the closing price of Common Shares on the TSX on the last trading day of each year.

Participants are provided a period of three years following initial appointment or implementation of the program to achieve this requirement and hold such value throughout their tenure; therefore, the participants are not required to achieve compliance of

the amended policy until December 31, 2020. After a change in annual retainer fee or base salary and, if appropriate, a change in title, participants are required to meet the additional incremental value requirement within three years.

As at April 15, 2019, the share ownership of the executive officers who are NEOs is detailed below:

Share Ownership Executive Officer	Required Ownership as a Multiple of Base Salary ⁽³⁾	Share and Share Units Held or Controlled (#) ⁽¹⁾	Value of Shares and Share Units Held or Controlled (\$) ⁽²⁾	Share Ownership as a Multiple of Base Salary
Ari Sussman CEO	3.0x	1,967,020	4,315,610	8.6x
Luis German Meneses Country Manager	1.0x	107,982	236,911	0.7x
Donald Gray COO	1.0x	229,462	503,436	1.5x
Paul Begin CFO	1.0x	226,482	496,898	1.7x
Mauricio Castañeda ⁽⁵⁾ Vice-President, Exploration	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾

⁽¹⁾ Includes the following, as of April 15, 2019: (i) Common Shares directly or indirectly owned, controlled or directed and (ii) all unvested RSUs.

⁽²⁾ Value is calculated as the greater of: (i) the aggregate value of the Common Shares at the time of acquisition by the executive officer (and in the case of RSUs, the value attributed to the security upon the date of issuance by the Company) or (ii) the total number of securities held multiplied by C\$2.93 (the closing share price as of April 15, 2019), converted to U.S. dollars at the closing exchange rate in effect on April 15, 2019.

⁽³⁾ Under the amended Share Ownership Policy, each executive officer has until December 31, 2020 to achieve the required share ownership.

⁽⁴⁾ Mr. Meneses has until May 1, 2021 to achieve the required share ownership.

⁽⁵⁾ Mr. Castañeda is not an executive officer under the Share Ownership Policy.

As at April 15, 2019, there were seven non-management directors subject to the share ownership policy, as detailed below:

Non-Management Director	Required Ownership as a Multiple of Annual Retainer ⁽³⁾	Shares and Share Units Held or Controlled (#) ⁽¹⁾	Value of Shares and Share Units Held or Controlled (\$) ⁽²⁾	Share Ownership as a Multiple of Annual Retainer ⁽³⁾
Martín Carrizosa	3.0x	808,254	1,845,459	36.9x
Stephen Gottesfeld	— ⁽⁴⁾	— ⁽⁴⁾	— ⁽⁴⁾	— ⁽⁴⁾
Claudia Jiménez	3.0x	39,972	87,698	1.8x
Paul J. Murphy	3.0x	33,000	74,880	1.2x
Christopher Sattler	3.0x	42,000	99,087	1.5x
Leon Teicher	3.0x	272,313	617,211	3.1x
Kenneth G. Thomas	3.0x	96,785	233,941	2.6x

⁽¹⁾ Includes the following, as of April 15, 2019: (i) Common shares directly or indirectly owned, controlled or directed and (ii) all unredeemed DSUs.

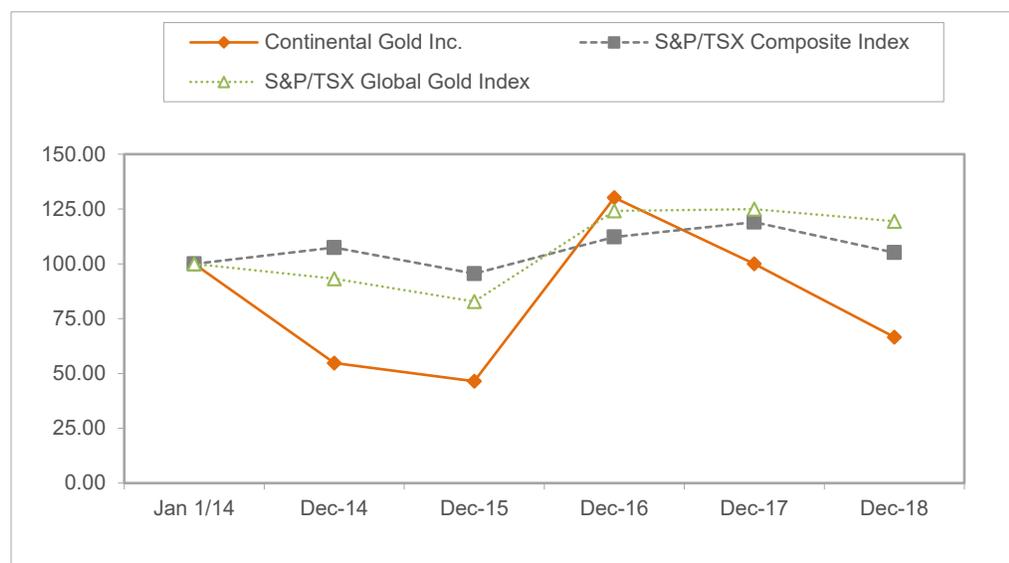
⁽²⁾ Value is calculated as the greater of: (i) the aggregate value of the Common Shares at the time of acquisition by the non-management director (and in the case of DSUs, the value attributed to the security upon the date of issuance by the Company) or (ii) the total number of securities held multiplied by C\$2.93 (the closing share price as of April 15, 2019), converted to U.S. dollars at the closing exchange rate in effect on April 15, 2019.

⁽³⁾ Under the amended share ownership policy, each non-management director has until December 31, 2020 to achieve the required share ownership.

⁽⁴⁾ Mr. Gottesfeld, who does not receive director compensation as the Newmont Nominee to the Board, was granted a waiver by the Board from the share ownership policy requirement.

Performance Graph

The following graph compares the cumulative total shareholder return for C\$100 invested in Common Shares from January 1, 2014 to December 31, 2018 against the cumulative total shareholder return of the S&P/TSX Composite Index and S&P/TSX Global Gold Index for the same period, assuming the reinvestment of all dividends.



Market data sourced from TSX InfoSuite

During the past five years, both commodity and equity markets have experienced considerable volatility and the Company's cumulative shareholder return followed a similar trend as the gold-sector specific S&P/TSX Global Gold Index. Global commodity prices, general market conditions including but not limited to the relative performance of traditional indexes (non-mining), cryptocurrencies, and cannabis-related equities were significant factors affecting the Company's share price and are beyond the control of management and viewed as short-term in nature. In addition, the Company believes that the recent share price performance was impacted in part due to a financing overhang relating to funds required to complete the construction of the Buritica Project.

As discussed above, compensation for the Company's executive officers is comprised of different elements. These include elements relating to factors that do not directly correlate to the market price of the Common Shares, such as base salary, as well as elements that more closely correlate to the Company's performance and changes in the market price of its Common Shares, such as annual incentive awards and awards of stock options, Bonus Shares, DSUs and RSUs (the value of which fluctuates with the share price). The base salary of an executive officer is based on experience, responsibilities, position, performance and market comparisons. In this regard, the pattern of compensation for the Company's executive officers over the measurement period has reflected a combination of the Company's performance relative to the market, increases in responsibility and competitive labour market conditions. The Corporate Governance, Nominating and Human Resources Committee has confidence that the Company's CEO, along with the rest of the executive team, will successfully lead the Company to deliver on its long-term strategy and to generate sustainable value for the Company and its shareholders.

Summary Compensation Table

Set out below are particulars of compensation paid to the NEOs:

- (i) the Company's CEO;
- (ii) the Company's Chief Financial Officer ("CFO");
- (iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than C\$150,000 for that financial year; and
- (iv) each individual who would be a NEO under paragraph (iii) but for the fact that the individual was neither an executive officer nor acting in a similar capacity at the end of that financial year.

The following table sets forth information concerning the compensation paid, awarded or earned by each of the individuals that were considered to be NEOs for the fiscal year ended December 31, 2018, for services rendered in all capacities to the Company during the fiscal years ended December 31, 2018, 2017 and 2016.

Table 1: Summary Compensation

Name of NEO and Principal Position	Year	Salary ⁽¹⁾⁽²⁾ (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$) ⁽¹²⁾	Total Compensation (\$)
					Annual Incentive Plans ⁽¹⁾⁽²⁾ (\$)	Long-Term Incentive Plans (\$)			
Ari Sussman ⁽⁴⁾ Chief Executive Officer	2018	500,000	388,314 ⁽⁷⁾	480,663	345,000 ⁽⁷⁾	N/A	N/A	—	1,713,797
	2017	500,000	88,750 ⁽⁸⁾	498,023	355,000 ⁽⁸⁾	N/A	N/A	—	1,441,773
	2016	372,400	100,083 ⁽¹⁰⁾	107,224	100,083 ⁽¹⁰⁾	N/A	N/A	—	679,789
Luis German Meneses ⁽⁵⁾ Country Manager	2018	233,333	50,313 ⁽⁷⁾	380,344	150,938 ⁽⁷⁾	N/A	N/A	—	814,928
	2017	—	—	—	—	N/A	N/A	—	—
	2016	—	—	—	—	N/A	N/A	—	—
Mateo Restrepo ⁽⁶⁾ President	2018	297,917	150,942 ⁽⁷⁾	180,249	— ⁽⁷⁾	N/A	N/A	—	629,108
	2017	325,000	54,082 ⁽⁸⁾	186,759	162,246 ⁽⁹⁾	N/A	N/A	—	728,087
	2016	306,080	—	120,472	174,688 ⁽¹⁰⁾	N/A	N/A	—	601,240
Donald P. Gray Chief Operating Officer	2018	325,000	203,501 ⁽⁷⁾	180,249	157,676 ⁽⁷⁾	N/A	N/A	—	866,426
	2017	325,000	54,082 ⁽⁸⁾	186,759	162,246 ⁽⁸⁾	N/A	N/A	—	728,087
	2016	323,777	87,344 ⁽¹⁰⁾	53,612	87,344 ⁽¹⁰⁾	N/A	N/A	—	552,077
Paul Begin Chief Financial Officer	2018	300,000	199,458 ⁽⁷⁾	217,800	145,547 ⁽⁷⁾	N/A	N/A	—	862,805
	2017	300,000	49,922 ⁽⁸⁾	225,667	149,766 ⁽⁸⁾	N/A	N/A	—	725,355
	2016	223,440	60,050 ⁽¹⁰⁾	80,418	60,050 ⁽¹⁰⁾	N/A	N/A	—	423,957
Mauricio Castañeda Vice-President, Exploration	2018	262,500	—	60,083	56,765 ⁽⁷⁾	N/A	N/A	—	379,348
	2017	262,500	—	62,253	66,335 ⁽⁹⁾	N/A	N/A	—	391,088
	2016	248,387	—	26,806	23,501 ⁽¹¹⁾	N/A	N/A	—	298,694

(1) For 2018 and 2017, compensation to Messrs. Sussman and Begin is determined on an annual basis in U.S. dollars and paid in Canadian dollars. Other compensation was paid in Canadian dollars and reported in U.S. dollars. For 2016, compensation to Messrs. Sussman and Begin was determined and paid in Canadian dollars and reported in U.S. dollars. The rate of exchange used to convert Canadian dollars to U.S. dollars for reporting purposes was the closing rate reported by the Bank of Canada for the relevant year: December 31, 2018 – 0.7330; December 31, 2017 – 0.7971 and December 31, 2016 – 0.7448.

(2) Compensation to Messrs. Meneses, Restrepo, Gray and Castañeda is determined on an annual basis in U.S. dollars and was paid in Colombian pesos and/or U.S. dollars. The average annual exchange rates reported by Banco de la República, Colombia for 2018 and 2017 and the Bank of Canada for 2016 were: December 31, 2018 – 2,957; December 31, 2017 – 2,951 and December 31, 2016 – 3,063.

(3) Amounts are based on the fair value of option-based awards, calculated as at the date of grant using the Black-Scholes Option Pricing Model. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. The Company employed the Black-Scholes Option Pricing Model to calculate the grant date fair value as it is a widely used and relatively objective methodology. The principal assumptions employed were the Common Share price, converted to U.S. dollars, on the individual grant dates, an expected option term between 2.75 and 3.5 years, average volatility of 69% for 2018; 71% for 2017; and 71% for 2016, a dividend yield of 0% for each year and an average risk-free rate of return of 1.8% in 2018, 0.8% in 2017 and 0.5% in 2016. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessarily provide a reliable measure of the fair value of the Company's option-based awards. The grant date fair value in the table for 2018, 2017 and 2016 is the same as the accounting fair value under IFRS, including an estimate for forfeitures.

(4) Mr. Sussman was also President of the Company until April 1, 2016. He is also a director of the Company but does not receive compensation related to his role as a director.

(5) Mr. Meneses joined the Company on May 1, 2018.

(6) Mr. Restrepo was appointed President of the Company on April 1, 2016, prior to which he was Executive Vice-President. He resigned from the Company effective November 30, 2018.

(7) Represents a performance bonus declared for the year ended December 31, 2018 and awarded in January 2019, payable in Bonus Shares and cash.

(8) Represents a performance bonus declared for the year ended December 31, 2017 and awarded in January 2018, payable in RSUs and cash; the RSUs vested in January 2018.

(9) Represents a performance bonus declared for the year ended December 31, 2017 and awarded in January 2018, paid 100% in cash.

(10) Represents a performance bonus declared for the year ended December 31, 2016 and awarded in January 2017, paid 50% in RSUs and 50% in cash; the RSUs vested in January 2017.

(11) Represents a performance bonus declared for the year ended December 31, 2016 and awarded in January 2017, paid 100% in cash.

(12) For 2016-2018, the aggregate value of perquisites for the NEO was less than \$50,000 and 10% of the NEO's base salary for the year, so in accordance with applicable disclosure requirements, no amounts have been disclosed for perquisites.

Incentive Plan Awards

Stock Option and Bonus Share Plan

On May 29, 2015, the shareholders of the Company, prior to the implementation of an internal corporate reorganization by way of a scheme of arrangement, adopted an incentive stock option plan. On June 7, 2018, the shareholders of the Company approved all unallocated stock options under the Stock Option Plan until the Company's annual general meeting to be held in 2021 (provided that such meeting is held on or prior to June 7, 2021). The purpose of the Stock Option Plan is to encourage ownership of Common Shares by the persons who are primarily responsible for the management and profitable growth of the Company's business, as well as provide additional incentive for superior performance by such persons and attract and retain valued personnel.

The following is a summary of the Stock Option Plan and is subject to the specific provisions of the Stock Option Plan. Capitalized terms used but not defined in this section of the Circular shall have the meaning ascribed thereto in the Stock Option Plan.

Pursuant to amendments approved by shareholders of the Company on June 7, 2019, including the renaming of the Stock Option Plan to be called the “Stock Option and Bonus Share Plan”, the Stock Option Plan currently limits the number of Common Shares that may be issued on exercise of stock options and all of the Company’s other security-based compensation arrangements to a number not exceeding 8.75% of the number of Common Shares outstanding at the date of grant. Stock options that are exercised, cancelled, repurchased, expired or terminated will again be available for a subsequent grant of stock options under the Stock Option Plan. The Stock Option Plan is considered an “evergreen” plan under the TSX rules, since the Common Shares covered by stock options which have been exercised shall be available for subsequent grants under the Stock Option Plan and the number of stock options available to grant increases as the number of issued and outstanding Common Shares of the Company increases. The TSX requires that such a type of plan be submitted to shareholders for ratification every three years.

Shareholders also approved at the June 7, 2018 meeting the addition of a “Bonus Share” component whereby the Board has the ability to award Common Shares to “Eligible Employees” as a discretionary bonus, which allows such employees to participate in the long-term development of the Company and increase shareholder value. The ability for the Board to grant Bonus Shares would allow for more ownership in the Company by management and provide additional incentives for employees to remain with the Company long-term. The Bonus Shares may also be used as an incentive to attract new employees to the Company. Under the amended Stock Option Plan, the Board may issue up to 250,000 Shares annually for bonus compensation in lieu of cash for annual or long-term bonus plans.

The aggregate number of Common Shares that may be issued to insiders within any 12-month period, or issuable to insiders at any given time under all security-based compensation arrangements, shall not exceed 8.75% of the total number of Common Shares then issued and outstanding. The aggregate number of Common Shares reserved for issuance pursuant to stock options granted to any one person or entity within any 12-month period under all security-based compensation arrangements shall not exceed 5% of the total number of Common Shares then outstanding.

The aggregate number of securities granted under all security-based compensation arrangements of the Company to any one non-employee director within any one-year period shall not exceed a maximum value of: (i) in the case of stock options granted under Stock Option Plan, C\$100,000 worth of stock options; and (ii) in the case of securities granted under all security-based compensation arrangements of the Company, C\$150,000 worth of securities. The value of stock options or other securities granted under all security-based compensation arrangements of the Company shall be determined using a generally accepted valuation model. The aggregate number of securities granted under all security-based compensation arrangements of the Company shall be calculated without reference to the initial securities granted under the security-based compensation arrangements to a person who was not previously an insider of the Company, upon such person becoming or agreeing to become a director of the Company whereby the aggregate number of securities granted under all security-based compensation arrangements of the Company in this initial grant to any one non-employee director shall not exceed a maximum value of C\$150,000 worth of securities.

Stock options granted under the Stock Option Plan are exercisable over a period not exceeding 10 years from the date of grant or such lesser period as the applicable grant may require, subject to earlier termination if the optionee ceases to be an eligible person due to termination of employment, retirement, disability or death. Unless the Board or the Committee (as defined in the Stock Option Plan) decides otherwise, vested stock options granted under the Stock Option Plan will expire at the earlier of the expiry date and (i) 12 months after the optionee’s death; (ii) 90 days after the date of resignation or retirement of the optionee; or (iii) at the date the Company ends the optionee’s employment for cause. Under the Stock Option Plan, in the event of a change of control (as defined in the Stock Option Plan), any unvested stock options shall forthwith vest and become fully exercisable. The stock options granted under the Stock Option Plan are not transferable or assignable other than an assignment made to a personal representative of a deceased participant. The Board fixes the vesting terms it deems appropriate when granting stock options.

The exercise price of the stock options granted pursuant to the Stock Option Plan is determined by the Board or the Committee, as the case may be, at the time of grant, provided that the exercise price shall be not less than the closing price of the Common Shares on the TSX (or such stock exchange on which the Common Shares may be listed) on the last trading day immediately preceding the date of grant. Where the expiry date of a stock option occurs during or within two days of a Blackout Period (as defined in the Stock Option Plan), the expiry date of such stock option shall be deemed to be extended to the date that is 10 business days following the end of the Blackout Period.

Subject to the provisions of the Stock Option Plan, the Board is authorized in its sole discretion to make decisions regarding the administration of the Stock Option Plan. The Board may amend or discontinue the Stock Option Plan at any time, without obtaining the approval of shareholders unless required by the relevant rules of the TSX, provided that such amendment may not: (i) amend the number of securities issuable under the Stock Option Plan, including an increase to the percentage of Common Shares issuable under the Stock Option Plan; (ii) change the definition of “Eligible Persons” which would have the potential of broadening or increasing insider participation; (iii) increase the limits imposed on non-employee directors set out in the Stock Option Plan; (iv) add any form of financial assistance; (v) make any amendment to a financial assistance provision which is more favourable to Stock Option Plan participants; (vi) add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities under the Stock Option Plan reserve; (vii) add a deferred or restricted share unit or any other provision which results in participants receiving securities while no cash consideration is received by the Company (other than as described in the Stock Option Plan); (viii) discontinue the Stock Option Plan; (ix) with respect to insiders, (a) reduce the exercise price of stock options or other entitlements held by insiders, (b) extend the term of the stock options held by insiders and (c) change the insider participation limit; (x) reduce the exercise price of a stock option held by non-insiders, or cancel stock options held by non-insiders and reissue stock options or other entitlements to non-insiders; (xi) extend the term of an stock option held by non-insiders beyond its original expiry; (xii) permit stock options to be transferred or assigned, other than for normal estate settlement purposes or where there is no change in beneficial ownership of such stock options; (xiii) amend the Stock Option Plan so as to increase the ability of the Board to amend the Stock Option Plan without

shareholder approval; (xiv) grant additional powers to the Board to amend the Stock Option Plan or entitlements not specifically referred to in the Stock Option Plan; and (xv) make any other amendments that may lead to significant or unreasonable dilution in the Company's outstanding securities or may provide additional benefits to Eligible Persons (as defined below), especially insiders of the Company, at the expense of the Company and its existing shareholders. In addition, no amendment to the Stock Option Plan or stock options granted pursuant to the Stock Option Plan may be made without the consent of the optionee if it adversely alters or impairs any stock option previously granted to such optionee.

The Stock Option Plan provides that eligible persons ("Eligible Persons") thereunder include any director, officer, consultant or employee of the Company or any Affiliated Entity (as defined in the Stock Option Plan). The eligibility for, and the number of stock options to be granted to, new hires below the level of executive officer are determined by the CEO after consultation with the new hires' direct supervisor. The number of stock options to be awarded in each individual case is based upon the seniority of the new hire, his or her level of responsibility and the number of stock options held by existing employees with equivalent seniority. Each year, following the performance reviews of employees, senior management reports the results of the reviews of their direct reports as well as a recommendation as to the grant of stock options, if any. The CEO, in consultation with the Company's senior management team, discusses the appropriate number of stock options, if any, to be awarded to each employee.

Having determined an appropriate award of stock options for new hires and for annual awards, the CEO then makes a recommendation to the Board or the Committee, as the case may be, which considers all factors including the recommendations of the CEO as well as the number of stock options already held by the proposed recipient prior to approving the grants. The CEO has the right to grant stock options to non-executive and non-direct reports to a maximum of 1,000,000 stock options per year and to a maximum of 100,000 per grant.

As at the date of this Circular, the Company has 189,364,726 Common Shares issued and outstanding. Accordingly, a maximum of 16,569,414 Common Shares, representing 8.75% of the issued and outstanding Common Shares, are available for issuance as at the date of this Circular pursuant to stock options and Bonus Shares granted under the Stock Option Plan, DSUs under the DSU Plan or RSUs under the RSU Plan. In respect of the Stock Option Plan, as at the date of this Circular, a maximum of 14,675,766 Common Shares, representing 7.75% of the issued and outstanding Common Shares, are available for issuance pursuant to the grant of stock options and Bonus Shares. As of the date hereof, 10,385,050 stock options are outstanding under the Stock Option Plan (representing approximately 5% of the issued and outstanding Common Shares) and 4,290,716 stock options and Bonus Shares (within the annual limit) remain available for issuance under the Stock Option Plan (representing approximately 2.3% of the issued and outstanding Common Shares as of that date).

Deferred Share Unit Plan

On May 29, 2015, the shareholders approved the implementation of the treasury-based DSU Plan; amendments to the DSU Plan were approved by shareholders on June 7, 2018.

The following is a summary of the DSU Plan and is subject to the specific provisions of the DSU Plan. Capitalized terms used but not defined in this section of the Circular shall have the meaning ascribed thereto in the DSU Plan.

The DSU Plan provides that employees and directors of the Company may elect, subject to approval of the Committee (as defined in the DSU Plan) approval, to receive up to 100% of their annual compensation in DSUs.

DSUs will be credited to a participant by way of a bookkeeping entry in the books of the Company, the value of which is equivalent to a Common Share at that time. All DSUs paid with respect to annual compensation will be credited to the employee or director by means of an entry in a notional account in their favour on the books of the Company when such annual compensation is payable. The participant's DSU account will be credited with the number of DSUs calculated to the nearest thousandth of a DSU, determined by dividing the dollar amount of compensation payable in DSUs on the payment date by the market value of the Common Shares. Fractional Common Shares will not be issued and any fractional entitlements will be rounded down to the nearest whole number.

Additionally, the Committee may award such number of DSUs to an employee or director as the Committee deems appropriate.

Generally, a participant in the DSU Plan shall be entitled to redeem his or her DSUs during the period commencing on the business day immediately following the date upon which the employee or director ceases to hold any employment (including any directorships) with the Company or any designated affiliate, including in the event of death or disability (the "Retirement Date") and ending on the 90th day following the Retirement Date.

On June 7, 2018, the shareholders approved an amendment to the DSU Plan to set the maximum number of Common Shares reserved for issuance under the DSU Plan and the RSU Plan, together, at 1% and set the aggregate maximum number of Common Shares reserved for issuance pursuant to all of its Share Compensation Arrangements equal to 8.75% of the issued and outstanding Common Shares. The number of Common Shares to be reserved for issuance under the DSU Plan and all other Share Compensation Arrangements shall not exceed 8.75% of the total number of issued and outstanding Common Shares from time to time. The maximum number of Common Shares issuable to insiders, at any time, pursuant to the DSU Plan and all Share Compensation Arrangements is 8.75% of the total number of Common Shares then outstanding. The maximum number of Common Shares issuable to insiders pursuant to the DSU Plan, within a one-year period, and any other Share Compensation Arrangements is 8.75% of the total number of Common Shares then outstanding. The maximum number of Common Shares issuable to any one person, within any one-year period, pursuant to the DSU Plan and any Share Compensation Arrangements, is 5% of the total number of Common Shares then outstanding. The aggregate number of securities granted under all Share Compensation Arrangements to any one non-employee director within any one-year period shall not exceed a maximum value of C\$150,000 worth of securities. The value of securities granted under all Share Compensation Arrangements shall be

determined using a generally accepted valuation model. The aggregate number of securities granted under all Share Compensation Arrangements shall be calculated without reference to the initial securities granted under the Share Compensation Arrangements to a person who was not previously an insider of the Company, upon such person becoming or agreeing to become a director of the Company whereby the aggregate number of securities granted under all Share Compensation Arrangements in this initial grant to any one non-employee eligible director shall not exceed a maximum value of C\$150,000 worth of securities.

The DSU Plan is considered an “evergreen” plan under the TSX rules, since the DSUs which have been redeemed or otherwise terminated in accordance with the terms of the DSU Plan will again be available under the DSU Plan. The TSX requires that such a type of plan be submitted to shareholders for ratification every three years. DSUs are not assignable.

The Committee shall have the discretion to credit to a participant who holds DSUs such additional number of DSUs equal to any cash dividends that would apply on Common Shares underlying DSUs, divided by the market value of the Common Shares.

In the event of a change of control of the Company (as defined in the DSU Plan), all DSUs shall be immediately redeemed for Common Shares.

The Committee may from time to time in the absolute discretion of the Committee, without shareholder approval, amend, modify and change the provisions of the DSU Plan, including, without limitation: amendments of a house-keeping nature; and a change to the termination provisions of a DSU or the DSU Plan. However, other than as set out above, any amendment, modification or change to the provisions of the DSU Plan which would: (i) materially increase the benefits of the holder under the DSU Plan to the detriment of the Company and its shareholders; (ii) increase the number of Common Shares or maximum percentage, other than by virtue of the adjustment provisions and of the DSU Plan, which may be issued pursuant to the DSU Plan; (iii) reduce the range of amendments requiring shareholder approval contemplated under the DSU Plan; (iv) change the insider participation limits which would result in shareholder approval to be required on a disinterested basis; (v) increase the limits imposed on non-employee directors contemplated in the DSU Plan; (vi) permit DSU's to be transferred other than for normal estate settlement purposes; or (vii) materially modify the requirements as to eligibility for participation in the DSU Plan, shall only be effective upon such amendment, modification or change being approved by the shareholders. Any amendment, modification or change of any provision of the DSU Plan shall be subject to approval, if required, by any regulatory authority having jurisdiction over the securities of the Company.

The eligibility for, and the number of DSUs to be granted to, new hires below the level of executive officer are determined by the CEO after consultation with the new hires' direct supervisor. The number of DSUs to be awarded in each individual case is based upon the seniority of the new hire, his or her level of responsibility and the number of DSUs held by existing employees with equivalent seniority. Each year, following the performance reviews of employees, senior management reports the results of the reviews of their direct reports as well as a recommendation as to the grant of DSUs, if any. The CEO, in consultation with his senior management team, discusses the appropriate number of DSUs for each employee.

Having determined an appropriate award of DSUs for new hires and for annual awards, the CEO then makes a recommendation to the Board or the Committee, as the case may be, which considers all factors including the recommendations of the CEO as well as the number of DSUs already held by the proposed recipient prior to approving the grants.

As at the date of this Circular, the Company has 189,364,726 Common Shares issued and outstanding. Accordingly, a maximum of 1,893,647 Common Shares, representing 1.0% of the issued and outstanding Common Shares, are available for issuance as at the date of this Circular pursuant to DSUs under the DSU Plan or RSUs under the RSU Plan. As of the date hereof, 140,000 DSUs are outstanding under the DSU Plan (representing approximately 0.001% of the issued and outstanding Common Shares) and 1,228,647 Common Shares remain available for issuance under the DSU and RSU Plan, combined (representing approximately 0.006% of the issued and outstanding Common Shares as of that date).

Restricted Share Unit Plan

On June 4, 2015, the shareholders approved the implementation of the treasury-based RSU Plan; amendments to the RSU Plan were approved by shareholders on June 7, 2018. The RSU Plan was designed to attract, retain and encourage employees, including officers (whether directors or not) and consultants of the Company and its designated affiliates by offering them the opportunity to acquire Common Shares and therefore a proprietary interest in the Company. The Board, or such Committee (as defined in the RSU Plan) as the Board may determine, is responsible for administering the RSU Plan.

The following is a summary of the RSU Plan and is subject to the specific provisions of the RSU Plan. Capitalized terms used but not defined in this section of the Circular shall have the meaning ascribed thereto in the RSU Plan.

The RSU Plan provides that RSUs may be granted by the Board, or a Committee which administers the RSU Plan, to employees, including officers (whether directors or not) and consultants of the Company as a discretionary payment in consideration of past or future services to the Company.

The number of RSUs awarded will be credited to the participant's account effective on the grant date of the RSUs. An RSU represents a right to receive one Common Share issued from treasury on the later of: (i) the date which is the first day after a restricted period as determined by the Committee (“Restricted Period”); and (ii) a date determined by an eligible participant that is after the Restricted Period but is no later than the participant's retirement date or termination date (a “Deferred Payment Date”). The Committee may also make the vesting of RSUs subject to performance conditions to be achieved by the Company, the participant or a class of participants. Eligible employees, who are residents of Canada, seeking to set a Deferred Payment Date may do so by giving the Company at least 60 days' notice prior to the expiration of the Restricted Period.

On June 7, 2018, the shareholders approved an amendment to the RSU Plan to set the maximum number of Common Shares reserved for issuance under the DSU Plan and the RSU Plan, together, at 1% and set the aggregate maximum number of Common Shares reserved for issuance pursuant to all of its Share Compensation Arrangements equal to 8.75% of the issued and outstanding Common Shares. The number of Common Shares to be reserved for issuance under the RSU Plan and all Share Compensation Arrangements shall not exceed 8.75% of the total number of issued and outstanding Common Shares from time to time. The maximum number of Common Shares issuable to insiders, at any time, pursuant to the RSU Plan and all Share Compensation Arrangements is 8.75% of the total number of Common Shares then outstanding. The maximum number of Common Shares issuable to insiders pursuant to the RSU Plan, within a one-year period, and any other Share Compensation Arrangements is 8.75% of the total number of Common Shares then outstanding. The maximum number of Common Shares issuable to any one person, within any one-year period, pursuant to the RSU Plan and any other Share Compensation Arrangements, is 5% of the total number of Common Shares then outstanding.

The RSU Plan is considered an “evergreen” plan under the TSX rules, since the restricted share units which have been settled, cancelled or terminated in accordance with the terms of the RSU Plan will again be available under the RSU Plan. The TSX requires that such a type of plan be submitted to shareholders for ratification every three years.

RSUs are not assignable. In the event of a participant’s retirement or termination during a Restricted Period, any RSUs automatically terminate, unless otherwise determined by the Committee. If a participant’s retirement or termination occurs after the Restricted Period and prior to any Deferred Payment Date, any RSUs shall be settled by the Company issuing the applicable Common Shares. In the event of death or disability, such RSUs shall be immediately settled and Common Shares issued.

The Committee shall have the discretion to credit to a participant who holds RSUs such additional number of RSUs equal to any cash dividends that would apply on Common Shares underlying RSUs, divided by the market value of the Common Shares.

In the event of a change of control of the Company (as defined in the RSU Plan), all RSUs shall be immediately settled with Common Shares notwithstanding the Restricted Period and any applicable Deferred Payment Date.

The Committee may from time to time in the absolute discretion of the Committee, without shareholder approval, amend, modify and change the provisions of the RSU Plan, including, without limitation: amendments of a house-keeping nature; and the change to the Restricted Period of any RSU. However, other than as set out above, any amendment, modification or change to the provisions of the RSU Plan which would: (i) materially increase the benefits of the holder under the RSU Plan to the detriment of the Company and its shareholders; (ii) increase the number of Common Shares or maximum percentage, other than by virtue of the adjustment provisions and of the RSU Plan, which may be issued pursuant to the RSU Plan; (iii) reduce the range of amendments requiring shareholder approval contemplated under the RSU Plan; (iv) change the insider participation limits which would result in shareholder approval to be required on a disinterested basis; (v) permit RSUs to be transferred other than for normal estate settlement purposes; or (vi) materially modify the requirements as to eligibility for participation in the RSU Plan, shall only be effective upon such amendment, modification or change being approved by the shareholders of the Company. Any amendment, modification or change of any provision of the RSU Plan shall be subject to approval, if required, by any regulatory authority having jurisdiction over the securities of the Company.

As at the date of this Circular, the Company has 189,364,726 Common Shares issued and outstanding. Accordingly, a maximum of 1,893,647 Common Shares, representing 1.0% of the issued and outstanding Common Shares, are available for issuance as at the date of this Circular pursuant to DSUs under the DSU Plan or RSUs under the RSU Plan. As of the date hereof, 525,000 RSUs are outstanding under the RSU Plan (representing approximately 0.003% of the issued and outstanding Common Shares) and 1,228,647 Common Shares remain available for issuance under the DSU and RSU Plan, combined (representing approximately 0.006% of the issued and outstanding Common Shares as of that date).

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides details of compensation plans under which equity securities of the Company are authorized for issuance as at December 31, 2018:

Equity compensation plans approved by shareholders ⁽¹⁾	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽⁴⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (C\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾⁽³⁾⁽⁵⁾ (c)
Stock Option Plan	8,624,909	3.26	5,988,245
Restricted Share Unit Plan	250,000	–	1,540,568
Deferred Share Unit Plan	80,000	–	

⁽¹⁾ The Company does not have any equity compensation plans not approved by shareholders.

⁽²⁾ Based on the maximum number of Common Shares that were available for issuance under the Stock Option Plan, DSU Plan and RSU Plan as at December 31, 2018 of 16,498,722 (which maximum reserve is based on 8.75% of the number of issued and outstanding Common Shares as at December 31, 2018 of 188,556,821).

⁽³⁾ The aggregate number of Common Shares that may be reserved for issuance under the Stock Option Plan, the DSU Plan and the RSU Plan shall not exceed 8.75% of the issued and outstanding Common Shares from time to time. The maximum number of Common Shares that may be reserved for issuance under the Stock Option Plan shall not exceed 7.75% of the issued and outstanding Common Shares from time to time. The maximum number of Common Shares that may be reserved for issuance under the RSU and DSU Plans, together, shall not exceed 1% of the issued and outstanding Common Shares from time to time.

⁽⁴⁾ As at the date of this Circular, there are 10,385,050 options, 140,000 DSUs and 525,000 RSUs outstanding.

⁽⁵⁾ As at the date of this Circular, the maximum number of Common Shares that are available for issuance under the Stock Option Plan, DSU Plan and RSU Plan is 16,569,414 (which maximum reserve is based on 8.75% of the number of issued and outstanding Common Shares as at the date of this Circular of 189,364,726).

In accordance with the rules of the TSX, the following table sets forth the annual burn rate, calculated in accordance with s.613(p) of the TSX Company Manual, of each of the Company's Share Compensation Arrangements for the three most recently completed financial years:

	2018 Burn Rate ⁽¹⁾	2017 Burn Rate ⁽¹⁾	2016 Burn Rate ⁽¹⁾
Stock Option Plan	1.3%	1.1%	1.3%
RSU Plan	0.2%	0.1%	0.1%
DSU Plan	0.1%	–	–

(1) Annual burn rate is expressed as a percentage and is calculated by dividing the number of securities granted under the specific plan during the applicable fiscal year by the weighted average number of securities outstanding for the applicable fiscal year.

Outstanding Option-Based and Share-Based Awards

The following table sets out, for each NEO, the option-based awards and share-based awards outstanding as at December 31, 2018.

Table 2: Option-based and Share-based Awards

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ari Sussman Chief Executive Officer	150,000	3.70	May 21, 2019	–	100,000	164,993	–
	200,000	2.38	January 22, 2020	–			
	200,000	1.59	January 5, 2021	96,796			
	320,000	4.31	January 11, 2022	–			
	320,000	3.96	January 15, 2023	–			
Luis German Meneses Country Manager	300,000 ⁽⁴⁾	3.58	May 3, 2023	–	–	–	–
Mateo Restrepo ⁽⁵⁾ President	350,000	3.21	August 13, 2020	–	50,000	82,496	–
	100,000	3.30	June 29, 2021	–			
	120,000	4.31	January 11, 2022	–			
	120,000	3.96	January 15, 2023	–			
Donald P. Gray Chief Operating Officer	400,000	1.89	February 23, 2020	105,595	50,000	82,496	–
	100,000	1.59	January 5, 2021	48,398			
	120,000	4.31	January 11, 2022	–			
	120,000	3.96	January 15, 2023	–			
Paul Begin Chief Financial Officer	100,000	3.70	May 21, 2019	–	50,000	82,496	–
	150,000	2.38	January 22, 2020	–			
	150,000	1.59	January 5, 2021	72,597			
	145,000	4.31	January 11, 2022	–			
	145,000	3.96	January 15, 2023	–			
Mauricio Castañeda Vice-President, Exploration	75,000	3.70	May 21, 2019	–	–	–	–
	12,500	2.38	January 22, 2020	–			
	37,500	1.59	January 5, 2021	18,149			
	40,000	4.31	January 11, 2022	–			
	40,000	3.96	January 15, 2023	–			

(1) Unless otherwise specified, option awards vest in four equal instalments on the six, 12, 18 and 24-month-anniversary of the date of grant.

(2) Based on the difference in value between the closing price of the Common Shares on the TSX on December 31, 2018 of C\$2.25 (converted to U.S. dollars using the closing exchange rate on December 31, 2018 of 0.7330 as reported by the Bank of Canada) and the exercise price of the stock options.

(3) Based on the closing price of the Common Shares on the TSX on December 31, 2018 of C\$2.25 (converted to U.S. dollars using the closing exchange rate on December 31, 2018 of 0.7330 as reported by the Bank of Canada).

(4) Options vest one-third on the six-month, nine-month and one-year anniversaries of grant date.

(5) Mr. Restrepo resigned from the Company effective November 30, 2018.

Value Vested or Earned During the Year

The following table sets forth, for each of the NEOs, the value of all incentive plan awards that vested during the fiscal year ended December 31, 2018.

Table 3: Value Vested/Earned

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽³⁾ (\$)
Ari Sussman Chief Executive Officer	69,297	91,563	–
Luis German Meneses Country Manager	–	–	–
Mateo Restrepo President	8,983	55,795	–
Donald P. Gray Chief Operating Officer	34,648	55,795	–
Paul Begin Chief Financial Officer	51,973	51,504	–
Mauricio Castañeda Vice-President, Exploration	17,324	–	–

⁽¹⁾ Calculated based on the closing price of the Common Shares on the TSX at the vesting date less the exercise price of the vested options, multiplied by the number of vested options, converted to U.S. dollars at the closing rate reported by the Bank of Canada on the vesting date.

⁽²⁾ Calculated based on the closing price of the Common Shares on the TSX on the vesting date and converted to U.S. dollars based on the closing rate reported by the Bank of Canada on the vesting date.

⁽³⁾ Non-equity incentive plan compensation relates to the cash bonus earned in the year. The non-equity compensation is paid annually and there is no long-term portion.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

The Company has entered into agreements with each NEO described below because of their critical role in the Company. These employment agreements include certain termination and/or change of control provisions consistent with industry standards to, among other things, protect them from any disruption to their employment if there is a transaction affecting the control of the Company.

Ari Sussman

The Company entered into an employment agreement with Ari Sussman, CEO, which provides, among other things, that in addition to his base salary (which is set in U.S. dollars and converted and paid in Canadian dollars), Mr. Sussman shall be eligible for an annual discretionary bonus of up to 100% of his base salary. If Mr. Sussman's employment is terminated for a reason other than cause, he will be entitled to a payment equal to his salary for 24 months and a bonus payment equal to two times his previous year's annual incentive bonus. If he is terminated within 12 months of a change of control (as defined in the agreement), he will be entitled to a payment equal to his salary for 24 months and a bonus payment equal to two times his annual incentive bonus at target. In the event of: (1) a change of control, all unvested stock options will automatically vest and be exercisable for a period of 24 months from the termination date; or (2) termination without cause, all unvested stock options will automatically vest and would be exercisable until the earlier of (i) the termination date of such option or (ii) the date which is 24 months from the date the notice of termination is given. Upon termination without cause or a change of control, all RSUs would be treated in accordance with the RSU Plan.

Mr. Sussman will also receive a continuation of health and medical benefits in place for 24 months following termination. Special provisions may apply in the event of disability. Mr. Sussman has agreed to non-competition restrictions in respect of certain competitors and non-solicitation restrictions with respect to Company employees in certain circumstances for a period of 12 months following his termination or resignation from the Company, other than termination as a result of a Change of Control.

Luis German Meneses

In May 2018, the Company entered into an employment arrangement with Luis German Meneses, Country Manager, which provides, among other things, that in addition to his base salary (which is set in U.S. dollars and converted and paid in Colombian pesos), Mr. Meneses shall be eligible for an annual discretionary bonus of up to 100% of his base salary based 50% on individual performance and 50% on Company performance. The agreement was for an initial one-year term, renewable in six-month intervals thereafter. If Mr. Meneses' employment is terminated for a reason other than cause, he will be entitled to termination pay in accordance with Colombian employment law. Upon termination without cause or a change of control, all stock options and RSUs will be treated in accordance with the applicable plan.

Donald P. Gray

The Company entered into an employment arrangement with Donald Gray, COO, which provides, among other things, that in addition to his base salary (which is set in U.S. dollars and converted and paid in Colombian pesos), Mr. Gray shall be eligible for an annual discretionary bonus of up to 75% of his base salary. If Mr. Gray's employment is terminated for a reason other than

cause, he will be entitled to a payment equal to his salary for 12 months, a bonus payment equal to his previous year's annual incentive bonus, continuation of any health and medical benefits for 12 months and all stock options will be treated in accordance with the Incentive Stock Option Plan. If he is terminated within 12 months of a change of control (as defined in the agreement), he will be entitled to a payment equal to his salary for 18 months, a bonus payment equal to 1.5 times his annual incentive bonus at target and a continuation of any health and medical benefits in place for 18 months. In the event of a change of control, all unvested stock options will vest as of the termination date and all outstanding stock options will remain exercisable until the earlier of (i) the termination date of such option or (ii) the date which is 18 months from the date the notice of termination is given. Upon termination without cause or a change of control, all RSUs would be treated in accordance with the RSU Plan.

Paul Begin

The Company entered into an employment agreement with Paul Begin, CFO, which provides, among other things, that in addition to his base salary (which is set in U.S. dollars and converted and paid in Canadian dollars), Mr. Begin shall be eligible for an annual discretionary bonus of up to 75% of his base salary. If Mr. Begin's employment is terminated for a reason other than cause, he will be entitled to a payment equal to his salary for 12 months, a bonus payment equal to his previous year's annual incentive bonus, continuation of any health and medical benefits for 12 months and outstanding stock options would be treated in accordance with the Incentive Stock Option Plan. If he is terminated within 12 months of a change of control (as defined in the agreement), he will be entitled to a payment equal to his salary for 24 months, a bonus payment equal to two times his annual incentive bonus at target and continuation of any health and medical benefits in place for 24 months. In the event of a change of control, all unvested stock options will automatically vest and be exercisable until the earlier of (i) the termination date of such option or (ii) the date which is 24 months from the date the notice of termination is given. Upon termination without cause or a change of control, all RSUs would be treated in accordance with the RSU Plan. Special provisions may apply in the event of disability. Mr. Begin has agreed to non-competition restrictions in respect of certain competitors and non-solicitation restrictions with respect to Company employees in certain circumstances for a period of 12 months following his termination or resignation from the Company, other than termination as a result of a Change of Control.

Mauricio Castañeda

The Company entered into an agreement with Mauricio Castañeda, Vice-President, Exploration, which provides, among other things, that if Mr. Castañeda's employment is terminated within 12 months of a change of control (as defined in the agreement), he will be entitled to a payment equal to his salary for 12 months and a bonus payment equal to his annual incentive bonus for the last completed fiscal period. In the event of a change of control, all unvested stock options will automatically vest and be exercisable for a period of 12 months from the termination date. Mr. Castañeda will also receive a continuation of any benefits in place, except life insurance and long-term disability insurance, for 12 months following such termination.

Estimated Incremental Payment on Change of Control or Termination

The following table details the estimated incremental payments from the Company to each NEO under the above-described agreements in the event of a change of control or termination without cause, assuming a termination of employment occurred on December 31, 2018.

Table 4: Estimated Incremental Payment on Change of Control or Termination

Name	Triggering Event	Base Salary/ Total Cost Remuneration Package (\$)	Bonus (\$)	Options/ RSUs ⁽¹⁾ (\$)	Other Benefits ⁽²⁾ (\$)	Total (\$)
Ari Sussman	Change of Control	1,000,000	1,000,000	261,721	5,347	2,267,068
	Termination without Cause	1,000,000	887,500	96,796	5,347	1,989,643
Luis German Meneses	Change of Control	19,663	–	–	–	19,663
	Termination without Cause	19,663	–	–	–	19,663
Donald P. Gray	Change of Control	487,500	365,625	236,456	24,979	1,114,560
	Termination without Cause	325,000	216,328	153,993	24,979	720,300
Paul Begin	Change of Control	600,000	450,000	155,060	5,016	1,210,076
	Termination without Cause	300,000	199,688	72,597	2,508	574,793
Mauricio Castañeda	Change of Control	262,500	61,237	18,149	4,993	346,879
	Termination without Cause	116,143	56,765	18,149	4,993	196,050

⁽¹⁾ The closing price of the Common Shares on the TSX on December 31, 2018 was C\$2.25. Under the Stock Option Plan and RSU Plan, in the event of a change of control (as defined in the relevant plan), any unvested security shall forthwith vest and become fully exercisable/redeemable.

⁽²⁾ Includes continuation of health and medical benefits in place at date of termination.

Directors Compensation

The main objective of our director compensation program is to attract and retain directors with a broad range of relevant skills and knowledge and the ability to successfully carry out the Board's mandate. Directors are required to devote significant time and energy to the performance of their duties, including preparing for and attending Board meetings, participating on committees and ensuring that they stay informed about our business and trends and developments affecting the global mining industry. To attract and retain directors who meet these expectations, the Board believes that the Company must offer a competitive compensation package.

Directors are entitled to participate in the Stock Option Plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value over the longer term. The Company believes that stock option grants to directors enable it to recruit qualified individuals to serve on the Board and ensure they have a significant stake in the performance of the Company.

Individual grants are determined by an assessment of each individual director's current and expected future performance, level of responsibilities and the importance of their position and contribution to the Company.

The Company also has the ability to enable non-management directors to participate in the long-term success of the Company through the grant of DSUs, which further aligns the interests between directors and shareholders.

The following table sets forth information concerning the compensation paid, awarded or earned by each non-NEO director for the fiscal year ended December 31, 2018.

Table 5: Non-NEO Director Compensation

Name ⁽¹⁾	Fees Earned ⁽²⁾ (\$)	Share-based Awards ⁽³⁾ (\$)	Option-Based Awards ⁽⁴⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Martín Carrizosa	50,000	30,204	75,104	–	–	–	155,308
James Gallagher ⁽⁶⁾	64,564	30,204	75,104	–	–	–	169,872
Stephen Gottesfeld ⁽⁶⁾	–	–	–	–	–	–	–
Claudia Jiménez	50,000	30,204	75,104	–	–	–	155,308
Paul J. Murphy	65,000	30,204	75,104	–	–	–	170,308
Christopher Sattler ⁽⁷⁾	62,526	30,204	75,104	–	–	–	167,834
Leon Teicher	200,000	45,306	75,104	–	–	–	320,410
Kenneth G. Thomas	90,000	45,306	75,104	–	–	–	210,410
Timothy A. Warman ⁽⁸⁾	8,917	30,204	75,104	–	–	–	114,225

⁽¹⁾ No compensation was paid to Mr. Sussman in his capacity as a director of the Company. For a summary of the compensation paid to Mr. Sussman in his capacity as an executive officer, see "Table 1: Summary Compensation".

⁽²⁾ Directors fees are set in U.S. dollars; however, currency of payment is dependent on director residency. Fees paid to Messrs. Gallagher, Murphy, Sattler, Teicher, Thomas and Warman are determined on an annual basis in U.S. dollars but paid quarterly in Canadian dollars based on the 90-day average closing rate of exchange reported by the Bank of Canada for the relevant period.

⁽³⁾ The fair value of share-based awards is calculated as at the date of grant based on the preceding five-day average closing price in Canadian dollars and converted to U.S. dollars based on the closing Bank of Canada rate on the grant date which was 1.2422.

⁽⁴⁾ The fair value of option-based awards is calculated as at the date of grant using the Black-Scholes Option Pricing Model. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. The Company employed the Black-Scholes Option Pricing Model to calculate the grant date fair value as it is a widely used and relatively objective methodology. The principal assumptions employed were the Common Share price, converted to U.S. dollars, on the individual grant dates which was 1.2460, an expected option term between 2.75 and 3.5 years, average volatility of 69% in 2018 and an average risk-free rate of return of 1.8% in 2018. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessarily provide a reliable measure of the fair value of the Common Share and option-based awards.

⁽⁵⁾ Mr. Gallagher resigned as a director of the Company on January 8, 2019.

⁽⁶⁾ As the Newmont Nominee to the Board, Mr. Gottesfeld does not receive director compensation in accordance with Newmont corporate policy.

⁽⁷⁾ Mr. Sattler was appointed Chair of the Corporate Governance, Nominating and Human Resources Committee effective February 21, 2018.

⁽⁸⁾ Mr. Warman resigned as a director of the Company on February 20, 2018.

Each year the Corporate Governance, Nominating and Human Resources Committee reviews the compensation provided to non-executive directors and recommends compensation for the ensuing year based on, among other things, general trends in director compensation, a review of director compensation at peer group companies and other market participants, overall corporate performance and other corporate imperatives. The Board reviews the recommendation of the Corporate Governance, Nominating and Human Resources Committee regarding the non-executive director compensation and makes a final determination. For the year ended December 31, 2018, non-executive directors of the Company were remunerated for their services as follows:

Table 6: Non-NEO Director Remuneration

Directors' Fees ⁽¹⁾	Annual Fee ⁽²⁾
Base Annual Retainer: Chairman of the Board ⁽³⁾	\$200,000
Base Annual Retainer: Non-executive directors ⁽⁴⁾	\$50,000
Additional Annual Retainer: Lead Director	\$25,000
Additional Annual Retainer: Committee Chair	\$15,000

⁽¹⁾ Does not include Mr. Sussman, CEO of the Company, whose compensation is set out in "Table 1: Summary Compensation" in this Circular.

⁽²⁾ Directors fees are set in U.S. dollars. Fees paid to Messrs. Gallagher, Murphy, Sattler, Teicher, Thomas and Warman are paid quarterly in Canadian dollars based on the trailing 90-day closing average rate of exchange reported by the Bank of Canada as of the date of payment.

⁽³⁾ The Chairman of the Board also serves as the Chair of the Community and Government Relations Committee, for which no additional fee is paid.

⁽⁴⁾ Stephen Gottesfeld, as the Newmont Nominee to the Board, does not receive compensation for his service in accordance with Newmont corporate policy.

All reasonable expenses incurred by a director in attending meetings of the Board, committee meetings or shareholder meetings, together with all expenses properly and reasonably incurred by any director in the conduct of Company business or in the discharge of his or her duties as a director, are paid by the Company.

Outstanding Option-Based and Share-Based Awards

The following table sets out, for each non-NEO director, the option-based awards and share-based awards outstanding as at December 31, 2018.

Table 7: Outstanding Option-Based and Share-Based Awards (Non-NEO Directors)

Name ⁽¹⁾	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price	Option expiration date	Value of unexercised in-the-money options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#) ⁽³⁾	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Martín Carrizosa	135,000	C\$2.30	April 19, 2021	–	10,000	16,499	–
	50,000	C\$3.30	June 29, 2021	–			
	50,000	C\$4.31	January 11, 2022	–			
	50,000	C\$3.96	January 15, 2023	–			
James Gallagher ⁽³⁾	70,000	C\$4.31	January 11, 2022	–	10,000	16,499	–
	50,000	C\$3.96	January 15, 2023	–			
Stephen Gottesfeld ⁽⁴⁾	–	–	–	–	–	–	–
Claudia Jiménez	300,000	C\$3.93	August 8, 2019	–	10,000	16,499	–
	50,000	C\$2.38	January 22, 2020	–			
	50,000	C\$2.05	April 20, 2020	7,333			
	50,000	C\$1.59	January 5, 2021	24,199			
	50,000	C\$4.31	January 11, 2022	–			
	50,000	C\$3.96	January 15, 2023	–			
Paul J. Murphy	40,000	C\$3.70	May 21, 2019	–	10,000	16,499	–
	25,000	C\$2.38	January 22, 2020	–			
	50,000	C\$1.59	January 5, 2021	24,199			
	50,000	C\$4.31	January 11, 2022	–			
	50,000	C\$3.96	January 15, 2023	–			
Christopher Sattler	58,000	C\$5.18	February 8, 2022	–	10,000	16,499	–
	50,000	C\$3.96	January 15, 2023	–			
Leon Teicher	300,000	C\$3.70	May 21, 2019	–	15,000	24,749	–
	100,000	C\$2.38	January 22, 2020	–			
	300,000	C\$2.05	April 8, 2020	43,998			
	50,000	C\$4.31	January 11, 2022	–			
	50,000	C\$3.96	January 15, 2023	–			
Kenneth G. Thomas	40,000	C\$3.70	May 21, 2019	–	15,000	24,749	–
	50,000	C\$2.38	January 22, 2020	–			
	75,000	C\$1.59	January 5, 2021	36,298			
	50,000	C\$4.31	January 11, 2022	–			
	50,000	C\$3.96	January 15, 2023	–			
Timothy A. Warman ⁽⁵⁾	40,000	C\$3.70	May 21, 2019	–	–	–	–
	50,000	C\$2.38	January 22, 2020	–			
	50,000	C\$1.59	January 5, 2021	24,199			
	50,000	C\$3.96	January 15, 2023	–			

⁽¹⁾ A summary of outstanding option-based and share-based awards for Mr. Sussman is disclosed under Table 2: "Option-based and Share-based Awards" above.

⁽²⁾ Based on the difference in value between the closing price of the Common Shares on the TSX on December 31, 2018 of C\$2.25 (converted to U.S. dollars using the closing exchange rate on December 31, 2018 of 0.7330 as reported by the Bank of Canada) and the exercise price of the stock options.

⁽³⁾ Mr. Gallagher resigned as a director of the Company on January 8, 2019.

⁽⁴⁾ As the Newmont Nominee to the Board, Mr. Gottesfeld does not receive director compensation in accordance with Newmont corporate policy.

⁽⁵⁾ Mr. Warman resigned as a director of the Company on February 20, 2018.

The following table sets forth, for each non-NEO director, the value of all incentive plan awards vested or earned during the year ended December 31, 2018.

Table 8: Value Vested/Earned (Non-NEO Directors)

Name ⁽¹⁾	Option-based awards - Value vested during the year ⁽²⁾ (\$)	Share-based awards - Value vested during the year ⁽³⁾ (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Martín Carrizosa	35,180	–	N/A
James Gallagher ⁽⁴⁾	–	–	N/A
Stephen Gottesfeld ⁽⁵⁾	–	–	N/A
Claudia Jiménez	17,324	–	N/A
Paul J. Murphy	17,324	–	N/A
Christopher Sattler	–	–	N/A
Kenneth G. Thomas	25,986	–	N/A
Leon Teicher	34,648	–	N/A
Timothy A. Warman	–	27,551 ⁽⁶⁾	N/A

⁽¹⁾ The value of incentive plan awards that vested during the fiscal year ended December 31, 2018 for Mr. Sussman is disclosed under Table 3: "Value Vested/Earned" above.

⁽²⁾ Calculated based on the closing price of the Common Shares on the TSX on the vesting date less the exercise price of the vested options multiplied by the number of vested options, converted to U.S. dollars at the average noon rate on the vesting date reported by the Bank of Canada.

⁽³⁾ Calculated based on the closing price of the Common Shares on the TSX on the vesting date and converted to U.S. dollars based on the closing rate reported by the Bank of Canada on the vesting date.

⁽⁴⁾ Mr. Gallagher resigned as a director of the Company on January 8, 2019.

⁽⁵⁾ As the Newmont Nominee to the Board, Mr. Gottesfeld does not receive director compensation in accordance with Newmont corporate policy.

⁽⁶⁾ Subsequent to his resignation as a director on February 20, 2018, Mr. Warman redeemed DSUs pursuant to the terms of the DSU Plan.

Share Ownership by Directors

All non-management directors are required to hold an equity interest in the Company to align their long-term interests with those of the shareholders. See “Statement of Corporate Governance Practices – Share Ownership Policy”.

Directors’ and Officers’ Liability Insurance

During 2018, the Company maintained a directors’ and officers’ liability insurance policy, providing coverage for costs incurred to defend and settle claims against directors and officers of the Company up to an annual aggregate limit of \$50,000,000. The annual premium paid in respect of this insurance is \$98,665. Generally, under this insurance, coverage is available to protect the individual directors and officers when they are not indemnified by the Company. It will also reimburse the Company for payments made under corporate indemnity provisions on behalf of its directors and officers as well as protection for the Company for securities claims. The policy contains certain exclusions. The Company does not intend to amend the annual limit of the policy for 2019.

Each current and former director and officer has an indemnity agreement with the Company where the Company indemnifies them from costs, charges and expenses they incur related to any civil, criminal, administrative, investigative or other proceeding they are made a party by reason of being or having been a director or officer of the Company, provided certain conditions are met.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or proposed nominee for election as a director of the Company, or any associate of any of the foregoing persons is, as at the date hereof, or has been, at any time since January 1, 2018, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity is, as at the date hereof, or has been, at any time since January 1, 2018, 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.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Board has confirmed the strategic objective of the Company is to develop existing projects and seek out and explore mineral-bearing deposits with the intention of developing and mining the deposit or proving the feasibility of mining the deposit for others.

National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”), along with other applicable regulatory requirements, form the regulatory framework for the Company’s corporate governance practices.

As a growing company, the Company’s corporate governance practices are expected to evolve while the Company increases its infrastructure and matures. The Company has reviewed its own corporate governance practices in light of the guidelines contained in NI 58-101 and believes that its approach to corporate governance is appropriate and effective for the Company and its shareholders at its current stage of development. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and matures.

Separation of the Roles of Chairman of the Board and CEO

Since the Amalgamation, the roles of the Chairman of the Board and CEO have been separate. In addition to being the primary liaison with the Chairman of the Board and the Board, the CEO’s role is to directly oversee the day-to-day operations of the Company, lead and manage the senior management of the Company and implement the strategic plans, risk management and policies of the Company. The Chairman of the Board and CEO work together to ensure that critical information flows to the full Board, that discussions and debate of key business issues are fostered and afforded adequate time and consideration, that consensus on important matters is reached and decisions, delegation of authority and actions are taken in such a manner as to enhance the Company’s business and functions. The Board currently believes that the separation of these two roles best serves the Company and its shareholders. In addition, on June 4, 2015, the Board appointed a Lead Director, in the absence of an independent Chairman of the Board.

The Board’s access to information relating to the operations of the Company, through the membership of the CEO on the Board and, as necessary, the attendance by other members of management at the request of the Board at Board or committee meetings, are key elements to the effective and informed functioning of the Board. The Board expects the Company’s management to take the initiative in identifying opportunities and risks affecting the Company’s business and finding ways to deal with these opportunities and risks for the benefit of the Company.

In addition to those matters which must by law be approved by the Board, management seeks Board approval for any transaction which is out of the ordinary course of business or could be considered a related party transaction.

Board of Directors

The Board is currently composed of eight directors. Form 58-101F1 – *Corporate Governance Disclosure* suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 52-110 – *Audit Committees* (“NI 52-110”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

Mr. Teicher was appointed Executive Chairman on April 1, 2015 and accordingly, is not an independent director; he reverted to non-executive Chairman on October 1, 2016. Mr. Thomas, an independent director, was appointed Lead Director on June 4, 2015. As Lead Director, Mr. Thomas assists the Chairman in overseeing operation of the Board, providing independent leadership to the Board and facilitating the functioning of the Board independently of the Company's management. Together with the Chairman, the Lead Director is responsible for the corporate governance practices of the Company.

A majority of the directors of the Company are independent, with two directors who are not independent under NI 52-110 for the following reasons:

- (1) Leon Teicher (Chairman), is, or has been within the last three years, an executive officer of the Company and accordingly is not considered "independent" as a result of his relationship. Under NI 52-110, assuming no changes in his position with the Company, Mr. Teicher is expected to meet the criteria of an independent director effective October 1, 2019; and
- (2) Ari B. Sussman (CEO) is, or has been within the last three years, an executive officer of the Company and accordingly is not considered "independent" as a result of this relationship.

The remaining six current directors - Martín Carrizosa, Stephen Gottesfeld, Claudia Jiménez, Paul J. Murphy, Christopher Sattler and Kenneth G. Thomas – are considered by the Board to be independent within the meaning of NI 52-110.

To facilitate the functioning of the Board independently of management, the following structures and processes are in place:

- a Lead Director has been appointed, in the absence of a non-independent Chairman of the Board;
- when appropriate, members of management are not present for the discussion and determination of certain matters at meetings of the Board;
- under the By-Laws, any director may call a meeting of the Board;
- the Audit Committee consists entirely of independent directors;
- the Corporate Governance, Nominating and Human Resources Committee consists entirely of independent directors; and
- in addition to the above standing committees of the Board, independent committees may be appointed from time to time, when appropriate.

Independent directors will, where necessary, hold separate meetings without management and any non-independent directors present.

The Company recognizes that its directors benefit from service on other boards of other companies, so long as such service does not significantly conflict with the interests of the Company. The Corporate Governance, Nominating and Human Resources Committee is obligated to evaluate the nature of and time involved in a director's service on other boards in determining the suitability of individual directors for election (or re-election). A director or executive officer of the Company with a material interest in any transaction or agreement is required to declare such interest to the Board, to ensure that directors exercise independent judgment in considering such transactions and agreements.

The following table sets forth the directors of the Company who currently hold directorships and/or committee positions with other reporting issuers:

Name of Director	Reporting Issuer
Martín Carrizosa	–
Stephen Gottesfeld ⁽¹⁾	–
Claudia Jiménez	–
Paul J. Murphy	Alamos Gold Inc. (TSX) (Chairman)
Christopher Sattler	–
Ari B. Sussman	–
Leon Teicher	Cementos Argos S.A. (Bolsa de Valores de Colombia) (Director; Member of the Audit, Finance and Risk Committee)
Kenneth G. Thomas	Cardinal Resources Limited (TSX) (Director; Chair of the Technical Committee)

⁽¹⁾ Mr. Gottesfeld is Executive Vice-President and General Counsel (but not a director) of Newmont Mining Corporation (NYSE); effective June 1, 2019, he will become Executive Vice President and Chief Sustainability and External Affairs Officer of Newmont.

Meetings of the Board

The Board generally meets a minimum of four times per year, at least every quarter. The directors generally meet without management at the end of each meeting of the Board. Further, the independent directors may hold an in-camera session without the non-independent directors or management present at each meeting of the Board unless such a session is considered unnecessary by the independent directors present. The Audit Committee meets at least four times per year; the Community and Government Relations Committee, the Corporate Governance, Nominating and Human Resources Committee, the Health, Safety, Environment and Technical Committee meet as deemed necessary. The frequency of the meetings and the nature of the meeting agendas are dependent upon the nature of the business and affairs which the Company faces from time to time. In addition, the Board conducts monthly operational and project development reviews with management and receives monthly operations reports.

Risk Management Oversight

The Board and management devote a significant amount of time to the identification, management, reporting and mitigation of risk. The Company manages its material business risks through the implementation and monitoring of various corporate and operational-level policies, such as the Company's policies on delegation of financial authority impose authorization limits for expenditures, financial commitments and other transactions for corporate and operational activities on the basis of an individual's position within the Company. Operational-level compliance with authorization limits and other accounting policies and financial controls is monitored by an internal controls manager based in the Company's Colombia corporate office, who reports directly to the Chairman of the Audit Committee. A description of the kinds of risks facing the Company can be found in the Company's most recent AIF which is available under the Company's profile at www.sedar.com.

The attendance record of each director, in their capacity as a director, for Board and standing committee meetings held in 2018 was as follows:

Director	Board Meetings Attended/Held	Audit Committee Meetings Attended/Held	Community and Government Relations Committee Meetings Attended/Held	Corporate Governance, Nominating and Human Resources Committee Meetings Attended/Held	Health, Safety and Environment Committee Meetings Attended/Held ⁽¹⁾	Technical Committee Meetings Attended/Held ⁽¹⁾
Martín Carrizosa	6/7	–	4/5	–	–	–
James Gallagher ⁽²⁾	6/7	–	–	–	5/5	5/5
Stephen Gottesfeld	7/7	5/5	–	–	–	–
Claudia Jiménez	7/7	–	5/5	6/6	–	–
Paul J. Murphy	7/7	4/5	–	6/6	–	–
Christopher Sattler	7/7	5/5	–	5/6 ⁽³⁾	–	4/5
Ari B. Sussman	7/7	–	5/5	–	5/5	–
Leon Teicher	6/7	–	5/5	–	5/5	–
Kenneth G. Thomas	7/7	–	–	6/6	5/5	5/5
Timothy A. Warman	1/7 ⁽⁴⁾	–	–	1/6 ⁽⁴⁾	–	–

⁽¹⁾ In January 2019, the Health, Safety and Environment Committee and the Technical Committee merged to form the Health, Safety Environment and Technical Committee.

⁽²⁾ Mr. Gallagher resigned as a director on January 8, 2019.

⁽³⁾ Mr. Sattler was appointed to the Corporate Governance, Nominating and Compensation Committee on February 20, 2018 and, therefore, only attended meetings that took place after that date.

⁽⁴⁾ Mr. Warman resigned as a director of the Company on February 20, 2018 and, therefore, was only present at meetings that took place prior to that date.

Mandate of the Board

The duties and responsibilities of the Board are:

- to supervise the management of the business and affairs of the Company; and
- to act with a view towards the best interests of the Company.

In discharging its mandate, the Board is responsible for the oversight and review of the development of, among other things:

- the strategic planning process of the Company;
- identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including appointing, training and monitoring senior management;
- a communications policy for the Company to facilitate communications with investors and other interested parties; and
- the integrity of the Company's internal control and management information systems.

The Board also has the mandate to assess the effectiveness of the Board as a whole, its committees and the contribution of individual directors. A copy of the mandate of the Board, setting out its mandate, responsibilities and the duties of its members is attached hereto as Appendix A to this Circular.

Strategic Planning Oversight

The Board requires management to conduct the business of the Company in accordance with its ongoing strategic plan and to meet or surpass the annual and long-term goals set by the Board in consultation with management. The Board reviews management's progress in meeting these expectations at regularly-scheduled quarterly Board meetings and actively raises issues and topics for discussion as part of this review process. Management presents strategic issues and updates the Board on execution of the Company's corporate strategy at every regularly-scheduled Board meeting or as may be necessary throughout the year.

Senior Management Succession Plan

The Board implemented a succession plan in 2016 for senior officers of the Company, including the CEO. The Plan includes a succession strategy for senior executive officers as well as other key positions in the Company. The Board is responsible for: ensuring there is an orderly succession plan for the position of CEO; reviewing and approving the succession planning for each senior executive officer; and ensuring that the CEO has a succession planning process in place for other key positions.

Position Descriptions

The Company has formalized written position descriptions for the non-executive Chairman, Lead Director, CEO and other executive officers to delineate their respective responsibilities. The role and responsibilities of the chair of each Board committee is delineated in the respective committee mandates. During 2019, the Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

Orientation and Continuing Education

The Company has implemented a formal orientation program for new Board members. As part of the Company's orientation program, new directors are given copies of all policies, codes and mandates. They are also provided with guidance concerning trading in Company securities, blackout periods and the Company's disclosure practices. Senior officers are made available to meet with new members to familiarize them with the Company's operations, programs and projects. Presentations made at these meetings, together with site visits, are intended to provide insight into the Company's business and familiarize new directors with the policies and programs they require to effectively perform their duties.

Ongoing director education is provided to directors through annual site visits, presentations from outside experts and consultants (such as anti-corruption training and responsibilities of directors on takeover bids), briefings from staff and management and reports on issues relating to the Company's projects and operations, sustainability and social matters, competitive factors, accounting and financial disclosure issues and other initiatives intended to keep the Board abreast of new developments and challenges that the Company may face. Analyst reports relating to the industry are distributed to directors regularly and selected press clippings covering the industry, actions by competitors and commodity issues are distributed as applicable. Additionally, historically, Board members have been nominated who are familiar with the Company and the nature of its business. The Corporate Governance, Nominating and Human Resources Committee, in conjunction with the Chairman, takes primary responsibility for the orientation and continuing education of directors and officers, including:

- as required, conducting regular discussions relating to corporate governance issues and directors duties, as well as applicable regulatory updates at Board meetings;
- reviewing and updating of Company policies as new rules or circumstances dictate.

All directors are expected to pursue educational opportunities as appropriate to enable them to perform their duties as directors.

Women on the Board and Director Term Limits

The Company believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance and performance and effective decision-making. Accordingly, the Board is committed to ensuring that its members are reflective of diverse professional experience, skills, knowledge and other attributes that are essential to the successful operation and achievement of the Company's plans and objectives. The Corporate Governance, Nominating and Human Resources Committee considered the level of representation of women in executive officer positions or on the Board and, in early 2018, recommended, and the Board adopted, a written Diversity Policy in that regard.

The Company does not support the adoption of quotas or targets regarding gender representation on the Board or in executive officer positions, but will promote its objectives through the initiatives set out in the Diversity Policy with a view to identifying and fostering the development of a suitable pool of candidates for nomination or appointment over time. To support the Company's Board diversity objectives, the Corporate Governance, Nominating and Human Resources Committee will, when identifying and considering the selection of candidates to nominate for election or re-election to the Board:

- consider individuals on merit against objective criteria, including experience, education and expertise, against the highest integrity and ethical standards and based on relevant general and sector specific knowledge;
- have due regard for the benefits of diversity and to the Company's current and future plans and objectives, which includes considering diversity criteria including gender, age, ethnicity, disability and geographical background of the candidate;
- consider the level of representation of women on the Board when making recommendations for nominees to the Board and in general regarding succession planning for the Board; and
- as required, engage qualified independent external advisors to assist the Board in conducting its search for director candidates that meet the Board's criteria regarding skills, experience and diversity to help achieve the Company's diversity goals.

The Company believes that having individuals in executive officer positions from diverse backgrounds promotes better innovation, performance and effective decision making. With respect to executive appointments, the Company recruits, manages and promotes on the basis of individual's competence, qualification, experience and performance, regardless of gender, age, ethnic origin, religion, sexual orientation or disability or the representation of women or other aspects of diversity in executive officer positions.

The Company will continue to monitor developments in the area of diversity and the Corporate Governance, Nominating and Human Resources Committee will annually review the process for ensuring that diversity criteria are considered in accordance with its policy when nominees to the Board are considered and with respect to hiring for executive positions.

There are eight directors nominated for election at the Meeting, one of whom is a woman; the Company has four executive officers, none of whom are women (being 11% of the directors and 0% of the executive officers, respectively). Of the Company's nine non-executive officers, four are women (being approximately 44% of the non-executive officers of the Company).

The Company has not instituted director term limits. The Company believes that in taking into account the nature and size of the Board and the Company, it is more important to have relevant experience than to impose set time limits on a director's tenure, which may create vacancies at a time when a suitable candidate cannot be identified and as such would not be in the best interests of the Company. In lieu of imposing term limits, the Company regularly encourages sharing of new perspectives through regularly scheduled Board meetings, meetings with only independent directors in attendance, as well as through continuing education initiatives. On a regular basis, the Company analyzes the skills and experience necessary for the Board and evaluates the need for director changes to ensure that the Company has highly knowledgeable and motivated Board members, while ensuring that new perspectives are available to the Board.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics (the "Code") for the directors, officers and employees of the Company. The Audit Committee is responsible for ensuring compliance with the Code and no waiver has ever been granted to a director or executive officer in connection therewith. The Code addresses several issues, including conflicts of interest, protection and proper use of Company assets and opportunities, confidentiality of Company information, fair dealing, compliance with laws and reporting of any illegal or unethical behaviour.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. The Company believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Company's directors, officers and employees.

A copy of the Code may be accessed under the Company's profile on SEDAR at www.sedar.com or on the Company's website at www.continentalgold.com.

Whistleblower Policy

The Company adopted a written Whistleblower Policy for the Company's directors, officers and employees that provides that concerns of employees regarding any potential or real wrongdoing in terms of accounting or auditing matters may be confidentially submitted to any member of the Board or the Audit Committee. The Whistleblower Policy governs the process through which employees and others, either directly or anonymously, can notify the Audit Committee of actual or potential violations or concerns. In addition, the Whistleblower Policy establishes a mechanism for responding to and keeping records of, complaints from employees and others regarding such actual or potential violations or concerns. The Audit Committee is responsible for establishing procedures for the confidential, anonymous submission by Company employees or others of concerns regarding questionable business conduct or accounting or auditing matters.

Anti-Corruption Policy

The Board has adopted a written Anti-Corruption Policy (the "ACP") for the Company's directors, officers and employees, to comply with applicable provisions of the Corruption of Foreign Public Officials Act of Canada ("CFPOA") and The Superintendence of Companies External Letter No. 100-000005 of Colombia ("External Letter 100") and to promote activities and initiatives that help to ensure the Company is not used as a means of corruption, bribery, money laundering and the financing of terrorism and other crimes. The ACP supplements the Code and applicable laws and provides guidelines for compliance with the CFPOA and External Letter 100 and Company policies applicable to the Company's international operations.

Shareholder Communication

The Company communicates regularly with its shareholders. While management is available to shareholders to respond to questions and concerns on a prompt basis, the CEO and CFO are currently primarily responsible for investor relations. The Board believes that management's communications with shareholders and the avenues available for shareholders and others interested in the Company to have their inquiries about the Company answered are responsive and effective.

Nomination of Directors and Compensation of Directors and Officers

The Corporate Governance, Nominating and Human Resources Committee (previously known as the Corporate Governance, Nominating and Compensation Committee), composed entirely of independent directors, has oversight of all Board corporate governance matters and undertakes the process for recruitment and review of nominees for the Board. The recruitment of new directors has generally resulted from recommendations made by directors and shareholders in a process which is managed by the Corporate Governance, Nominating and Human Resources Committee. The assessment of the contributions of individual directors has principally been the responsibility of the Board.

The current members of the Corporate Governance, Nominating and Human Resources Committee are Christopher Sattler (Chair), Claudia Jiménez, Paul J. Murphy and Kenneth G. Thomas. Mr. Warman was Chair of the Corporate Governance, Nominating and Human Resources Committee until his resignation as a director on February 20, 2018. Mr. Sattler was appointed a member and Chairman of the Corporate Governance, Nominating and Human Resources Committee on February 20, 2018.

The identification and recommendation to the Board of nominees as candidates for election as directors is the responsibility of the Corporate Governance, Nominating and Human Resources Committee. The process by which the Corporate Governance, Nominating and Human Resources Committee identifies the need for new candidates includes: reviewing on a periodic basis the

size and composition of the Board and ensuring that an appropriate number of independent directors sit on the Board; annually reviewing the performance and qualifications of existing directors in connection with their re-election; assessing the effectiveness of the Board as a whole, committees of the Board and contributions of individual directors; establishing qualifications and skills necessary for members of the Board and procedures for identifying possible nominees who meet these criteria; establishing an appropriate review selection process for new nominees to the Board; and analyzing the needs of the Board when vacancies arise and identifying and recommending nominees who meet such needs.

The Corporate Governance, Nominating and Human Resources Committee also, among other things, recommends appropriate compensation for the Company's directors, officers and employees. Appropriate compensation is determined through a process involving periodic and annual reports from the Corporate Governance, Nominating and Human Resources Committee on the Company's overall compensation and benefits philosophies.

The Corporate Governance, Nominating and Human Resources Committee's responsibilities include reviewing and making recommendations to the directors regarding any equity or other compensation plan and the total compensation package of the CEO, considering and approving the recommendations of the CEO regarding the total compensation packages for the other officers of the Company and members of the Board and assisting with preparing and reviewing annually the executive compensation disclosure to be included in the Company's management information circular.

The purpose of the Corporate Governance, Nominating and Human Resources Committee, includes, among other things, making recommendations to the Board relating to the compensation of:

- the members of the Board to ensure that good governance practices are adhered to in making recommendations for the compensation of members of the Board;
- the CEO; and
- members of senior management of the Company.

See also "Compensation Discussion and Analysis".

Community and Government Relations Committee

The current members of the Community and Government Relations Committee are Leon Teicher (Chairman), Martín Carrizosa, Claudia Jiménez and Ari Sussman.

The primary function of the Community and Government Relations Committee is to assist the Company and the Board in fulfilling their respective obligations relating to community and government relations concerning the Company, including their oversight responsibilities with respect to:

- developing and implementing the Company's community, government relations and corporate social responsibility policies, programs and activities;
- monitoring the effectiveness of community, government relations and corporate social responsibility programs and activities;
- receiving updates from management with respect to community, government relations and corporate social responsibility matters;
- monitoring current and future regulatory issues relating to community, government relations and corporate social responsibility matters; and
- making recommendations to the Board, where appropriate, on significant matters pertaining to community and government relations and corporate social responsibility.

In 2018, the Community and Government Relations Committee oversaw the following, among other things, relating to the Company's material mineral property: (1) the Company's ongoing relationship and communications with the municipal, departmental and national levels of government in Colombia, (2) illegal mining; (3) government intervention related to illegal mining; (4) formalization of small-scale miners; and (5) community relations and sustainability initiatives.

Health, Safety, Environment and Technical Committee

In January 2018, the Board separated the Health, Safety, Environment and Technical Committee into two committees: the Health, Safety and Environment Committee and the Technical Committee due to the increased focus on health and safety and technical aspects of developing the Buriticá Project. Effective January 2019, the two committees were once again merged to form the Health, Safety, Environment and Technical Committee. The members of the Health, Safety, Environment and Technical Committee are: Kenneth Thomas (Chair), Christopher Sattler, Ari Sussman and Leon Teicher.

The primary function of the Health, Safety, Environment and Technical Committee is to assist the Company and the Board in fulfilling their respective obligations relating to health, safety, environmental and technical matters concerning the Company, including its oversight responsibilities with respect to:

- developing and implementing the Company's health, safety, environmental and technical policies and programs;
- monitoring the implementation of compliance systems;
- monitoring the effectiveness of health, safety, environmental and technical programs and systems and monitoring processes;
- receiving audit results and updates from management with respect to the performance of the health, safety, environmental and technical policies;
- monitoring current and future regulatory issues relating to health, safety, environmental and material technical matters;

- monitoring the technical studies and evaluations of the Company's properties;
- monitoring the execution of exploration, development and construction plans, programs and activities;
- monitoring the safety aspects of security controls, standards, policies and procedures at the Company's properties; and
- making recommendations to the Board, where appropriate, on significant matters pertaining to health, safety, environmental and technical matters.

Health, Safety and Environment Committee

In 2018, the members of the Health, Safety and Environment Committee were: James Gallagher (Chairman), Ari Sussman, Leon Teicher and Kenneth Thomas. Timothy A. Warman was a member of the Health, Safety and Environment Committee until his resignation as a director on February 20, 2018. As noted above, effective January 2019, the Health, Safety and Environment Committee and the Technical Committee merged to form the Health, Safety, Environment and Technical Committee.

The primary function of the Health, Safety and Environment Committee was one of oversight with respect to:

- the development and implementation of the Company's health, safety and environmental policies and programs;
- the implementation of compliance systems;
- the effectiveness of health, safety and environmental programs, systems and monitoring processes;
- health, safety and environmental performance of the Company;
- current and future regulatory issues relating to health, safety and environmental matters; and
- health, safety and environmental aspects of security controls, standards, policies, and procedures at the Company's properties.

In 2018, the Company significantly improved its occupational health and safety programs, policies and practices throughout the organization with positive results, including through the monitoring of the Company's health and safety record and health and safety prevention activities. The Company's efforts and commitment to health and safety continue to be a primary focus.

Technical Committee

In 2018, the members of the Technical Committee were: Kenneth Thomas (Chairman), James Gallagher and Christopher Sattler. Timothy A. Warman was a member of the Technical Committee until his resignation as a director on February 20, 2018. As noted above, effective January 2019, the Health, Safety and Environment Committee and the Technical Committee merged to form the Health, Safety, Environment and Technical Committee.

The primary function of the Technical Committee was one of oversight with respect to:

- the Company's activities related to the permitting of its operations, development projects and exploration activities and monitoring key legislation, regulations and government policies that may impact on the Company's business strategy and activities related to technical matters;
- the Company's overall process relating to reporting on the quantity and quality of its mineral reserves and resources;
- technical studies and evaluations of the Company's properties;
- the execution of material exploration, operating, development and technical activities, including construction plans and programs; and
- the Company's material activities related to new projects, project development and the closure of mine/exploration sites.

In 2018, the Technical Committee was focused on development/construction progress at the Buriticá Project, including attending at site periodically during the year to view progress and meeting, as necessary, with engineering and procurement and construction managers.

Audit Committee

The Audit Committee consists entirely of independent directors. The Audit Committee provides assistance to the Board in fulfilling its oversight responsibilities with respect to the integrity of the Company's financial statements and financial reporting process, the Company's systems of internal financial controls and disclosure controls established by management. The external auditor of the Company reports directly to the Audit Committee.

The Audit Committee of the Board is principally responsible for:

- recommending to the Board the external auditor to be nominated for election by the shareholders at each annual general meeting and negotiating the compensation of such external auditor;
- overseeing the work of the external auditor;
- reviewing the Company's annual and interim consolidated financial statements, management's discussion and analysis and press releases regarding earnings, if any, before they are reviewed and approved by the Board and publicly disseminated by the Company; and
- reviewing the Company's financial reporting procedures to ensure adequate procedures are in place for the Company's public disclosure of financial information extracted or derived from its financial statements.

The current members of the Audit Committee are Paul J. Murphy (Chairman), Stephen Gottesfeld and Christopher Sattler. Timothy A. Warman was a member of the Audit Committee until his resignation as a director on February 20, 2018.

The following is a brief summary of the Audit Committee's activities in and for the fiscal year ended December 31, 2018:

- reviewed and approved, or recommended to the Board in the case of the annual statements, the Company's quarterly and annual consolidated financial statements, including the notes thereto and the related management's discussion and analysis. These reviews included a discussion of matters required or recommended to be disclosed under International Financial Reporting Standards (IFRS) and securities regulations and laws;
- received regular updates from management with respect to any changes in accounting principles, practices or policies and discussed with management and the external auditor their applicability and impact on the Company's business;
- reviewed the adequacy of the Whistleblower Policy and reporting line to ensure employees, contractors, members of the community and stakeholders can report, on a confidential and anonymous basis, accounting, auditing, financial reporting and disclosure practices they find questionable;
- worked closely with the internal audit team on implementation of, and results from, the annual internal audit plan;
- obtained assurances from management and the auditor that the Company is in full compliance with legal and regulatory requirements related to financial reporting, including 52-109 practices; and
- based on this information, the Audit Committee recommended to the Board that the 2018 audited annual consolidated financial statements be approved.

The Audit Committee oversaw the work of the external auditor, including:

- reviewing with the auditor the overall scope, the audit plans and results and all matters pertaining to professional auditing guidelines and standards in Canada, Bermuda and Colombia;
- met privately, without any members of management present, with the external auditor to discuss the scope of their work, their relationship with management and internal audit;
- receiving the written disclosures from the auditor as recommended by the Canadian Institute of Chartered Accountants;
- reviewing, with the auditor, the independence of the auditor including the receipt of the auditor's written assurance of its independent relationship with the Company and a review and pre-approval of non-audit services provided to the Company and its subsidiaries;
- requiring prior approval of all services provided by the auditor;
- approving the fees payable to the auditor; and
- reviewing the overall performance of the auditor.

Further information regarding the Company's Audit Committee is contained in the Company's annual information form for the year ended December 31, 2018 ("AIF") under the heading "Audit Committee". A copy of the Audit Committee mandate is attached to the AIF as Schedule A. The AIF is available under the Company's profile on SEDAR at www.sedar.com.

Other Board Committees

During 2018, the Company formed special committees of independent directors in connection with the review and approval of capital budget expenditures and investigation of security incidents on or around Company projects. The Board also formed ad hoc committees as necessary to review specific issues.

As at April 15, 2019, there were no other standing Board committees other than the Audit Committee, the Community and Government Relations Committee, the Corporate Governance, Nominating and Human Resources Committee and the Health, Safety, Environment and Technical Committee.

Assessments

Currently the Board is responsible for monitoring and assessing its effectiveness and the performance of individual directors and its committees, including reviewing the Board's decision-making processes and the quality of information provided by management and, among other things:

- overseeing strategic planning;
- monitoring the performance of the Company's assets;
- evaluating the principal risks and opportunities associated with the Company's business and overseeing the implementation of appropriate systems to manage these risks;
- approving specific acquisitions and divestitures;
- evaluating the performance of senior management of the Company; and
- overseeing the Company's internal control and management information systems.

The Corporate Governance, Nominating and Human Resources Committee generally conducts an annual assessment of the directors, using a questionnaire to give important feedback on the effectiveness and contribution of individual directors, the Board committees and the Board overall. The Corporate Governance, Nominating and Human Resources Committee then tabulates the results and recommends any changes for the coming year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction of the Company since January 1, 2018 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

Newmont Convertible Debenture

Stephen Gottesfeld, current and proposed director of the Company, is currently the Executive Vice President and General Counsel of Newmont and is the nominee of Newmont pursuant to the investment agreement entered into with Newmont.

In March 2019, the Company closed a \$75 million convertible debenture financing with third party investors, including Newmont which subscribed for the Newmont Debenture in the amount of \$50 million. The Newmont Debenture matures on May 15, 2024 and has interest of 5%, payable semi-annually, beginning on September 15, 2019. The Newmont Debenture is convertible into Common Shares, at the holder's option, based on a conversion price of C\$3.00 per share. Additional information regarding the Newmont Debenture can be found in the "Particulars of Matters to be Acted Upon - Debenture Conversion Disinterested Shareholder Approval - Material Terms of Newmont Debenture" section of the Circular.

OTHER BUSINESS

At the time of printing of this Circular, management of the Company is not aware of any matters to come before the Meeting other than those referred to in the Notice of Meeting. 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 Circular to vote on such matters in accordance with their best judgment on such matters.

SHAREHOLDER PROPOSALS

Pursuant to Section 99(5) of the *Business Corporations Act* (Ontario), any notice of a shareholder proposal intended to be raised at the annual general meeting of shareholders of the Company to be held during 2020 must be submitted to the Company at its registered office, on or before April 6, 2020 to be considered for inclusion in the management information circular for that annual general meeting of shareholders.

ADDITIONAL INFORMATION

Additional information relating to the Company and its business activities is available under the Company's profile on SEDAR at www.sedar.com. Following the Meeting, the voting results for each item on the form of proxy will be available under the Company's profile on SEDAR at www.sedar.com. The Company's financial information is provided in the Company's audited annual consolidated financial statements and related management's discussion and analysis for the most recently completed financial year, which may be viewed on SEDAR as noted above. Shareholders may also request copies of these documents, free of charge, by phone toll-free at 1-877-273-8228 or by email at info@continentalgold.com.

APPROVAL

The contents of this Circular and its distribution to the shareholders have been approved by the Board.

DATED the 15th day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Ari Sussman

Ari Sussman
Director and Chief Executive Officer

APPENDIX A
CONTINENTAL GOLD INC.
BOARD OF DIRECTORS MANDATE

The Board of Directors (the “Board”) assumes responsibility for the stewardship of Continental Gold Inc. (the “Company”) and for the supervision of the management of the business and affairs of the Company. The Board will conduct the procedures, and manages the responsibilities and obligations set out below, either directly or through committees of the Board, presently consisting of the Audit Committee, the Corporate Governance, Nominating and Human Resources Committee, the Health, Safety and Environment Committee, the Technical Committee and the Community and Government Relations Committee. The Board will, however, retain its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

1. COMPOSITION

- (a) A majority of the directors shall be “independent” directors within the meaning of applicable securities laws, instruments, rules and policies, stock exchange and regulatory requirements (collectively “applicable law”).
- (b) The directors of the Company will be elected at the annual general meeting of the shareholders of the Company and shall serve no longer than the close of the next annual general meeting of shareholders, subject to re-election at that meeting.
- (c) Nominees for membership on the Board will be recommended to the Board by the Corporate Governance, Nominating and Human Resources Committee. The Board will then recommend the nominees to the shareholders for election at the annual general meeting. In selecting nominees as new directors, the Corporate Governance, Nominating and Human Resources Committee will assess the ability to contribute to the effective oversight of management of the Company, taking into account the needs of the Company and the individual’s background, experience, perspective, skills and knowledge that is appropriate and beneficial to the Company.
- (d) A quorum of directors may fill vacancies in existing or new director positions to the extent permitted by applicable law and the by-laws of the Company. Directors so appointed by the Board will serve only until the next annual general meeting unless re-elected by the shareholders at that time.

2. MEETINGS

- (a) The Board will have at least four regularly scheduled meetings in each financial year of the Company. Prior to the end of each year, the Secretary will propose a schedule of Board meetings for the following calendar year for consideration by the Board. Additional meetings may be held from time to time as necessary or appropriate.
- (b) The Chairman and the Chief Executive Officer (the “CEO”) are responsible for establishing the agenda for each meeting of the Board. Prior to each Board meeting, the Chairman and the CEO will discuss agenda items for the meeting. Materials for each meeting should be distributed to the Board in advance of the meeting.
- (c) The independent directors (in this context meaning directors who are not also senior officers and, if non-independent within the meaning of applicable laws, the Chairman) will hold an in-camera session without the non-independent directors or management present at each meeting of the Board unless such a session is considered not necessary by the independent directors present. The Chairman, if independent (and if not independent, the Lead Director, if any), will chair the in-camera sessions. If the Chairman is not independent and a Lead Director has not been appointed, the independent directors shall appoint a chairman to chair the in-camera sessions.

3. CHAIRMAN

- (a) The Chairman’s primary role is to take overall responsibility for the effective functioning of the Board, acting as a liaison between management and the Board, and attending to or assisting with all such matters that may be reasonably requested by the Board or management of the Company.
- (b) Without limiting the foregoing, and in addition to the Chairman’s responsibilities as a director of the Company, the Chairman is responsible for the following:
 - (i) lead, manage and organize the Board, consistent with the approach to corporate governance adopted by the Board from time to time;
 - (ii) preside as chair at all meetings of the Board and shareholders;
 - (iii) set the agenda of the Board and shareholders’ meetings;
 - (iv) confirm that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently from management;
 - (v) chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decisions is reached and accurately recorded;
 - (vi) if independent, chair in camera sessions at the end of Board meetings;
 - (vii) confirm that Board functions are delegated to appropriate committees and that the functions are carried out and the results reported to the Board;

- (viii) together with the Chief Executive Officer, approach potential candidates for Board membership, once candidates have been identified and selected by the Corporate Governance, Nominating and Human Resources Committee, to explore their interest in joining the Board;
- (ix) act as a liaison between the Board and senior management, encouraging effective communication between the Board and the Chief Executive Officer;
- (x) consistently encourage effective communication between the Board and the Chief Executive Officer, and confirm that the Board and senior management understand their respective responsibilities and respect the boundary between them;
- (xi) confirm proper and timely document filings and fulfillment of disclosure requirements under applicable legislation, including working with the Company's external counsel and other outside advisors when necessary;
- (xii) confirm that the Board and its committees have the necessary resources to carry out their responsibilities, in particular, timely and relevant information;
- (xiii) work with the Chief Executive Officer, the Chair of the Corporate Governance, Nominating and Human Resources Committee and the Corporate Secretary to further the creation of a healthy governance culture within the Company;
- (xiv) together with the Corporate Governance, Nominating and Human Resources Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) and the contribution of individual directors to the effectiveness of the Board is assessed at least annually;
- (xv) at the request of the Chief Executive Officer, represent the Company to shareholders and external stakeholders, including local community groups, government, and non-governmental organizations; and
- (xvi) perform any such other duties as the Board may delegate from time to time.

4. LEAD DIRECTOR

- (a) The Board will appoint a Lead Director in circumstances in which the Chairman of the Board is not considered independent under applicable laws, in order to provide independent leadership to the Board and for the other purposes set forth below.
- (b) The Corporate Governance, Nominating and Human Resources Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board. The Board will be responsible for approving and appointing the Lead Director.
- (c) The Lead Director will hold office at the pleasure of the Board, until a successor has been duly elected or appointed or until the Lead Director resigns or is otherwise removed from the office by the Board.
- (d) The Lead Director will provide independent leadership to the Board and will facilitate the functioning of the Board independently of the Company's management. Together with the Chair of the Corporate Governance, Nominating and Human Resources Committee, the Lead Director will be responsible for overseeing the corporate governance practices of the Company.
- (e) The Lead Director will:
 - (i) coordinate the activities of the independent directors;
 - (ii) preside at all meetings and in camera sessions of independent directors, and communicate the results of such meetings to the Chairman and Chief Executive Officer, as appropriate;
 - (iii) call meetings of the independent directors, as appropriate;
 - (iv) ensure that the Board works as a cohesive team with open communication and that Board meetings are conducted in a manner that promotes meaningful discussion;
 - (v) serve as liaison between the Chairman, Chief Executive Officer and the independent directors;
 - (vi) review the agenda for Board meetings to ensure that the agenda enables the Board to successfully carry out its duties and that the Board has sufficient time for discussion of all agenda matters;
 - (vii) serve as an independent leadership contact for all independent directors consistent with the approach to corporate governance adopted by the Board from time to time;
 - (viii) correspond or meet, if needed, with shareholders or other stakeholders regarding communications directed to the independent directors of the Board and coordinate with others as appropriate with respect to independent directors matters;
 - (ix) provide support to the Chairman, Chief Executive Officer, the Chair of the Corporate Governance, Nominating and Human Resources Committee and the Corporate Secretary, as needed, to further the creation of a healthy governance culture within the Company;
 - (x) promote best practices and high standards of corporate governance;
 - (xi) review the expense reports of the Chairman; and
 - (xii) perform any such other duties and responsibilities as the Board may delegate from time to time.

5. BOARD COMMITTEES

- (a) The Board may establish such committees as it deems appropriate and delegate to them such authority permitted by applicable law and the Company's by-laws as the Board sees fit.

- (b) The committees will operate in accordance with applicable law, their respective mandates as adopted and amended from time to time by the Board, and the applicable rules of securities regulatory authorities and stock exchanges.
- (c) The Board has established the following standing committees to assist the Board in discharging its responsibilities: the Audit Committee, the Corporate Governance, Nominating and Human Resources Committee, the Health, Safety and Environment Committee, the Technical Committee and the Community and Government Relations Committee. Special committees will be established from time to time to assist the Board in connection with specific matters. The chair of each committee will report to the Board following meetings of the particular committee. The mandates and terms of reference of each standing committee will be reviewed annually by the Board.
- (d) All of the members of the Audit Committee and the Corporate Governance, Nominating and Human Resources Committee, and a majority of the members of the Health, Safety and Environment Committee and the Technical Committee, shall be directors whom the Board has determined are “independent”, taking into account applicable rules and regulations of securities regulatory authorities and stock exchanges.

6. RESPONSIBILITIES

- (a) The Board discharges its responsibility for supervising the management of the business and affairs of the Company by delegating the day-to-day management of the Company to senior officers. The Board relies on senior officers to keep it apprised of all significant developments affecting the Company and its operations.
- (b) The Board will conduct the procedures and manage the following responsibilities and obligations either directly or through committees of the Board.

Oversight of Management and the Board

- (c) The Board is responsible for the appointment and replacement, of senior officers of the Company. The Board will ensure that appropriate succession planning, including the appointment, training and monitoring of the senior officers of the Company and members of the Board, is in place.
- (d) The Board is responsible for satisfying itself as to the integrity of the CEO and the other senior officers of the Company and that the CEO and the other senior officers create a culture of integrity throughout the Company. The Board is responsible for developing and approving goals and objectives which the CEO is responsible for meeting.
- (e) The Board will annually consider what additional background, experience, skills and competencies would be helpful to and ensure the diversity of the Board, with the Corporate Governance, Nominating and Human Resources Committee (with the assistance of individual directors from time to time) being responsible for identifying specific candidates for consideration for appointment to the Board.
- (f) The Board will consider, from time to time, the appropriate size of the Board to facilitate effective decision-making. Any shareholder may propose a nominee for election to the Board either by means of a shareholder proposal upon compliance with the requirements of the *Business Corporations Act* (Ontario) (the “OBCA”), or such other statute applicable to the Company from time to time, and the Company’s by-laws or at the annual meeting in compliance with the requirements of the OBCA and the Company’s by-laws. The Board also recommends the number of directors on the Board to shareholders for approval, subject to compliance with the requirements of the OBCA and the Company’s by-laws. Between annual meetings, the Board may appoint directors to serve until the next annual meeting, subject to compliance with the requirements of the OBCA.

Financial Matters

- (g) The Board is responsible for monitoring the financial performance and other financial reporting matters. In particular, the Board shall approve the interim and audited consolidated financial statements and the notes thereto and the Company’s management discussion and analysis with respect to such financial statements. Such approval process shall include the following:
 - (i) overseeing, primarily through the Audit Committee, the accurate reporting of the financial performance of the Company to its shareholders on a timely and regular basis;
 - (ii) overseeing, primarily through the Audit Committee, that the financial results are reported fairly and in accordance with international financial reporting standards; and
 - (iii) ensuring, primarily through the Audit Committee, the integrity of the internal control and management information systems of the Company.
- (h) The review and approval of the interim consolidated financial statements and the notes thereto and the Company’s management discussion and analysis with respect to such financial statements may be conducted by the Audit Committee.
- (i) The Board will review the annual information form, management information circular and annual report of the Company.
- (j) The Board, primarily through the Audit Committee, monitors and ensures the integrity of the internal controls and procedures (including adequate management information systems) within the Company and its financial reporting procedures.

Business Strategy

- (k) The Board has primary responsibility for the development and adoption of the strategic direction of the Company. The Board reviews with management from time to time the financing environment (including, without limitation, previous metal prices, the relative demand for the Company's shares, and the Company's needs for and opportunities to raise capital), the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Company. The Board reviews and approves the Company's financial objectives, plans and actions, including significant capital allocations and expenditures.
- (l) The Board monitors corporate performance, including assessing operating results to evaluate whether the business is being properly managed. The Board is responsible for considering appropriate measures if the performance of the Company falls short of its goals or if other special circumstances warrant.
- (m) The Board has oversight responsibility for reviewing systems for managing the principal risks of the Company's business and ensures that there are appropriate systems put in place to manage these risks, including insurance coverage, conduct of material litigation and the effectiveness of internal controls.
- (n) The Board reviews and approves the budget on an annual basis, including the spending limits and authorizations, as recommended by the Audit Committee, and reviews updates to the budget, including summaries of any variances from the budget on a quarterly basis.
- (o) The Board is responsible for establishing and reviewing from time to time a dividend policy for the Company.
- (p) The Board will monitor, primarily through the Health, Safety and Environment Committee, matters relating to health, safety and the environment and compliance with applicable law and regulations in such areas.
- (q) The Board reviews and approves material transactions not in the ordinary course of business.

Communications and Reporting to Shareholders

- (r) The Board is responsible for overseeing the continuous disclosure program of the Company with a view to satisfying itself that procedures are in place to ensure that material information is disclosed accurately and in a timely fashion.
- (s) The Board approves a disclosure policy that includes a framework for compliance with continuous disclosure obligations and communications to the investing public and review such policy on an annual basis.

Corporate Governance

- (t) The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.
- (u) The Board is responsible for reviewing the compensation of members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interests of each such individual with those of the Company. Such review may be conducted by the Corporate Governance, Nominating and Human Resources Committee.
- (v) The Board is responsible for assessing its own effectiveness in fulfilling its mandate and evaluating the relevant disclosed relationships of each independent director, as well as establishing an annual process whereby Board members are required to assess their own effectiveness as directors and the effectiveness of committees of the Board.
- (w) The Board is responsible for developing, primarily through the Corporate Governance, Nominating and Human Resources Committee, the Company's approach to corporate governance principles and guidelines that are specifically applicable to the Company.
- (x) The Board is responsible for ensuring appropriate standards of corporate conduct including, adopting a corporate code of ethics for all employees, senior management, officers and directors and, primarily through the Audit Committee, monitoring compliance with such code, if appropriate.
- (y) The Board, together with the Corporate Governance, Nominating and Human Resources Committee, is responsible for providing an orientation and education program for new directors which deals with:
 - (i) the role of the Board and its committees;
 - (ii) the nature and operation of the business of the Company; and
 - (iii) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. In addition, the Board, together with the Corporate Governance, Nominating and Human Resources Committee, is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their skills and competencies and ensure that their knowledge of the business of the Company remains current, at the request of any individual director.

General

(z) The Board is responsible for:

- (i) approving and monitoring compliance with all significant policies and procedures within which the Company operates;
- (ii) approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations and to appropriate ethical and moral standards;
- (iii) implementing the appropriate structures and procedures to ensure that the board functions independently of management;
- (iv) enforcing obligations of the directors respecting confidential treatment of the Company's proprietary information and Board deliberations;
- (v) performing such other functions as prescribed by applicable law or assigned to the Board in the Company's governing documents.

7. OUTSIDE ADVISORS

The Board may at any time retain outside financial, legal or other advisors at the expense of the Company. Any director may, subject to the approval of the Corporate Governance, Nominating and Human Resources Committee, retain an outside financial, legal or other advisor at the expense of the Company.

8. FEEDBACK

The Board welcomes input and comments from shareholders of the Company relating to this mandate. Such input and comments may be sent to the Board at the address of the Company.

9. ACCOUNTABILITIES OF INDIVIDUAL DIRECTORS

The accountabilities set out below are meant to serve as a framework to guide individual directors in their participation on the Board, with a view to enabling the Board to meet its duties and responsibilities. Principal accountabilities include:

- (a) assuming a stewardship role, overseeing the management of the business and affairs of the Company;
- (b) maintaining a clear understanding of the Company, including its strategic and financial plans and objectives, emerging trends and issues, significant strategic initiatives and capital allocations and expenditures, risks and management of those risks, internal systems, processes and controls, compliance with applicable laws and regulations, governance, audit and accounting principles and practices;
- (c) absent a compelling reason, attending every meeting of the Board and of all Board committees on which they serve, and actively participating in deliberations and decisions. When attendance is not possible, a director should become familiar with the matters to be covered at the meeting. Although the Board recognizes that, on occasion, circumstances may prevent a director from attending meetings, directors are expected to ensure that other commitments do not materially interfere with the performance of their duties. Subject to extenuating circumstances (such as illness, for example), directors are expected to attend a minimum of 75% of regularly scheduled Board and committee meetings. Directors should also make reasonable efforts to attend the annual meeting of shareholders of the Company;
- (d) to prepare for meetings, reviewing the materials that are distributed in advance of those meetings, and requesting, where appropriate, information that will allow the director to properly participate in the Board's deliberations, make informed business judgments, and exercise oversight;
- (e) preventing personal interests from conflicting with, or appearing to conflict with, the interests of the Company and disclosing details of such interests, should they arise; and
- (f) acting in an appropriate ethical manner and with integrity in all professional dealings.

10. MANDATE REVIEW

The Board will annually review and reassess the adequacy of this Mandate.

11. ADOPTION

This Mandate for the Board was adopted by the Board effective January 15, 2018.

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