



# Eurasian Minerals Inc.

## MANAGEMENT INFORMATION CIRCULAR

(As at March 27, 2014 (the “Record Date”), and in Canadian dollars, except where indicated)

### PERSONS MAKING THIS SOLICITATION OF PROXIES

**This Management Information Circular (“Circular”) is provided in connection with the solicitation by management of Eurasian Minerals Inc. (the “Corporation”) of proxies (“Proxies”) from registered shareholders and voting instruction forms (“VIFs”) from the holders of common shares without par value of the Corporation (“Common Shares”) in respect of the annual and special general meeting of shareholders (the “Meeting”) to be held at the time and place and for the purposes set out in the accompanying notice of meeting (the “Notice of Meeting”).**

Although it is expected that the solicitation of Proxies and VIFs will be primarily by mail, Proxies and VIFs may also be solicited personally or by telephone, facsimile or other solicitation services. In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian securities administrators (“**NI 54-101**”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to forward the Notice of Meeting Proxies and VIFs to the beneficial owners of the Common Shares held of record by such parties. The Corporation may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of Proxies and VIFs will be borne by the Corporation.

The Corporation has given notice of the Meeting in accordance with NI 54-101, pursuant to which it has sent the Notice of Meeting and the Proxy or VIF, but not this Circular, directly to its registered shareholders and those non-registered (beneficial) shareholders that have consented to allow their addresses to be provided to the Corporation (“**NOBOs**”). The Corporation does not intend to pay for intermediaries such as stockbrokers, securities dealers, banks, trust companies, trustees and their agents and nominees (“**Intermediaries**”) to forward the Notice of Meeting and VIF to those beneficial shareholders that have refused to allow their address to be provided to the Corporation (“**OBOs**”). Accordingly, OBOs will not receive the Notice of Meeting and VIF unless their respective Intermediaries assume the cost of forwarding such documents to them. Instead of mailing this Circular to shareholders, the Corporation has posted the Circular on its website pursuant to the ‘Notice and Access’ procedures of NI 54-101. Shareholders may request a paper copy of this Circular be sent to them by contacting the Corporation as set out under ‘Additional Information’ at the end of this Circular.

### APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES AND VIFS

Only persons registered as Shareholders in the Corporation’s Central Security Register maintained by its registrar and transfer agent or duly appointed proxyholders of registered Shareholders (“**Proxyholders**”) will be recognized or may make motions or vote at the Meeting.

The persons named (the “Management Designees”) in the enclosed Proxy or VIF have been selected by the board of directors of the Corporation (the “Board”) and have agreed to represent as Proxyholder the shareholders appointing them.

**A shareholder has the right to designate a person (whom need not be a shareholder and, for a VIF, can be the appointing shareholder) other than the Management Designees as their Proxyholder to represent them at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Proxy or VIF the name of the person to be designated and by deleting therefrom the names of the Management Designees or, if the shareholder is a registered shareholder, by completing another proper form of Proxy and delivering the Proxy or VIF in accordance with its instructions.** Such shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as Proxyholder and provide instructions on how their Common Shares are to be voted. The nominee should bring personal identification with them to the Meeting.

A Shareholder may indicate the manner in which the Proxyholders are to vote on behalf of the Shareholder, if a poll is held, by marking an ‘X’ in the appropriate space of the Proxy. **If both spaces are left blank, the Proxy will be voted as recommended by management for any matter requiring a ‘For’ or ‘Against’ vote, and in favour of the matter for any matter requiring a ‘For’ or ‘Withhold’ vote.**

**The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting.** As at the date of this Circular, the Company’s management is not aware that any amendments or variations are to be presented at the Meeting. If any amendments or variations to such matters should properly come before the Meeting, the Proxies hereby solicited will be voted as recommended by management.

To be valid, the Proxy or VIF must be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy or VIF). The completed Proxy or VIF must then be returned in accordance with its instructions. Proxies (but not VIFs, unless the VIF has Computershare’s name and address on the top right corner of the first page) and proof of authorization can also be delivered to the Corporation’s transfer agent, Computershare Investor Services Inc. (Attn: Proxy Department), by fax within North America at 1-866-249-7775, outside North America at (+1) 416-263-9524, by mail to 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Canada or by hand delivery to 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Proxies and VIFs received after that time may be accepted or rejected by the Chairman of the Meeting in the Chairman’s discretion, and the Chairman is under no obligation to accept or reject late Proxies.

A Proxy may be revoked by a shareholder personally attending at the Meeting and voting their Common Shares. A shareholder may also revoke their Proxy in respect of any matter upon which a vote has not already been cast pursuant to the authority conferred by the Proxy. A Proxy or VIF may be revoked by depositing an instrument in writing (which includes an Proxy or VIF bearing a later date) executed by the shareholder or by their authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the transfer agent at one of Computershare’s addresses set out above or the registered office of the Corporation at Northwest Law Group (Attn: Michael F. Provenzano), Suite 704, 595 Howe Street, Vancouver, British Columbia V6C 2T5, Canada or by fax to (+1) 604-687-6650) or to the Corporation’s head office (Eurasian Minerals Inc. (Attn: Valerie Barlow) at Suite 501, 543 Granville Street, Vancouver, British Columbia V6C 1X8, Canada or by fax to (+1) 604-688-1157), at any time up to and including the last business day preceding

the date of the Meeting, or any adjournment thereof , or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof.

### **REGISTERED SHAREHOLDERS**

Only persons registered as shareholders in the Corporation's Central Security Register maintained by its registrar and transfer agent or duly appointed Proxyholders will be recognized, make motions or vote at the Meeting.

### **BENEFICIAL SHAREHOLDERS**

**The information set forth in this section is of significant importance as many shareholders do not hold Common Shares in their own name.**

Shareholders holding Common Shares through Intermediaries ("Beneficial Shareholders") should note that only Proxies deposited by registered shareholders will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares, in all likelihood, will **not** be registered in the shareholder's name. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

As provided for NI 54-101, the Corporation has elected to obtain a list of its NOBOs from Intermediaries, and deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from their Intermediaries instead of a Proxy. A VIF enables a Shareholder to provide instructions to the registered holder of its Common Shares as to how those shares are to be voted at the Meeting and allow the registered holder to provide a Proxy voting the Common Shares in accordance with those instructions. A VIF should be completed and returned in accordance with its instructions. As indicated in the VIF, both telephone voting and Internet voting are allowed. The results of the VIFs received from NOBOs will be tabulated and appropriate instructions respecting voting of Common Shares to be represented at the Meeting will be provided to the registered shareholders.

Securities regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders to ensure their Common Shares are voted at the Meeting. The form of VIFs requesting such voting instructions supplied to Beneficial Shareholders by their broker (or the agents of the brokers) is substantially similar to the Proxy provided directly to the registered shareholders by the Corporation, however, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications in Canada. Broadridge typically prepares a machine-readable VIF, mails the VIFs to Beneficial Shareholders with a request to return the VIFs to Broadridge (by way of mail, the Internet or telephone). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder

will be recognized directly at the Meeting for the purposes of voting shares registered in the name of their stockbroker **if the Beneficial Shareholder inserts their name as the name of the person to represent them at the Meeting. The VIF must be returned to Broadridge or other third party in accordance with the instructions on the VIF well in advance of the Meeting.**

**Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Shareholders with any questions respecting the voting of Common Shares held through a broker or other Intermediary, should contact that broker or other Intermediary for assistance.**

## **UNITED STATES SHAREHOLDERS**

This solicitation of Proxies and VIFs involve securities of a corporation located in Canada and is being effected in accordance with the corporate laws of the province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of the provinces of Canada differ from the disclosure and proxy solicitation requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (British Columbia), some of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign Corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign Corporation and its officers and directors to subject themselves to a judgment by a United States court.

## **VOTING OF PROXIES AND VIFS**

Voting at the Meeting will be by a show of hands, each registered shareholder and each Proxyholder (representing a registered shareholder or Beneficial Shareholder) having one vote, unless a poll is required (if the number of Common Shares represented by Proxies and VIFs that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting) or requested, whereupon each registered shareholder and Proxyholder is entitled to one vote for each Common Share held or represented, respectively.

Each shareholder may instruct their Proxyholder how to vote their Common Shares by completing the blanks on the Proxy or VIF. All Common Shares represented at the Meeting by properly executed Proxies and VIFs will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the Proxy or VIF, such Common Shares will be voted in accordance with such specification. **In the absence of any such specification on the Proxy or VIF as to voting, the Management Designees, if named as Proxyholder, will vote in favour of the matters set out therein.**

**The Proxy or VIF confers discretionary authority upon the Management Designees, or other person named as Proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters come before the Meeting, then the Management Designees intend to vote in accordance with the recommendations of the Board.**

In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an “ordinary resolution”) unless the motion requires a “special resolution” in which case a majority of 66-2/3% of the votes cast will be required.

### **QUORUM**

The Articles of the Corporation provide that a quorum for the transaction of business at any meeting of shareholders shall be two shareholders present in person or represented by Proxy.

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

The Corporation is authorized to issue an unlimited number of Common Shares, which are the only shares entitled to be voted at the Meeting. As at the Record Date, the Corporation had 73,028,209 Common Shares issued and outstanding. Holders of Common Shares are entitled to one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Corporation, no one beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation as at the Record Date.

### **STATEMENT OF EXECUTIVE COMPENSATION**

Unless otherwise noted the following information is for the Corporation’s last completed financial year (which ended December 31, 2013) and, since the Corporation has subsidiaries, is prepared on a consolidated basis.

#### **Named Executive Officers**

For the purposes of this Circular, a Named Executive Officer (“NEO”) means each of the following individuals:

- (a) the chief executive officer (“CEO”) of the Corporation;
- (b) the chief financial officer (“CFO”) of the Corporation; and
- (c) each of the Corporation’s three most highly compensated executive officers, or individuals acting in a similar capacity, other than the CEO and CFO, at the end of, or during, the most recently completed financial year if their individual total compensation was more than \$150,000 for that financial year.

#### **Compensation Discussion and Analysis**

The Compensation Committee of the Board is responsible for ensuring that the Corporation has appropriate procedures for executive compensation and making recommendations to the Board with respect to the compensation of the Corporation’s executive officers. The Compensation Committee mandate is to ensure that total compensation paid to all NEOs is fair and reasonable and is consistent with the Corporation’s compensation philosophy.

The Compensation Committee is also responsible for recommending compensation for the directors and officers, stock options grants to the directors, officers, employees and consultants pursuant to the Corporation’s Stock Option Plan (the “Option Plan”) and issuances of Common Shares to directors and officers.

The Compensation Committee is currently comprised of Brian Bayley (Chairman), Brian Levet, and George Lim, all of whom are independent directors. The board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation.

### *Philosophy*

The philosophy used by the Board and the Compensation Committee in determining compensation is that the compensation should (i) assist the Corporation in attracting and retaining high caliber executives (ii) align the interests of executives with those of the shareholders, (iii) reflect the executive's performance, expertise, responsibilities and length of service to the Corporation, and (iv) reflect the Corporation's current state of development, performance and financial status.

### *Compensation Components*

The compensation of the NEOs, senior management and other employees, is comprised primarily of (i) base salary; (ii) annual short-term incentives in the form of cash bonuses and Common Share grants; (iii) long-term incentives in the form of Common Share grants and stock options granted in accordance with the Option Plan, and (iv) benefits related to health and 401K plans.

In establishing levels of compensation, granting stock options and Common Share grant awards, the comparable levels of remuneration paid to executives of other companies of comparable size and development within the mining industry are considered. During the year, the Compensation Committee reviewed approximately 15 mining companies with market capitalizations ranging from \$18 million to \$563 million. Given the competitive nature for executives within the mining industry, the Compensation Committee also reviewed 12 larger mining with market capitalizations ranging \$1.5 billion to \$24 billion for additional information on executive compensation.

The base salary of the NEOs, senior management and other employees of the Corporation is comparable to higher than the Corporation's peer group while substantially below the large market capitalization group of companies. To be competitive with industry rates, the Corporation may provide additional compensation in the form of Common Share grants as part of their annual salaries. The Common Share grant program assists the Corporation in employee retention and cash preservation, while encouraging share ownership. The Common Share grants are made pursuant to a Common Share grant program (an initial program approved by the shareholders of the Corporation in 2010 with a follow-on program approved by shareholders in 2011) and have a two year vesting period.

The Compensation Committee also relies on the experience of its members as officers and directors at other companies in similar lines of business as the Corporation in assessing compensation levels and other compensation surveys. These other companies are identified under the heading "Disclosure of Corporate Governance Practices – Other Directorships" of this Circular. 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 as a basis for developing salary adjustments and short-term and long-term incentive awards for the Compensation Committee's approval.

To date, no specific formulas have been developed to assign a specific weighting to each of these components. Instead, the Board considers the Corporation's performance and assigns compensation based on this assessment and the recommendations of management and the Compensation Committee.

### *Base Salary*

The Compensation Committee recommends, and the Board approves, the NEO's salaries. The base salary review for each NEO is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Compensation Committee, using this information, together with budgetary guidelines and other internally and externally generated planning and forecasting tools, performs an annual assessment of the compensation of all NEOs and senior management. The Corporation did not increase the base salaries of the NEO's from 2012 to 2014.

### *Annual Bonuses*

Annual bonuses are made by way of cash bonuses and the issuance of Common Share grants based, in part, on the Corporation's success in reaching its annual objectives and in part on individual performance and extraordinary effort and achievement. Also, the Corporation may utilize bonuses to encourage retention of its staff during periods of increased industry competition for its executive officers and other employees.

The Common Share grant award is designed to encourage share ownership and entrepreneurship on the part of the Board, senior management and other employees. The Compensation Committee believes that the Common Share grant awards aligns the interests of the NEOs' with the interests of shareholders by linking a component of executive compensation to the longer term performance of the Common Shares.

The Board, together with the Compensation Committee, reviews corporate performance factors and objectives during the year. In 2013, the principal performance factors and objectives included:

- Exploration success;
- Acquisition of new properties;
- Sale and joint venture of properties;
- Royalty creations and acquisitions;
- Capital management;
- Successful management of the Corporation's environmental, community, and safety objectives;
- Increasing market capitalization; and
- Management of human resources.

The success of the NEOs' contributions to the Corporation in reaching its overall goals is a factor in the determination of their annual incentive. The Compensation Committee assesses each NEO's performance on the basis of his or her respective contribution to the achievement of corporate goals as well as to needs of the Corporation that arise on a day to day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board with respect to the determination of annual incentives for the NEOs.

Although a number of the corporate performance factors and objectives were achieved, the Corporation decided, not to grant any annual bonuses by way of cash or Common Share grants to NEOs for 2013.

### *Long-Term Incentives*

Stock Options are generally granted on an annual basis subject to the imposition of trading black-out periods, in which case options scheduled for grant will be granted subsequent to the end of the black-out period. All options granted to NEOs are recommended by the Compensation Committee and approved by the Board. In monitoring stock option grants, the Compensation Committee takes into account the level of options granted by comparable companies for similar levels of responsibility and considers each NEO or employee based on reports received from management, its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value.

To determine the number of Common Shares issuable under options granted pursuant to the methodology outlined above, the Compensation Committee also makes the following determinations:

- the exercise price for each option granted;
- the date on which each option is granted;
- the vesting terms for each stock option; and
- the other materials terms and conditions of each stock option grant.

The Compensation Committee makes these determinations subject to, and in accordance with, the provision of the Option Plan. The Corporation did not grant any stock options during 2013.

### **Summary Compensation Table**

The following table contains a summary of the compensation paid to the NEOs during the three most recently completed financial years.

Name and principal position	Year Ended Dec. 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
David M. Cole President & CEO	2013	427,772	174,890 <sup>(1)</sup>	Nil	Nil	Nil	17,110	Nil	619,772
	2012	385,524	370,059 <sup>(1)</sup>	79,720 <sup>(2)</sup>	Nil	Nil	15,421	Nil	865,064
	2011	259,796	444,800 <sup>(1)</sup>	296,965 <sup>(3)</sup>	Nil	Nil	Nil	Nil	1,001,561
Christina Cepeliauskas <sup>(5)(6)</sup> CFO	2013	86,520	35,126 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	121,646
	2012	86,520	66,797 <sup>(1)</sup>	49,825 <sup>(2)</sup>	Nil	Nil	Nil	15,900 <sup>(4)</sup>	219,042
	2011	75,600	66,720 <sup>(1)</sup>	111,362 <sup>(3)</sup>	Nil	Nil	Nil	Nil	253,682
M. Stephen Enders <sup>(7)</sup> Chief Operating Officer	2013	267,358	65,479 <sup>(1)</sup>	Nil	Nil	Nil	10,694	Nil	343,531
	2012	273,597	195,570 <sup>(1)</sup>	39,860 <sup>(2)</sup>	Nil	Nil	10,984	Nil	589,570
	2011	148,455	148,730 <sup>(1)</sup>	148,483 <sup>(3)</sup>	Nil	Nil	Nil	Nil	445,668

- (1) The “grant date fair value” of share based awards granted during the years was determined by using the closing market price of Common Shares on the date of grant. The share based awards will be issued in three equal installments over a two year period.
- (2) The “grant date fair value” of options granted during the year ended December 31, 2012 was determined by using the Black-Scholes model, as described below, and the following weighted average assumptions: stock price – \$1.94, exercise price - \$1.94, an option life of 5 years, a risk-free interest rate of 1.2% and a volatility of 60.28%.
- (3) The “grant date fair value” of options granted during the nine month period ended December 31, 2011 was determined by using the Black-Scholes model, as described below, and the following weighted average assumptions: stock price – \$2.80, exercise price - \$2.80, an option life of 5 years, a risk-free interest rate of 2.1% and a volatility of 60.93%.
- (4) These amounts represent discretionary cash bonus related to 2012.
- (5) Pursuant to a Management Services Agreement between the Corporation and Seaboard Services Corp., Ms. Cepeliauskas’ remuneration is paid by Seaboard. See “Management Contracts” for a description of the material terms of the Management Services Agreement.
- (6) Since the Corporation’s CFO is employed by Seaboard, the amounts disclosed include any compensation paid by the management company for services rendered to the Corporation as a CFO. Such compensation has been attributed to the Corporation on the basis of the work commitments to the Corporation.
- (7) Mr. Enders resigned as Executive Chairman and was appointed Chief Operating Officer on May 23, 2012. He was not an NEO in the nine month period ended March 31, 2011.

The Corporation has calculated the “grant date fair value” of options granted during the year shown in the ‘Option-based Awards’ column using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from simple “in-the-money” value calculations. Stock options that are well “out-of-the-money” can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last column is the total compensation of each NEO reported in the other columns. The value of the in-the-money options currently held by each NEO (based on share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Outstanding Share-Based and Option-based Awards” table below.

See “Employment and Consulting Agreements” for a description of the material terms of the employment and consulting agreements with the NEOs.

### Incentive Plan Awards

#### *Outstanding Share-Based and Option-Based Awards held by NEOs*

The following table sets out, for each NEO, the incentive stock options to purchase Common Shares (option-based awards) held as of December 31, 2013. The closing price of the Common Shares on the TSX-V on December 31, 2013 was \$1.09.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m/d/y)	Value of unexercised ‘in-the-money’ options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David M. Cole CEO	80,000	1.94	8/22/2016	0	0	0
	200,000	2.80	7/19/2016	0	0	0
	200,000	2.18	5/7/2015	0	0	0
Christina Cepeliauskas CFO	50,000	1.94	8/22/2016	0	0	0
	75,000	2.80	7/19/2016	0	0	0
	75,000	2.18	5/7/2015	0	0	0
M. Stephen Enders COO	40,000	1.94	8/22/2016	0	0	0
	100,000	2.80	7/19/2016	0	0	0
	100,000	2.18	5/7/2015	0	0	0

#### *Value of Share-Based and Option-Based Awards Vested or Earned During the Year by NEOs*

The following table sets forth, for each NEO, the values of all incentive plan awards which vested or were earned during the year ended December 31, 2013.

Name	Value vested during the year		
	Option-based awards (\$)	Share-based awards (\$)	Non-equity incentive plan compensation awards (\$)
David M. Cole CEO	0	174,890	Nil
Christina Cepeliauskas CFO	0	35,126	Nil
M. Stephen Enders	0	65,479	Nil

Name	Value vested during the year		
	Option-based awards (\$)	Share-based awards (\$)	Non-equity incentive plan compensation awards (\$)
COO			

*Option-based Awards Exercised During the Year by NEOs*

The following table sets forth the particulars of option-based awards exercised during the Corporation's last completed financial year by the NEOs.

Name	Securities Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise (m/d/y)	Aggregate Value Realized (\$)
David M. Cole CEO	96,000	1.00	5/10/2013	52,800
Christina Cepeliauskas CFO	40,000	1.00	5/30/2013	30,000
M. Stephen Enders COO	0	N/A	N/A	0

*Option-based Awards Granted During the Year to NEOs*

The following table sets forth the particulars of option-based awards granted to the NEOs during the Corporation's last completed financial year.

Name	Date of Grant (m/d/y)	Number of Option-Based Awards Granted	Exercise Price (\$)	Expiry Date (m/d/y)
David M. Cole CEO	N/A	Nil	N/A	N/A
Christina Cepeliauskas CFO	N/A	Nil	N/A	N/A
M. Stephen Enders COO	N/A	Nil	N/A	N/A

*Option-based Awards Vested During the Year to NEOs*

There were no option-based awards that vested to the NEOs during the Corporation's last completed financial year.

### *Defined Contribution Plans*

The following table sets forth the particulars of the defined contribution plan for NEOs during the Corporation's last completed financial year.

<b>Name</b>	<b>Accumulated value at start of year</b>	<b>Compensatory (\$)</b>	<b>Accumulated value at year end (\$)</b>
David M. Cole CEO	0	17,111	17,111
Christina Cepeliauskas CFO	0	0	0
M. Stephen Enders COO	0	10,694	10,694

### **Employment and Consulting Agreements**

#### *Chief Executive Officer*

The Corporation is a party to an employment agreement with David M. Cole, President and CEO of the Corporation, effective October 1, 2010. Under the agreement, Mr. Cole initially received an annual salary of US\$350,000. Effective April, 1, 2012, the salary was increased to US\$400,000 per year. The agreement may be terminated by the Corporation without reason by written notice and a lump sum payment equal to 12 months of salary and benefits. Mr. Cole may terminate the agreement for any reason upon two months notice to the Corporation during which time he will continue to receive his usual remuneration and benefits.

If Mr. Cole's agreement is terminated or his duties and responsibilities are materially changed within 12 months following a change in control of the Corporation, he is entitled to receive a lump sum payment equal to 12 months of his salary and benefits and all unvested stock options and Common Share grants.

#### *Chief Operating Officer*

The Corporation is a party to an employment agreement with M. Stephen Enders, Chief Operating Officer of the Corporation, effective October 1, 2010. Under the agreement, Mr. Enders initially received an annual salary of US\$200,000. Effective April, 1, 2012, the salary was increased to US\$300,000 per year. The agreement may be terminated by the Corporation without reason by written notice and a lump sum payment equal to 12 months of salary and benefits. Mr. Enders may terminate the agreement for any reason upon two months notice to the Corporation during which time he will continue to receive his usual remuneration and benefits. As of July 1, 2013, Mr. Enders reduced the amount of time working for the Corporation by 40% to 60% and his salary was reduced to US\$200,000 per year.

If Mr. Enders' agreement is terminated or his duties and responsibilities are materially changed within 12 months following a change in control of the Corporation, he is entitled to receive a lump sum payment equal to 12 months of his salary and benefits and all unvested stock options and Common Share grants.

#### *Other Named Executive Officers*

The Corporation has not entered into another employment or consulting contracts with its other NEOs.

## Pension Plan Benefits

For the officers and employees in the United States, the Corporation pays 4% of the annual salary each year to the officer or employees' 401(k) retirement plan effective January 1, 2012.

## Termination and Change of Control Benefits

Other than described above under 'Employment and Consulting Agreements', the Corporation does not have written contracts with any of its NEOs respecting the resignation, retirement or other termination of employment resulting from a change of control.

## Director Compensation

The following table describes director compensation for directors (other than the NEOs) for the year ended December 31, 2013.

Name	Fees <sup>(1)</sup> earned (\$)	Share-based awards (\$)	Option-based awards <sup>(2)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other Compensation (\$)	Total (\$)
Brian E. Bayley	24,000	0	0	0	0	0	24,000
Michael D. Winn	60,000 <sup>(3)</sup>	106,859	0	0	0	0	166,859
George K. C. Lim	24,000	0	0	0	0	0	24,000
Brian K. Levet	24,000	0	0	0	0	0	24,000
James A. Morris	24,000	0	0	0	0	0	24,000
Larry M. Okada <sup>(4)</sup>	6,000	0	0	0	0	0	6,000

- (1) Compensation paid as directors' fees. Each of the Corporation's non-employee directors receives an annual retainer equal to \$24,000 with no additional meeting or *per diem* fees.
- (2) The stock benefit is the grant date fair value using the Black-Scholes option pricing model using the following weighted average assumptions: stock price - \$1.94, exercise price - \$1.94, an option life for 5 years, a risk-free interest rate of 1.12% and a volatility of 60.28%.
- (3) Mr. Winn receives additional compensation as the non-executive Chairman of the Corporation.
- (4) Mr. Okada was appointed to the Board on June 11, 2013.

The Corporation has calculated the "grant date fair value" of options granted during the year shown in the 'Option-based Awards' column using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from simple "in-the-money" value calculations. Stock options that are well out-of-the-money can still have a significant "grant date fair value" based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last column is the total compensation of each director reported in other columns. The value of the in-the-money options currently held by each director (based on share price less option exercise price) is set forth in the 'Value of Unexercised in-the-money Options' column of the "Outstanding Share-Based and Option-Based Awards" table below.

*Schedule of Director Fees*

The fees payable to the independent directors of the Corporation for their services as director of the Board are as follows:

<b>Annual Retainer (\$)</b>	<b>Meeting Stipend (\$)</b>	<b>Per diem fees (\$)</b>
24,000	Nil	Nil

*Outstanding Share-based and Option-based Awards held by Directors*

The following table sets out, for each independent director, the incentive stock options (option-based awards) to purchase Common Shares held as of December 31, 2013. The closing price of the Corporation's shares on the TSX-V on December 31, 2013 was \$1.09.

<b>Name</b>	<b>Option-based Awards</b>				<b>Share-based Awards</b>	
	<b>Number of securities underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date (m/d/y)</b>	<b>Value of unexercised in-the-money options (\$)</b>	<b>Number of shares or units of shares that have not vested (#)</b>	<b>Market or payout value of share-based awards that have not vested (\$)</b>
Brian E. Bayley	50,000	1.94	8/22/2017	0	0	0
	50,000	2.80	7/19/2016	0	0	0
	75,000	2.18	5/7/2015	0	0	0
Michael D. Winn	50,000	1.94	8/22/2017	0	0	0
	50,000	2.80	7/19/2016	0	0	0
	100,000	2.18	5/7/2015	0	0	0
George K. C. Lim	50,000	1.94	8/22/2017	0	0	0
	50,000	2.80	7/19/2016	0	0	0
	75,000	2.18	5/7/2015	0	0	0
Brian K. Levet	50,000	1.94	8/22/2017	0	0	0
	150,000	2.91	5/21/2016	0	0	0
James A. Morris	0	Nil	Nil	0	0	0
Larry M. Okada	0	Nil	Nil	0	0	0

*Value of Share-Based and Option-Based Awards Vested or Earned During the Year by Directors*

The following table sets forth, for each director, the values of all incentive plan awards which vested or were earned during the year ended December 31, 2013.

Name	Value vested during the year		Value earned during the year
	Option-based awards (\$)	Share-based awards (\$)	Non-equity incentive plan compensation (\$)
Brian E. Bayley	0	0	0
Michael D. Winn	0	0	0
George K. C. Lim	0	0	0
Brian K. Levet	0	0	0
James A. Morris	0	0	0

*Option-based Awards Exercised During the Year by Directors*

The following table sets forth the particulars of option-based awards exercised during the Corporation's last completed financial year by the directors.

Name	Securities Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise (m/d/y)	Aggregate Value Realized (\$)
Brian E. Bayley	47,000	1.00	9/16/2013	15,510
Michael D. Winn	47,000	1.00	9/16/2013	15,510
George K.C. Lim	25,000	1.00	8/14/2013	10,000
Brian K. Levet	0	N/A	N/A	0
James A. Morris	0	N/A	N/A	0
Larry M. Okada	0	N/A	N/A	0

*Option-based Awards Granted During the Year to Directors*

The following table sets forth the particulars of option-based awards granted during the Corporation's last completed financial year to the directors.

Name	Date of Grant (m/d/y)	Number of Option-Based Awards Granted	Exercise Price (\$)	Expiry Date (m/d/y)
Brian E. Bayley	N/A	Nil	N/A	N/A
Michael D. Winn	N/A	Nil	N/A	N/A
George K. C. Lim	N/A	Nil	N/A	N/A
Brian K. Levet	N/A	Nil	N/A	N/A
James A. Morris	N/A	Nil	N/A	N/A
Larry M. Okada	N/A	Nil	N/A	N/A

### *Option-based Awards Vested During the Year to Directors*

The following table sets forth the particulars of option-based awards that vested during the Corporation's last completed financial year to the directors.

<b>Name</b>	<b>Date of Grant (m/d/y)</b>	<b>Date Vested (m/d/y)</b>	<b>Number of Option-Based Awards Vested</b>	<b>Exercise Price</b>
Brian E. Bayley	N/A	N/A	N/A	N/A
Michael D. Winn	N/A	N/A	N/A	N/A
George K. C. Lim	N/A	N/A	N/A	N/A
Brian K. Levet	N/A	N/A	N/A	N/A
James A. Morris	N/A	N/A	N/A	N/A
Larry M. Okada	N/A	N/A	N/A	N/A

### **Management Contracts**

Pursuant to a management service agreement dated February 13, 2014 between the Corporation and Seabord Services Corp. of Suite 501, 543 Granville Street, Vancouver, British Columbia, the Corporation pays \$34,900 per month to Seabord in consideration of Seabord providing the services of the CFO and Corporate Secretary and office, reception, secretarial, accounting and corporate records services to the Corporation.

Seabord is a private company wholly-owned by Michael D. Winn, a director of the Corporation.

### **Stock Option Plan**

The purpose of the Option Plan is to attract and motivate the directors, officers and employees of the Corporation (and any of its subsidiaries), employees of any management corporation and consultants to the Corporation (collectively the "Optionees") and thereby advance the Corporation's interests by providing them an opportunity to acquire an equity interest in the Corporation through the exercise of stock options granted to them under the Option Plan.

Pursuant to the Option Plan, the Board may grant options to Optionees in consideration of them providing their services to the Corporation or a subsidiary. The number of Common Shares subject to each option is determined by the Board within the guidelines established by the Option Plan. The options enable the Optionees to purchase Common Shares at a price fixed pursuant to such guidelines. The options are exercisable by the Optionee giving the Corporation notice and payment of the exercise price for the number of Common Shares to be acquired.

The Option Plan authorizes the Board to grant stock options to the Optionees on the following terms:

1. The number of Common Shares subject to issuance pursuant to outstanding options, in the aggregate, cannot exceed 10% of the outstanding Common Shares.

2. The number of Common Shares subject to issuance upon the exercise of options granted under the Option Plan by one Optionee or all Optionees providing investor relations services is subject to the following limitations
  - (a) no Optionee can be granted options during a 12 month period to purchase more than
    - (i) 5% of the issued Common Shares unless disinterested shareholder approval has been obtained (such approval has not been sought), or
    - (ii) 2% of the issued Common Shares, if the Optionee is a consultant, and
  - (b) the aggregate number of Common Shares subject to options held by all Optionees providing investor relations services cannot exceed 2% in the aggregate.
3. Unless the Option Plan has been approved by disinterested shareholders (such approval has not been obtained), options granted under the Option Plan, together with all of the Corporation's previously established and outstanding stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of its Common Shares, shall not result, at any time, in
  - (a) the number of Common Shares reserved for issuance pursuant to stock options granted to insiders exceeding 10% of the outstanding Common Shares at the time of granting,
  - (b) the grant to insiders, within a one year period, of options to purchase that number of Common Shares exceeding 10% of the outstanding Common Shares, or
  - (c) the issuance to any one insider and such insider's associates, within a one year period, of Common Shares totalling in excess of 5% of the outstanding Common Shares.
4. The exercise price of the options cannot be set at less than the greater of \$0.10 per share and the closing trading price of the Common Shares on the day before the granting of the stock options. If the Optionee is subject to the tax laws of the United States of America and owns (determined in accordance with such laws) greater than 10% of the Common Shares, the exercise price shall be at least 110% of the price established as aforesaid.
5. The options may be exercisable for up to 10 years.
6. There are not any vesting requirements unless the Optionee is a consultant providing investor relations services to the Corporation, in which case the options must vest over at least 12 months with no more than one-quarter vesting in any three month period. However, the Board may impose additional vesting requirements and, subject to obtaining any required approval from the Exchange, may authorize all unvested options to vest immediately. If there is a potential 'change of control' of the Corporation due to a take-over of the Corporation or a similar event, all unvested options, subject to obtaining any required approval from the Exchange, shall vest immediately.
7. The options can only be exercised by the Optionee (to the extent they have already vested) for so long as the Optionee is a director, officer or employee of, or consultant to, the Corporation or any subsidiary or is an employee of the Corporation's management corporation and within a period thereafter not exceeding the earlier of:

- (a) the original expiry date;
- (b) 90 days after ceasing to be a director, officer or employee of, or consultant at the request of the Board or for the benefit of another director or officer to, the Corporation unless the Optionee is subject to the tax laws of the United States of America, in which case the option will terminate on the earlier of the 90<sup>th</sup> day and the third month after the Optionee ceased to be an officer or employee; and
- (c) if the Optionee dies, within one year from the Optionee's death.

If the Optionee is terminated 'for cause', involuntarily removed or resigns (other than at the request of the Board or for the benefit of another director or officer) from any such positions, the option will terminate concurrently.

- 8. The options are not assignable except to a wholly-owned holding company. If the option qualifies as an 'incentive stock option' under the United States Internal Revenue Code, the option is not assignable to a holding company.
- 9. No financial assistance is available to Optionees under the Option Plan.
- 10. Any amendments to outstanding stock options are subject to the approval of the TSX-V and NYSE MKT and, if required by either exchange or the Option Plan, of the shareholders of the Corporation, possibly with only 'disinterested shareholders' being entitled to vote. Disinterested shareholder approval must be obtained for the amendment of options held by insiders involving the reduction of the exercise price of options (including the cancellation and re-issuance of options so as to effectively reduce the exercise price).
- 11. Any amendments to the Option Plan are subject to the approval of the TSX-V and NYSE MKT and, if required by either exchange or the Option Plan, of the shareholders of the Corporation, possibly with only 'disinterested shareholders' being entitled to vote.

No options have been granted under the Option Plan which are subject to shareholder approval.

The Option Plan does not permit stock options to be transformed into stock appreciation rights.

### **Repricing of Stock Options and Stock Appreciation Rights**

The Corporation did not make any downward repricing of stock options or stock appreciation rights during the year.

### **Stock Grant Program**

The Board has created an Incentive Stock Grant Program (the "Stock Grant Program") for the benefit of the officers and directors of the Corporation. The purpose of the Stock Grant Program is as follows. Firstly, to reward and provide an incentive to such persons for the ongoing efforts towards the continuing successes and goals of the Corporation as many of its successes directly result from their very significant efforts. Secondly, to provide such persons with a long term incentive to remain with the Corporation. Finally, from time to time, the Corporation may provide additional compensation in the form of Common Share grants as part of their annual salaries.

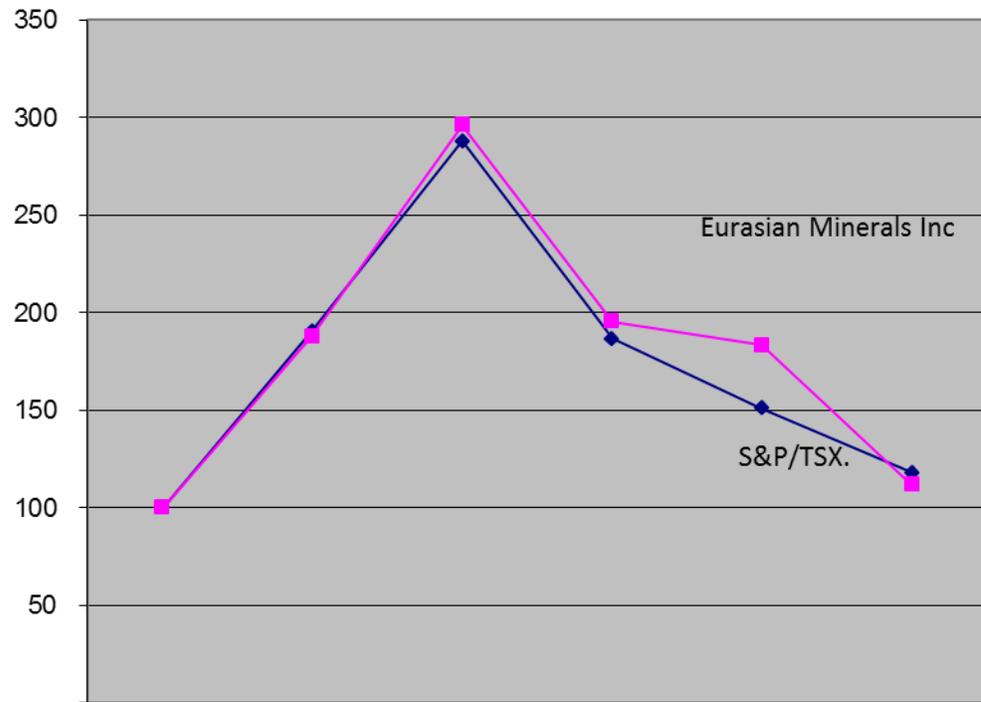
The Stock Grant Program provides that, following the approval of the independent members of the Compensation Committee, up to 300,000 Common Shares may be awarded in each year. The Common Shares awarded will vest and be issued in three separate tranches over a two year period – on the date of grant, and on the first and second anniversaries of the initial grant. None of the 300,000 Common Shares not awarded in one year can be rolled over or awarded in subsequent years. If the recipient ceases to be a director or officer of the Corporation before the relevant anniversary, he or she will not be entitled to receive any further Common Shares under the Stock Grant Program, including Common Shares previously awarded for issuance on such anniversary (with the exception of historical stock grants to Mr. Michael Winn, who shall receive the Common Shares even if he ceases to be a director).

The actual number of Common Shares awarded in each year is that number recommended and approved by the independent members of the Compensation Committee or independent directors of the Corporation.

In addition to the Stock Grant Program, the Compensation Committee can recommend the Board approve the issuance of up to 700,000 Common Shares to certain officers and directors of the Corporation as performance based discretionary bonuses. The purposes of the bonuses are to reward these individuals for their extraordinary efforts and to provide them with a long term incentive to remain with the Corporation. Any such share grants are subject to the approval of by the TSX-V and NYSE MKT and, if required by either exchange, the independent shareholders of the Corporation.

### **Performance Graph**

The following graph shows the Corporation's cumulative total return on the Common Shares compared with the cumulative total return of the Standards & Poor's – TSX Composite Index (assuming reinvestment of dividends) during the Corporation's last five financial years if \$100 were invested in each at the start of such five year period.



	Dec-08	Dec-09	Dec-10	Dec-11	Dec-12	Dec-13
—◆— S&P/TSX Composite Index	100	191	288	187	151	118
—■— Eurasian Minerals Inc	100	188	296	195	184	112

- (1) Amounts shown in parentheses are the closing price of the Common Shares and the Standard & Poors - TSX Index value, respectively, on such dates.
- (2) For the purposes of this graph, it is assumed that \$100 had been invested in the Common Shares and in such index on the first day of such five year period.

The Compensation Committee considers that the compensation paid to the NEOs is consistent with companies of a similar size and stage of development as the Corporation and is reflective of the variations in the Share price during the years shown.

## DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Corporation to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

### The Board of Directors

The Board has responsibilities for the stewardship of the Corporation including responsibility for strategic planning, identification of the principal risks of the Corporation's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Corporation's internal control and management information systems.

The Board sets long term goals and objectives for the Corporation and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Corporation to senior

management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Corporation and its business. The Board is responsible for protecting shareholders interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Corporation's business, including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Corporation is authorized to act without Board approval, on all ordinary course matters relating to the Corporation's business.

The Board also monitors the Corporation's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board is responsible for the appointment of senior management and monitoring of their performance.

The Board has not adopted a written mandate or code setting out the foregoing obligations, since it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Corporation. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Corporation's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Corporation's internal control and management information systems.

More than half of the Board is "independent" under both applicable Canadian securities law and the rules of the NYSE MKT in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the directors' ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholding. The Board considers that the following directors are independent: Brian E. Bayley, George K. C. Lim, Brian K. Levet, James A. Morris and Larry M. Okada. The Board considers that David M. Cole, the President and CEO of the Corporation, and M. Stephen Enders, Chief Operating Officer of the Corporation, are not independent because they are members of management, and that Michael D. Winn, Chairman of the Corporation, is not independent because of his ownership of Seabord and the payment by the Corporation of consulting fees to a company owned by him.

The Board facilitates its exercise of independent supervision over the Corporation's management through regular meetings of the Board.

The Board does not hold regularly scheduled meetings without the non-independent directors and members of management. Since the beginning of the Corporation's last financial year, the independent directors did not hold any ad hoc meetings without the non-independent directors and management.

When a matter being considered involves a director, that director does not vote on the matter. As well, the directors regularly and independently confer amongst themselves and thereby keep apprised of all operational and strategic aspects of the Corporation's business.

The Chairman of the Board is responsible for presiding over all meetings of the directors and Shareholders. He is not an independent director, however, the independent directors either have significant experience as directors and officers of publicly traded companies or as members of the financial investment community and, therefore, do not require the guidance of an independent Chairman of the Board in exercising their duties as directors.

The attendance record of the current directors at meetings of the Board since the beginning of the Corporation's last financial year to the Record Date is as follows:

<b>Director</b>	<b>Number of Meetings Attended / Held</b>
David M. Cole	3 of 5
Brian E. Bayley	5 of 5
M. Stephen Enders	5 of 5
George K. C. Lim	5 of 5
Michael D. Winn	5 of 5
Brian K. Levet	5 of 5
James A. Morris	5 of 5
Larry M. Okada	3 of 3 *

\* Number of meetings attended/held after appointment to the Board on June 11, 2013.

### **Descriptions of Roles**

The Board has not established written descriptions of the positions of Chairman of the Board, CEO or chair of any of the committees of the Board (except as may be set out in a charter applicable to a committee) as it feels they are unnecessary and would not improve the function and performance of the Board, CEO or committee. The role of chair is delineated by the nature of the overall responsibilities of the Board (in the case of the Chairman of the Board) or the committee (in the case of a chair of a committee).

The Board has not set limits on the objectives to be met by the CEO, but believes that such limits and objectives should depend upon the circumstances of each situation and that to formalize these matters would be restrictive and unproductive.

### **Other Directorships**

Certain of the directors are presently a director of one or more other reporting issuers (public companies), as follows:

<b>Director</b>	<b>Other Issuer</b>
David M. Cole	Gold Standard Ventures Corp.
Brian E. Bayley	American Vanadium Corp. (formerly Rocky Mountain Resource Corp.)" Bearing Resources Ltd. Cypress Hills Resource Corp. Eurasian Minerals Inc. Kirkland Lake Gold Inc. Kramer Capital Corp. Legend Gold Corp. Nimmin Energy Corp. TransAtlantic Petroleum Corp.
M. Stephen Enders	N/A
George K. C. Lim	N/A
Michael D. Winn	Alexco Resource Corp. Atico Mining Corporation Iron Creek Capital Corp. Lara Exploration Ltd. Legend Gold Corp. Nebo Capital Corp. Reservoir Capital Corp. Reservoir Minerals Inc.
Brian K. Levet	N/A
James A. Morris	N/A
Larry M. Okada	Forum Uranium Corp. Revett Minerals Inc. Rokmaster Resources Corp.

### **Orientation and Continuing Education**

The Board takes the following measures to ensure that all new directors receive a comprehensive orientation regarding their role as a member of the Board, its committees and its directors, and the nature and operation of the Corporation.

The first step is to assess a new director's set of skills and professional background since each new director brings a different skill set and professional background. Once that assessment has been completed, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director

The second step is taken by one or more existing directors, who may be assisted by the Corporation's management, to provide the new director with the appropriate orientation through a series of meetings, telephone calls and other correspondence.

The Corporation has prepared a Board Policy Manual that provides a comprehensive introduction to the Board and its committees.

The Board takes the following measures to provide continuing education for its directors to maintain the skill and knowledge necessary for them to meet their obligations as directors:

- the Board Policy Manual is reviewed on an annual basis and a revised copy will be given annually to each director; and
- there are technical presentations from time to time or as necessary at Board meetings, focusing on either a particular property or a summary of various properties. The ‘question and answer’ portions of these presentations are a valuable learning resource for the non-technical directors.

### **Ethical Business Conduct**

To comply with its legal mandate, the Board seeks to foster a culture of ethical conduct by striving to ensure the Corporation carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board

- has adopted a written Code of Business Conduct and Ethics for its directors, officers, employees and consultants. A copy of the Code has been filed on SEDAR and EDGAR (see ‘Additional Information’ at the end of this Circular). Compliance with the Code is achieved as follows. Each director is responsible for ensuring that they individually comply with the terms of the Code, while the Board is responsible for ensuring that the directors, as a group, and all officers comply with the Code and the executive officers of the Corporation are responsible for ensuring compliance with the Code by employees. Since the beginning of the Corporation’s last financial year, it has not filed a Material Change Report relating to any conduct of a director or executive officer that constitutes a departure from the Code.
- has established a Corporate Governance Committee, as described below under ‘Board Committees’, and adopted a Charter for the Committee;
- has established a Whistleblower Policy which details complaint procedures for financial concerns.
- has created a Disclosure Policy which details when directors, officers and employees should not engage in trading in the Corporation’s securities.
- has adopted a Disclosure Policy to ensure fair, accurate and timely disclosure of material information regarding the Corporation and its business.
- encourages management to consult with legal and financial advisors to ensure the Corporation is meeting those requirements.
- is cognizant of the Corporation’s timely disclosure obligations and reviews material disclosure documents such as financial statements and the Management’s Discussion & Analysis (MD&A) prior to distribution.
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Corporation’s external auditor.
- actively monitors the Corporation’s compliance with the Board’s directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.

The Board must also comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

## **Complaints**

The Audit Committee has established a “Whistleblower Policy” which outlines procedures for the confidential, anonymous submission by employees regarding the Corporation’s accounting, auditing and financial reporting obligations, without fear of retaliation of any kind. If an applicable individual has any concerns about accounting, audit, internal controls or financial reporting matters which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing and forward it to the Chairman of the Audit Committee in a sealed envelope labelled “*To be opened by the Chairman of the Audit Committee only.*” Further, if the applicable individual wishes to discuss any matter with the Audit Committee, this request should be indicated in the submission. Any such envelopes received by the Corporation will be forwarded promptly and unopened to the Chairman of the Audit Committee.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

The “Whistleblower Policy” is reviewed by the Audit Committee on an annual basis.

## **Nomination of Directors**

To identify new candidates for nomination for election as directors, the Board considers the advice and input of the Corporate Governance Committee, the members of which are listed under “Particulars of Matters to be Acted Upon – 4. Election of Directors” and which is composed of majority independent directors, regarding:

- the appropriate size of the Board,
- the necessary competencies and skills of the Board as a whole and the competencies and skills of each director individually; and
- the identification and recommendation of new individuals qualified to become new Board members. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve as directors.

## **Other Board Committees**

In addition to the Audit Committee, the Board has established a Compensation Committee, and a Corporate Governance Committee. The details of the Corporation's Audit Committee and related information are contained in the Corporation's Annual Information Form.

See "Particulars of Matters to be Acted Upon - 4. Election of Directors" for the members of the committees. The functions of these committees are described below.

*Compensation Committee:* The Compensation Committee is responsible for the review of all compensation paid (including stock options granted under the Option Plan and Common Shares issued under the Stock Grant Program) by the Corporation to the Board, officers and employees of the Corporation and any subsidiaries, to report to the Board on the results of those reviews and to make recommendations to the Board for adjustments to such compensation.

*Corporate Governance Committee:* The Corporate Governance Committee is responsible for advising the Board of the appropriate corporate governance procedures that should be followed by the Corporation and the Board and monitoring whether they comply with such procedures.

## **Assessments**

The Corporate Governance Committee evaluates the effectiveness of the Board and its committees. To facilitate this evaluation, each committee will conduct an annual assessment of its performance, consisting of a review of its Charter, the performance of the committee as a whole and will submit a Committee Annual Report to the Corporate Governance Committee, including recommendations. In addition, the Board will conduct an annual review of its performance.

## **AUDIT COMMITTEE**

National Instrument 52-110 *Audit Committees* ("NI 52-110") of the Canadian securities administrators and Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended, require the Audit Committee of the Board to meet certain requirements. NI 52-110 also requires the Corporation to disclose certain information regarding the Audit Committee. That information has been disclosed in the Corporation's Annual Information Form for the last financial year which has been filed on SEDAR and EDGAR (see 'Additional Information' at the end of this Circular).

## **INDEBTEDNESS OF DIRECTORS AND OFFICERS**

No individual who is or who at any time during the last financial year was a director or executive officer or employee of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last completed financial year has been, indebted to the Corporation or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of such year been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

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

The following table sets out, as at the end of the Corporation’s last completed financial year, information regarding outstanding options, warrants and rights (other than those granted *pro rata* to all shareholders) granted by the Corporation under its equity compensation plans.

**Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of shares issuable upon exercise of outstanding options, warrants and rights <sup>(1)</sup></b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of shares remaining available for issuance under equity compensation plans <sup>(2)</sup></b>
Equity compensation plans <b>approved</b> by shareholders	3,995,700	\$2.36	3,302,321
Equity compensation plans <b>not approved</b> by shareholders	N/A	N/A	N/A
<b>Total</b>	<b>3,995,700</b>	<b>\$2.36</b>	<b>3,302,321</b>

(1) Assuming outstanding options, warrants and rights are fully vested.

(2) Excluding the number of Common Shares issuable upon exercise of outstanding options, warrants and rights shown in the first column.

**INTEREST OF CERTAIN PERSONS  
AND COMPANIES IN MATTERS TO BE ACTED UPON**

The Corporation is not aware of any substantial or material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, of any director, nominee for election as a director, or executive officer, anyone who has held office as such since the beginning of the Corporation’s last financial year or any associate or affiliate of any of such person in any matter to be acted on at the Meeting (other than the election of directors) except for the current and future directors and executive officers of the Corporation, inasmuch as, in the following year, they may be granted options to purchase Common Shares pursuant to the Option Plan, ratification and approval of which will be sought at the Meeting.

**INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

Other than as disclosed herein and the Corporation’s Management’s Discussion & Analysis for the last financial year, a copy of which is filed on SEDAR at [www.sedar.com](http://www.sedar.com) and EDGAR at [www.sec.gov](http://www.sec.gov) and which, upon request, the Corporation will promptly provide free of charge (see ‘Additional Information’ below), there are no material interests, direct or indirect, of current directors, executive officers, any persons nominated for election as directors, or any shareholder who beneficially owns, directly or indirectly, more than 10% of the outstanding Common Shares, or any known associates or affiliates of such persons, in any transaction within the last financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

## PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### 1. Financial Statements, Auditor’s Report & Management Discussion & Analysis

The Board has approved the financial statements of the Corporation, the auditor's report thereon, and the Management’s Discussion & Analysis for the year ended December 31, 2013, all of which will be tabled at the Meeting. No approval or other action needs to be taken at the Meeting in respect of these documents.

### 2. Set Number of Directors to be Elected

Shareholders of the Corporation will be asked to pass an ordinary resolution at the Meeting setting the number of directors to be elected.

At the Meeting, it will be proposed that seven directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the ordinary resolution setting the number of directors to be elected at seven.**

### 3. Election of Directors

The Corporation currently has eight directors and all of these directors are being nominated for re-election except for James A. Morris. The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's province or state and country of residence, principal occupation at the present and during the preceding five years (unless shown in a previous management information circular), the period during which the nominee has served as a director, and the number of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

**Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote for the election of the persons named in the following table to the Board.** Management does not contemplate that any of such nominees will be unable to serve as directors. Each director elected will hold office until the next annual general meeting of shareholders or until their successor is duly elected, unless their office is earlier vacated in accordance with the Articles of the Corporation or the provisions of the corporate law to which the Corporation is subject.

Name and Province or State & Country of Residence	Present Office and Date First Appointed a Director	Principal Occupation and Positions Held During the Past Five Years (unless previously disclosed)	Number of Common Shares <sup>(4)</sup>
David M. Cole Colorado United States of America	President, CEO and Director November 24, 2003	President and CEO of the Corporation.	1,086,300

<b>Name and Province or State &amp; Country of Residence</b>	<b>Present Office and Date First Appointed a Director</b>	<b>Principal Occupation and Positions Held During the Past Five Years (unless previously disclosed)</b>	<b>Number of Common Shares <sup>(4)</sup></b>
<b>Brian E. Bayley</b> <sup>(1) (2) (3)</sup> British Columbia Canada	Director May 13, 1996	President of Ionic Management Corp. (private management company);  Director and officer of various public companies	186,375
<b>Michael D. Winn</b> <sup>(3)</sup> California United States of America	Chairman May 23, 2012  Director November 24, 2003	President of Seabord Capital Corp. (private consulting company providing analysis of mining and energy companies);  President of Seabord Services Corp. (a private company that management, administrative, and regulatory services to private and public mining companies).  Director and officer of various public companies.	604,575
<b>George K. C. Lim</b> <sup>(1) (2) (3)</sup> British Columbia Canada	Director August 28, 2008	Chief Financial Officer of Dundarave Resources Inc. (publicly traded (TSX-V) mineral exploration company).	Nil
<b>M. Stephen Enders</b> Colorado United States of America	Chief Operating Officer May 23, 2012  Chairman May 7, 2010 to May 23, 2012  Director May 19, 2009	Chief Operating Officer  Director of Renaissance Resource Partners (private company providing consulting services to resource companies).	376,550
<b>Brian K. Levet</b> <sup>(2)</sup> Western Australia Australia	Director March 18, 2011	Retired, mining executive  Previously, held various executive and management positions at Newmont Mining Corporation.	Nil
<b>Larry M. Okada</b> <sup>(1)</sup> British Columbia, Canada	Director June 11, 2013	Chief Financial Officer of BCGold Corp. (TSX-V: BCG), 2008 to present.  Interim Chief Financial Officer of Africo Resources Ltd. (TSX: ARL), January 2010 to present.	Nil

- (1) Member of the Audit Committee. See the Corporation's Annual Information Form for particulars of the Audit Committee's members, its charter and related matters.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance Committee.
- (4) Number of Common Shares beneficially owned directly or indirectly as at the Record Date. No director, together with the director's associates and affiliates beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Common Shares.

Pursuant to the provisions of the *Business Corporations Act* (British Columbia) the Corporation is required to have an Audit Committee whose members are indicated above. The Corporation does not have an Executive Committee.

No proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued
  - (i) while the proposed director was acting as a director, chief executive officer or chief financial officer of that company, or
  - (ii) after the proposed director ceased to be a director, chief executive officer or chief financial officer of that company but resulted from an event that occurred while acting in such capacity;
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that while acting in that capacity or within a year of ceasing to act in that capacity, become 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 the assets of the proposed director;
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets;
- (d) has entered into, at any time, a settlement agreement with a securities regulatory authority; or
- (e) has been subject to, at any time, any penalties or sanctions imposed by
  - (i) a court relating to securities legislation or a securities regulatory authority, or
  - (ii) a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director,

other than Brian E. Bayley, who was a director of:

1. American Natural Energy Corp. (TSX-V listed) from June 15, 2001 to November 30, 2010 which was issued cease trading orders by the:
  - (a) BCSC in July 2007, AMF in August 2007, Ontario Securities Commission (“OSC”) in August, 2007, Alberta Securities Commission (“ASC”) in November 2007 and MSC in March 2008 for failing to file financial statements and Management’s Discussion & Analysis. The orders were rescinded on October 29, 2008 when it filed the financial statements and Management’s Discussion & Analysis.

## **5. Appointment and Remuneration of Auditor**

Davidson & Company LLP, Chartered Accountants, of Suite 1200, 609 Granville Street, Vancouver, British Columbia, is currently the Auditor of the Corporation. **Unless otherwise directed, it is the intention of the Management Designees to vote the Proxies in favour of an ordinary resolution re-appointing Davidson & Company LLP, as the Auditor and authorizing the Board to approve the compensation of the Auditor.**

## **6. Ratification of Stock Option Plan**

The Board has established the Option Plan as described under ‘Statement of Executive Compensation – Stock Option Plan’.

The policies of the TSX-V require stock option plans which reserve for issuance up to 10% (instead of a fixed number) of a listed corporation’s shares be approved annually by its shareholders. That approval is being sought at the Meeting by way of an ordinary resolution. The persons named in the accompanying Proxy intend to vote in favour of this proposed resolution.

Following approval of the Option Plan by the shareholders, any options granted pursuant to the Option Plan will not require further shareholder or Exchange approval unless the exercise price is reduced or the expiry date is extended for an option held by an insider of the Corporation.

**Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the ordinary resolution approving the Option Plan.**

## **Advance Notice Policy / Provision for Nominations of Directors**

### *Introduction*

The Board has adopted, subject to ratification by Shareholders, an advance notice policy (the “**Advance Notice Policy**”) which it believes will: (i) facilitate orderly and efficient annual general meeting of Shareholders or, where the need arises, special, meetings of Shareholders; (ii) ensure that all Shareholders receive adequate notice of the persons nominated for election as director and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote.

The Board is now proposing that the Company’s Articles be altered to incorporate the provisions of the Advance Notice Policy (the “**Advance Notice Provision**”). Any reference in this section to Advance Notice Provision includes the Advance Notice Policy.

### *Purpose of the Advance Notice Provision*

The purpose of the Advance Notice Provision is to provide Shareholders, directors and management of the Corporation with guidance on the process for nomination of persons for election as directors in order to meet the Company’s goals described under ‘Introduction’ and ensure that all Shareholders – including those participating in a meeting by proxy rather than in person – receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. The Advance Notice Provision is the framework by which the Corporation seeks to fix a deadline by which holders of record of common shares of the Corporation must submit names of nominees for election as directors to the Corporation prior to any annual or special meeting of Shareholders and sets forth the information that a Shareholder must include in the notice to the

Corporation for the notice to be in proper written form.

*Effect of the Advance Notice Provision*

Subject only to the British Columbia *Business Corporations Act* (the “**BCA**”) and the Company’s Articles, only persons nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual general meeting of Shareholders, or at any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more Shareholders pursuant to a proposal made in accordance with the provisions of the BCA, or a requisition of the Shareholders made in accordance with the provisions of the BCA; or (c) by any person (a “**Nominating Shareholder**”) who (i) at the close of business on the date of the giving of the notice provided for below in the Advance Notice Provision and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) complies with the notice procedures set forth below in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the principal executive offices of the Company.

To be timely, a Nominating Shareholder’s notice to the Corporate Secretary of the Corporation must be made: (a) in the case of an annual general meeting of Shareholders, not less than 35 nor more than 60 days prior to the date of the annual meeting of Shareholders; but if the annual general meeting of Shareholders is to be held on a date that is less than 50 days after the date (the “**Announcement Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the 10<sup>th</sup> day following the Announcement Date; and (b) in the case of a special meeting (which is not also an annual general meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the 15<sup>th</sup> day following the day on which the first public announcement of the date of the special meeting of Shareholders was made. In no event shall any adjournment or postponement of a meeting of Shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement.

To be in proper written form, a Nominating Shareholder’s notice to the Corporate Secretary of the Corporation must set forth: (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation or employment of the person; (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (iv) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below); and (b) as to the Nominating Shareholder giving the notice, the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice and any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors

pursuant to the BCA and Applicable Securities Laws (as defined below).

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice Provision but nothing in the Advance Notice Provision shall be deemed to preclude discussion by a Shareholder (as distinct from the nomination of directors) at a meeting of Shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the BCA. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

For purposes of the Advance Notice Provision: (a) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (b) “**Applicable Securities Laws**” means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each applicable provinces and territories of Canada.

Notwithstanding any other provision of the Advance Notice Provision, notice or any delivery given to the Corporate Secretary of the Corporation pursuant to the Advance Notice Provision may only be given by personal delivery, facsimile transmission or by e-mail (provided that the Corporate Secretary of the Corporation has provided an e-mail address for purposes of this notice, at such e-mail address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, e-mail (provided that receipt is acknowledged) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company. If such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

#### *Vote Required and Recommendation of the Board*

The Corporation is seeking ratification of the Advance Notice Policy by an ordinary resolution of the Shareholders. Such resolution will also authorize any amendment to the Policy as the Board deems it appropriate and in the best interest of the Corporation and to do so without further confirmation, ratification or approval of the shareholders.

The Corporation is also seeking authorization from the Shareholders to alter its Articles to include the proposed Advance Notice Provision. Under the Company’s Articles and the BCA, the alteration of the Articles requires the approval by way of a special resolution, the text of which is set forth below:

“RESOLVED, as a special resolution, THAT:

1. The Articles of the Corporation be altered to incorporate an advance notice provision having the same terms and conditions as the Company’s Advance Notice Policy adopted by its Board of Directors on February 6, 2014 and described in the Company’s circular dated April 1, 2014;
2. The Corporation be authorized to amend the advance notice provision of its

Articles, to revoke this resolution and abandon or terminate the alteration of the Articles if the Board deems it appropriate and in the best interest of the Corporation and to do so without further confirmation, ratification or approval of the shareholders;

3. Any director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the common seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions; and
4. The alteration to the Articles of the Corporation shall not take effect until these minutes are signed and received for deposit at the Company's record office whereupon the Advance Notice Policy shall terminate.

The Board has concluded that the Advance Notice Policy and Advance Notice Provision are in the best interests of the Corporation and its Shareholders. **The Board recommends that Shareholders vote in favour of the proposed resolutions.** The persons named in the Proxy or VIF as Proxyholders intend to vote the Shares represented by Proxies and VIFs in favour of the proposed resolutions.

#### **OTHER BUSINESS**

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the Proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at the SEC's website at [www.sec.gov](http://www.sec.gov). Shareholders may contact the Corporation at Suite 501, 543 Granville Street, Vancouver, British Columbia V6C 1X8, Canada by mail, telecopier (1-604-688-1157), telephone (1-604-688-6390; collect calls accepted) or e-mail ([valerie@eurasianminerals.com](mailto:valerie@eurasianminerals.com)) to request copies of the Corporation's financial statements and MD&A.

Financial information for the Corporation's most recently completed financial year is provided in its comparative financial statements and MD&A which are filed on SEDAR and with the SEC.

**DATED** this 1<sup>st</sup> day of April, 2014

#### **ON BEHALF OF THE BOARD OF DIRECTORS**

(signed) VALERIE BARLOW  
Corporate Secretary