



**2015 NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR
OF
OROSUR MINING INC.**

This Management Information Circular is furnished in connection with the solicitation of proxies by management of Orosur Mining Inc. to be voted at the Annual and Special Meeting of the Shareholders of the Corporation to be held on November 18, 2015 at the hour of 11:00 a.m. (UK time) at FTI Consulting, 200 Aldersgate, Aldersgate Street, London, UK, EC1A 4HD.

Dated: October 16, 2015

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OROSUR MINING INC.**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
November 18, 2015****TO THE SHAREHOLDERS:**

TAKE NOTICE that an Annual and Special Meeting (the “Meeting”) of the Shareholders of Orosur Mining Inc. (the “Corporation” or “Orosur”) will be held at FTI Consulting, 200 Aldersgate, Aldersgate Street, London, UK, on November 18, 2015 at the hour of 11:00 a.m. (GMT time) for the following purposes:

1. to receive and consider the audited financial statements for the year ended May 31, 2015 and the report of the auditors thereon;
2. to fix the board of directors of the Corporation at five (5) members;
3. to elect a board of directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and, to authorize the board of directors to fix the auditors’ remuneration;
5. to consider, and if thought fit, pass a resolution to confirm, ratify and approve the stock option plan of the Corporation;
6. to consider and if thought fit, pass a resolution to confirm, ratify and approve the issuance of shares of the Corporation up to a maximum of seven million (7,000,000) shares to certain officers and directors of the Corporation in satisfaction of a portion of their salary and/or fees or any other remuneration amount; and
7. to transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of Instrument of Proxy and return it in the envelope provided for that purpose or if you received a machine readable voting instruction form, please follow the voting instructions specified in the voting instruction form.

DATED this 16th day of October, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“John Walmsley”

JOHN WALMSLEY, CHAIRMAN

COMMONLY ASKED QUESTION AND ANSWERS – VOTING AND PROXIES

Q. What is quorum for the Meeting?

A. Quorum is needed to transact business at the Meeting. The Corporation's by-laws require two persons present in person, each being a shareholder entitled to vote or a duly appointed proxy or proxyholder, representing 5% of the issued common shares entitled to vote.

Q. Who is entitled to vote?

A. You are entitled to vote if you were a holder of common shares of the Corporation as of the close of business on October 16, 2015. Each common share is entitled to one vote.

Q. When are the proxies due?

A. Duly completed and executed proxies must be received by the Company's transfer agent at the address indicated on the enclosed envelope no later than 11:00 am (GMT time) on November 16, 2015 or no later than 48 hours before the time of any adjourned meeting (excluding Saturdays, Sundays and holidays).

Q. How many votes are required to pass a matter on the agenda?

A. A simple majority of the votes cast, in person or represented by proxy, by those eligible to vote is required for each of the matters specified in this Management Information Circular.

Q. How do I vote?

A. If you are eligible to vote and your shares are registered in your name, you can vote your shares in person at the Meeting or by signing and returning your form of proxy by mail in the prepaid envelope provided or by fax to the number indicated on the form or online at the website indicated on the form.

If your shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see the question and answer below.

Q. If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker or other financial institution), how do I vote my shares?

A. If your shares are not registered in your name, but are held in the name of a nominee (usually a bank, trust company, securities broker or other financial institution), you are a "non-registered" shareholder and your nominee is required to seek instructions from you as to how to vote your shares. Your nominee will have provided you with a package of information including these meeting materials and either a form or proxy or a voting instruction form. Carefully follow the instructions accompanying the proxy or voting instruction form.

Q. What if I am a non-registered shareholder and do not give voting instructions to my nominee?

A. As a non-registered shareholder, in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominee by the deadline provided in the materials your receive from your bank, broker or other nominee. If you do not provide voting instructions, your shares will not be voted.

Q. What happens if I want to attend the meeting and vote in person?

A. If you are a registered shareholder and wish to vote in person, you may present yourself to a representative of the scrutineer of the meeting, Computershare Trust Company of Canada or Computershare Investor Services plc. Your vote will be taken and counted at the meeting. If you wish to vote in person at the meeting, do not complete or return the form of proxy.

The Corporation does not have the names of its non-registered shareholders. Therefore, if you attend the meeting, the Corporation will have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as a proxy holder. If you wish to vote in person at the meeting, insert your own name in the space provided (appointee section) on the form of proxy or voting instruction form sent to you by your nominee. In doing so, you are instructing your nominee to appoint you as a proxy holder. Complete the form by following the return instructions provided by your nominee. Do not otherwise complete the form as you will be voting in person at the meeting. You should present yourself to a representative of Computershare upon arrival at the meeting.

Q. Should I sign the form of proxy enclosed with this Management Information Circular?

A. If you are a registered shareholder you must sign the enclosed form of proxy for it to be valid. If you are a non-registered shareholder please read the instruction provided by your nominee.

Q. What if my shares are registered in more than one name or in the name of a company?

A. If the shares are registered in more than one name, all those persons in whose name the shares are registered must sign the form of proxy. If the shares are registered in the name of a company or any name other than your own, you should provide documentation that proves you are authorized to sign the form of proxy. If you have any questions as to what documentation is required, contact Computershare prior to submitting your form of proxy.

Q. Can I appoint someone other than the individuals named in the enclosed form of proxy to vote my shares?

A. Yes, you have the right to appoint some other person of your choice who needs to be a shareholder of the Company to attend and act on your behalf at the meeting. If you wish to appoint a person other than those named in the enclosed form of proxy, then strike out those printed names appearing on the form of proxy and insert the name of your chosen proxy holder in the space provided. ***NOTE:** It is important to ensure that any other person you appoint is attending the meeting and is aware that his or her appointment has been made to vote your shares. Proxy holders should, on arrival at the meeting, present themselves to a representative of Computershare.*

Q. How will the shares be voted if I send my proxy?

A. The shares represented by your proxy must be voted as you instruct in the form of proxy. If you properly complete and return your proxy but do not specify how you wish to vote, your shares will be voted as your proxy holder sees fit. Unless contrary instructions are provided, shares represented by proxies received by management will be voted as follows:

- (a) FOR fixing the Board of Directors of the Corporation at five (5) members;
- (b) FOR the election of Directors of the Corporation as set out in this Management Information Circular; and
- (c) FOR the appointment of PricewaterhouseCoopers LLP, Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration.

- (d) FOR the resolution approving the Stock Option Plan of the Corporation as amended and restated;
- (e) FOR the resolution approving the issuance of shares of the Corporation up to a maximum of seven million (7,000,000) shares in satisfaction of part of the salaries and for fees payable or any other remuneration amount to officers and directors.

MANAGEMENT PROXY CIRCULAR
(dated as of October 16, 2015)

NOTE: Shareholders who do not hold their shares in their own name as registered shareholders should read “Advice to Beneficial Shareholders” herein for an explanation of their rights.

SOLICITATION OF PROXIES

This circular (“Management Information Circular”) is provided in connection with the solicitation by management of Orosur Mining Inc. (the “Corporation”) of proxies for the Annual Meeting of the shareholders of the Corporation (the “Meeting”) to be held at FTI Consulting, 200 Aldersgate, Aldersgate Street, London, UK, on November 18, 2015 at the hour of 11:00 a.m. (GMT time).

Management of the Corporation does not contemplate a solicitation of proxies otherwise than by mail. The costs thereof will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

A shareholder has the right to appoint a nominee (who need not be a shareholder) to represent him or her at the Meeting, other than the persons designated in the enclosed proxy form, by inserting the name of his or her chosen nominee in the space provided for that purpose on the form, or by completing another proper form of proxy. Such shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and should instruct him or her on how the shareholder’s shares are to be voted. In any case, the form of proxy should be dated and executed by the shareholder or, where the form of proxy has been executed by an attorney of the shareholder, by the shareholder’s attorney authorized in writing, with proof of such authorization attached.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, (Facsimile: +1-416-263-9524 or +1-866-249-7775) (Attention: Proxy Department) or Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH (Facsimile: +44-20-870-703-6116) (Attention: Proxy Department), at least forty-eight (48) hours, excluding Saturdays and holidays, before the time of the Meeting or any adjournment thereof.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing and deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

ADVICE TO BENEFICIAL SHAREHOLDERS

The non-registered shareholders of the Corporation should review the information set forth in this section carefully. Shareholders who do not hold their shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder’s name. Such 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 Depositary for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered in the name of CEDE & Co. (the registration name for The Depository Trust Company, which acts as nominee for many U.S. brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted 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 person well in advance of the Meeting.

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to 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. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). 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 who receives a Broadridge voting instruction form cannot use that form to vote shares directly at the Meeting.** The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or an agent of such broker), a Beneficial Shareholder may attend the Meeting as proxy holder for the registered shareholder and vote the shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxy holder for the registered shareholder, should enter their own names in the blank space on the proxy form provided to them by their broker (or the broker’s agent) and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or the broker’s agent). All references to shareholders in this Management Information Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

VOTING OF PROXIES

The persons named in the enclosed form of proxy have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. Each shareholder may instruct his proxy how to vote his shares by completing the blanks on the proxy form.

Shares represented by properly executed proxy forms in favor of the person designated on the enclosed form will be voted or withheld from voting in accordance with the instructions given on the proxy forms. In the absence of such instructions, such shares **WILL BE VOTED FOR THE APPROVAL OF ALL RESOLUTIONS IDENTIFIED IN THIS MANAGEMENT INFORMATION CIRCULAR.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Corporation is authorized to issue an unlimited number of common shares (“**Common Shares**”).

As of the effective date of this Management Information Circular, that is October 16, 2015 (the “**Effective Date**”), the Corporation has 96,635,081 issued and outstanding Common Shares that are without nominal or par value. Holders of Common Shares on the Record Date (as defined below) are entitled to one (1) vote at the Meeting for each Common Share held.

The Corporation will prepare a list of shareholders of record at the close of business on October 16, 2015 (the “**Record Date**”). A holder of Common Shares named on that list will be entitled to vote the Common Shares then registered in such holder’s name.

To the knowledge of the directors and executives officers, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, other than Paul Stephens who owns 12,401,625 shares representing approximately 12,8% of the issued and outstanding shares.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The audited consolidated financial statements of the Corporation for the year ended May 31, 2015 and the report of the auditors on the financial statements have already been distributed and will also be available at the Meeting.

2. Number of Directors

As of October 16, 2015, there were five (5) directors of the Corporation, all of whose terms expire at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies FOR fixing the number of directors to be elected at five (5).

3. Election of Board of Directors

Unless otherwise directed, it is the intention of management to vote proxies FOR the election as directors of the five (5) nominees listed under the heading “Nominees for Election of the Board of Directors”.

Management does not contemplate that any such nominees will be unable to serve as directors. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, the persons named in the form of proxy reserve the right to vote for any other nominee in their sole discretion.

There is no contract, arrangement or understanding between any proposed management nominee or any other person, except the directors and officers of the Corporation acting solely in their capacity as such, pursuant to which the nominee is to be elected.

Majority Voting

The Board has adopted a policy stipulating that if the votes in favor of the election of a director Nominee at a shareholders’ meeting represent less than a majority of the shares voted and withheld, the Nominee will submit his resignation promptly after the meeting, for the Corporate Governance and Nominating Committee’s consideration. The Corporate Governance and Nominating Committee will make a recommendation to the Board after reviewing the matter, and the Board will act on the Corporate Governance and Nominating Committee’s recommendation within 90 days following certification of the shareholder vote. The Board’s decision to accept or reject the resignation offer will promptly be disclosed to the public by press release. The Nominee will not participate in any Corporate Governance and Nominating Committee or Board deliberations on the resignation offer. The majority voting policy does not apply in circumstances involving contested director elections.

The persons named on the enclosed form of proxy intend to VOTE FOR the election of each of the proposed nominees whose names are set out below unless a shareholder has specified in his or her proxy that his or her Common Shares are to be withheld from voting for the election or a proposed nominee.

Mr. John A. Walmsley		Independent
London, England		Non-Executive Director since July 2013
Mr. Walmsley is currently Executive Chairman of Consilience Energy Advisory Group and is a non-executive director of Pantheon Resources Limited. Previously, he was director of Bonsanco Advisory Services (UK) Ltd., Bonsanco Technologies AG, Hallwood Energy Ltd., Intelligent Investor Ltd. and CEO of Hardy Oil and Gas Plc.		
Number of Shares Beneficial Owned	Board/Committee Membership during fiscal year 2015	Attendance at Meetings during Fiscal Year 2015
140,350	Board of Directors (Chairman) Audit Committee (Chairman) Remuneration Committee Health, Safety and Environmental Committee Corporate Governance and Nominating Committee	8/8 4/4 3/3 0/0 0/0
Area of Expertise	Other Public Board Directorships	
Corporate Finance, Business Strategy Accounting and Finance	Pantheon Resources Plc	

Mr. Ignacio Salazar		Non-independent
Santiago, Chile		Chief Executive Officer since August 2013
Mr. Salazar is presently CEO of the Corporation. Since 2009, he has also been President of the Chamber of Mines of Uruguay. He was interim Managing Director from March to July 2013 and CFO of the Corporation from August, 2008 to March 2013. Prior to joining Orosur, he worked for the Royal Dutch Shell Group, in Finance and New Business Development in different countries in Europe and South America. He holds a Masters Degree in Business Administration and a Masters Degree in Law, both from the University of Deusto in Spain.		
Number of Shares Beneficial Owned	Board/Committee Membership, during fiscal year 2015	Attendance at Meetings during Fiscal Year 2015
773,000	Board of Directors	8/8
Area of Expertise	Other Public Board Directorships	
Business Strategy, Management, Corporate Finance, Legal	—	

Mr. Roger Davey		Independent
London, England		Non-Executive Director since 2007
Mr. Davey is presently a Director of Condor Gold, and EMED Mining. Until December 2010, Mr. Davey was an assistant director and the Senior Mining Engineer at NM Rothschild (London) in the Mining and Metals project finance team. Other previous positions held include director of Condor Gold; Director, Vice President and General Manager of Minorco (AngloGold) subsidiaries in Argentina; Operations Director of Greenwich Resources plc, London; Production Manager for Blue Circle Industries in Chile; and various production management roles in Gold Fields South Africa.		
Number of Shares Beneficial Owned	Board/Committee Membership, during fiscal year 2015	Attendance at Meetings during Fiscal Year 2015
23,500	Board of Directors Audit Committee Remuneration Committee Health, Safety and Environmental Committee (Chairman) Corporate Governance and Nominating Committee	7/8 3/4 3/3 0/0 0/0
Area of Expertise	Other Public Board Directorships	
Mining	Condor Gold plc EMED Mining Public Limited	

Mr. Horng Dih Lee		Independent
Vancouver, Canada		Non-Executive Director since July 10, 2014
Mr. Lee is currently the Chief Financial Officer and Corporate Secretary of Eastern Platinum Ltd., a publicly traded mining company on the TSX. Mr. Lee obtained his Chartered Accountant designation with Deloitte and holds an MBA from the University of British Columbia. He has more than 25 years of experience in finance, accounting, treasury and administration in public mining companies. Prior to joining Eastern Platinum, he held senior financial positions with Northern Orion Resources Inc., Ivanhoe Mines Ltd. and Diamond Fields Resources Inc.		
Number of Shares Beneficial Owned	Board/Committee Membership, during fiscal year 2015	Attendance at Meetings during Fiscal Year 2015
7,500	Board of Directors Audit Committee Remuneration Committee Health, Safety and Environmental Committee Corporate Governance and Nominating Committee	8/8 4/4 3/3 0/0 0/0
Area of Expertise	Other Public Board Directorships	
Corporate Governance, Business Strategy Accounting and Corporate Finance	—	

Mr. Pablo Marcet		Non-independent
Buenos Aires, Argentina		Senior Executive Officer since July 10, 2014
Mr. Marcet has over 20 years of experience in mining, exploration and project development. He participated in the start-up of the giant Escondida copper mine in Chile and held various managerial positions for BHP Billiton in East Africa and South America. From 2003 to 2007 he was president of Northern Orion's Minera Agua Rica. Northern Orion was sold to Yamana Gold in 2007 for a fully diluted amount of \$1.6 Billion. Mr. Marcet holds a Masters degree in economic geology from Harvard, and an MBA from the University of Phoenix.		
Number of Shares Beneficial Owned	Board/Committee Membership, during fiscal year 2015	Attendance at Meetings during Fiscal Year 2015
84,375	Board of Directors	8/8
Area of Expertise	Other Public Board Directorships	
Mining Geology Business Strategy	U308 Corp. (TSX: UWE).	

Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless the office is earlier vacated in accordance with the by-laws of the Corporation.

No proposed director:

- (a) is, as at the date of this Management Information Circular, or has been, within 10 years of the date of this Management Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
- (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Management Information Circular, or has been within 10 years of the date of this Management Information Circular, a director or executive officer of any company (including the Corporation) that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

- (c) has, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to, at any time, any penalties or sanctions imposed by
 - (i) a court relating to securities legislation or a securities regulatory authority or has entered into, at any time, a settlement agreement with a securities regulatory authority, or
 - (ii) a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

4. Appointment of Auditor

It is the intention of management to propose to the shareholders to reappoint the firm of PricewaterhouseCoopers LLP, Chartered Accountants, Royal Trust Tower, Suite 3000, Toronto Dominion Center, Toronto, Ontario, Canada M5K 1G8 as auditor of the Corporation until the close of the next annual general meeting of shareholders; and to authorize the directors of the Corporation to fix the remuneration of PricewaterhouseCoopers LLP, Chartered Accountants.

The aggregate fees billed by the Corporation's external auditors and their affiliates for the fiscal years in respect of services rendered to the Corporation and its subsidiaries are as follows:

Fiscal Year End	Audit Fees (\$)	Audit Related Fees ⁽¹⁾ (\$)	Tax Fees ⁽²⁾ (\$)	All Other Fees ⁽³⁾ (\$)
2015	210,185	35,347	22,529	42,577
2014	259,324	42,439	7,350	41,517
2013	255,514	43,631	16,769	48,275

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.
- (4) All amounts are expressed in US dollars.

The Audit Committee has adopted policies and procedures whereby any engagement of non-audit services requires the approval of the Audit Committee.

Unless otherwise directed, it is management's intention to vote the proxies FOR an ordinary resolution to reappoint the firm of PricewaterhouseCoopers LLP, Chartered Accountants as auditor of the Corporation and to authorize the directors to fix their remuneration.

5. **Stock Option Plan**

The Corporation adopted a stock option plan (the “**Stock Option Plan**”) which was originally approved by the shareholders on February 23, 2001 for the purpose of advancing the interests of the Corporation by encouraging directors, officers, employees and consultants of the Corporation and its subsidiaries and affiliates to acquire Common Shares, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation.

An amendment to the Stock Option Plan was approved by the Corporation’s shareholders on November 18, 2004 to increase the number of Common Shares reserved for issuance. On October 12, 2010, the shareholders approved a further amendment to the Stock Option Plan to change the fixed amount of Common Shares of the Corporation reserved for issuance to a rolling amount of 10% of the issued and outstanding Common Shares from time to time.

Effective May 14, 2012, the Board of Directors amended the Stock Option Plan to comply with TSX requirements and to fix the amount of Common Shares of the Corporation which may be issued under the Stock Option Plan from and after May 14, 2012 at 7,790,000. The Stock Option Plan was approved by the shareholders of the Corporation on November 28, 2012.

Effective October 7, 2015 the Board of Directors amended the Stock Option Plan, fixing the amount of Common Shares of the Corporation which may be issued under the Stock Option Plan from and after October 7, 2015 at 9,600,000 and to remove the limits on insider participation. If the amendment to the Stock Option Plan is approved by shareholders and the insider participation limit is removed from the Stock Option Plan, then the number of issued Common Shares of the Corporation (i) issued to insiders within any one year period, and (ii) issuable to insiders at any time, under the Stock Option Plan, or when combined with all other security-based compensation arrangements (including the issuance of Common Shares for salary or fees described herein) may exceed 10% of the Corporation’s total issued and outstanding Common Shares. This increase to 9,600,000 amounts to 1,810,000 additional common shares, representing an additional dilution of 1.9% and aligns the amount to approximately 10% of the issued and outstanding Common Shares which had been increased in July 2014 following the acquisition of Waymar Resources Ltd.

Material Terms of the Stock Option Plan

The following is a summary of the material terms of the Stock Option Plan. Such summary is qualified in its entirety by the full text of the Stock Option Plan attached as Schedule “B” hereto.

Eligible Participants: Directors, executive officers, consultants, and employees of the Corporation or of a related entity are eligible for selection to participate in the Stock Option Plan.

Number of Common Shares Reserved. The amended and restated Stock Option Plan reserves for issuance a total of 9,600,000 Common Shares, representing approximately 10% of the Corporation’s issued and outstanding Common Shares as of October 7, 2015. As at October 7, 2015, the Corporation had 5,989,168 Common Shares reserved for issuance pursuant to outstanding stock options issued before October 7, 2015 representing approximately 6.2% of the Corporation’s issued and outstanding Common Shares and 3,610,832 Common Shares available for issuance pursuant to stock options which may be issued under the Stock Option Plan after October 7, 2015 representing approximately 3.8% of the Corporation’s issued and outstanding Common Shares.

Maximum Options. No more than 5% of the issued shares of the Corporation may be reserved for issuance pursuant to options granted to any one individual in any 12 month period. No more than 2% of

the issued shares of the Corporation may be reserved for issuance pursuant to options granted to any non-executive director in any 12 month period. With 96,635,081 shares currently outstanding, 5% and 2%, would represent 4,831,754 and 1,932,701 options respectively.

Determination of Exercise Price. The exercise price of each option shall be determined by the board of directors and in no event shall such price be less than the Market Value per Share (which is the close price of board lot prior to date of grant) on the grant date.

Term. The term of each option shall be at the discretion of the board of directors but shall not exceed 10 years.

Vesting. The board of directors may determine the manner in which the options shall vest.

Transferability. Options granted under the Stock Option Plan are not assignable or transferable except if transferred under the participant's will or the laws of descent and distribution or to a holding entity, RRSP or RRIF.

Termination of Employment. If a participant ceases to be a director, officer, consultant or employee of the Corporation or a related entity: a) due to retirement, disability or death, the optionee or his/her estate shall have 365 days from the date of such termination to exercise any option granted but only to the extent that the optionee was entitled to exercise such option at the date of such cessation, b) at any time in the six months following a change of control of the Corporation, the optionee shall have 180 days from the date of such termination to exercise any option granted but only to the extent the optionee was entitled to exercise such option at the date of such cessation, c) for cause, all unexercised options shall become null and void immediately upon termination, and d) for any reason other than death, disability, retirement, cause or following a change of control, the optionee shall have 90 days from the date of such termination to exercise any option granted but only to the extent the optionee was entitled to exercise such option at the date of such cessation.

Amendments to the Stock Option Plan. The Board may, subject to shareholder approval, amend the Stock Option Plan at any time. Shareholder approval would be required to increase the number of shares reserved for issuance as a fixed number, to reduce the exercise price of a stock option benefiting an insider of the Corporation, to extend the term of an option benefiting an insider, and any amendments to the amending provisions in the Stock Option Plan. Notwithstanding the foregoing and subject to TSX approval, the Board is specifically authorized to amend or revise the terms of the Plan without obtaining shareholder approval in the following circumstances: a) to change vesting provisions in the event of a business combination or a takeover bid; b) to add any form of financial assistance; c) to change the termination provision of the options or the Stock Option Plan which does not extend beyond the original expiry date; d) to add a cashless exercise feature, payable in cash or securities, whether or not the feature provides for a full deduction of the number of underlying shares from the reserved shares; and e) other amendments of a housekeeping nature, including the correction or rectification of any ambiguities, defective or inconsistent provisions, errors, mistakes or omissions therein and updating provisions therein to reflect changes in the governing laws, including tax laws and the TSX requirements.

Shareholders of the Corporation will be asked at the Meeting to consider, and if thought appropriate, approve the following resolution:

WHEREAS the Board of Directors of the Corporation approved on October 7, 2015 certain amendments to the Stock Option Plan of the Corporation as described in this Management Information Circular in order to increase the maximum number of common shares issuable upon the exercise of options by 1,810,000 from 7,790,000 to 9,600,000 and to remove the insider participation limit provision:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Stock Option Plan of the Corporation be amended to increase the maximum number of common shares issuable upon the exercise of options by 1,810,000, from 7,790,000 to 9,600,000;
2. to remove the insider participation limit provision; and
2. any one officer or director of the Corporation be and is hereby authorized and directed on behalf of and in the name of the Corporation, to do all such acts and things and to execute and deliver all such documents, agreements and statements as such officer or director may consider necessary or desirable to fully effect and carry out the provisions of the foregoing resolutions.

To be approved, the resolution must be passed by a majority of the votes of disinterested shareholders of the Corporation cast thereon at the Meeting. The Common Shares held by the directors and officers in the aggregate of 1,028,725 Common Shares will not be included in the vote.

6. Issuance of shares up to a maximum of seven million (7,000,000) shares to satisfy a portion of the salaries payable to officers and fees payable to directors or any other remuneration amount.

Due to the Corporation's ongoing cost-cutting measures in order to preserve its cash resources, the Named Executive Officers of the Corporation (see Statement of Executive Compensation), namely Ignacio Salazar, Pablo Marcet, Daniel Moretti and Ryan Cohen, and one of the non-executive directors of the Corporation, namely Horng Dih Lee, each agreed to receive 20% of his respective base salary or directors' fees in the form of common shares of the Corporation, in lieu of cash, effective November 1, 2015. It is anticipated that the shares would be paid on a quarterly basis and that the number of shares to be paid would be calculated using the quarterly volume weighted average price of the Corporation's shares on the Toronto Stock Exchange with no discount applied.

On October 7, 2015, the Board of Directors approved the issuance of up to 7,000,000 common shares of the Corporation for such a purpose and for any other remuneration amount, effective November 1, 2015 until the Corporation's next annual general meeting of shareholders, subject to the approval of the Corporation's shareholders. The Board of Directors agreed to reassess the global gold market conditions and the Corporation's financial situation prior to the Corporation's next annual general meeting of shareholders to determine whether to reinstate the full cash payment of salaries and directors' fees.

The Board of Directors is of the view that 7,000,000 common shares will more than sufficiently cover the 20% of the salaries and fees of the above-named individuals over the next 12 months. However, in the event that market conditions or the Corporation's financial position deteriorates over the next 12 months, the Board of Directors would likely have to implement further cost cutting measures and may have to consider asking these individuals to take a larger percentage of their salaries or any other remuneration in the form of common shares, and may have to consider asking the Corporation's other officers and employees to take a portion of their salaries in the form of common shares. The Board of Directors anticipates that it would also use the 7,000,000 common shares for these purposes.

The other non-executive directors of the Corporation, namely John Walmsley and Roger Davey, each agreed to receive 20% of their respective directors' fees in the form of stock options of the Corporation, in lieu of cash, effective November 1, 2015. The number of stock options to be granted would be equivalent to the number of shares they would have received had they elected to receive 20% of their directors' fees in the form of common shares of the Corporation. Any stock option grant would be done

pursuant to the Corporation's Stock Option Plan, as amended. All terms, including the expiry date and the calculation of the exercise price, of any such stock option grant would be in accordance with the Corporation's Stock Option Plan, as amended.

The issuance of seven million (7,000,000) shares represents a dilution of 7.2% of the Corporation's issued and outstanding Common Shares.

Shareholders of the Corporation will be asked at the Meeting to consider, and if thought appropriate, approve the following resolution:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the issuance of shares of the Corporation up to a maximum of seven million (7,000,000) shares to satisfy a portion of the salaries payable to officers and fees payable to directors or any other remuneration amount, in accordance with the policies of the TSX, is hereby confirmed, ratified and approved.
2. The Board of Directors may revoke this resolution in whole or in part without further shareholder approval.
3. any one officer or director of the Corporation be and is hereby authorized and directed on behalf of and in the name of the Corporation, to do all such acts and things and to execute and deliver all such documents, agreements and statements as such officer or director may consider necessary or desirable to fully effect and carry out the provisions of the foregoing resolutions.

To be approved, the resolution must be passed by a majority of the votes of disinterested shareholders of the Corporation cast thereon at the Meeting. The Common Shares held by the directors and officers of the Corporation in the aggregate of 1,028,725 Common Shares will not be included in the vote.

7. Other Business

While there is no other business other than that mentioned in the Notice of Meeting to be presented for consideration 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.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors, the issuance of options under the Stock Option Plan or the issuance of shares for salary or fees as described herein. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year; (b) who is a proposed nominee for election as a director of the Corporation; or (c) who is an associate or affiliate of a person included in subparagraphs (a) and (b).

STATEMENT OF EXECUTIVE COMPENSATION

(Currency references herein are US dollar (\$) unless otherwise noted)

Compensation Discussion and Analysis

This compensation discussion and analysis (“**CD&A**”) describes and explains the compensation program that existed for the year ended May 31, 2015 for the Chief Executive Officer (“**CEO**”) and the other most highly compensated executive officers (collectively the Named Executive Officers or “**NEOs**”) as required by Form 51-102F6 under National Instrument 51-102 *Continuous Disclosure Obligations*.

The Corporation’s NEOs for fiscal year ended May 31, 2015 are: Ignacio Salazar, CEO, Pablo Marcet, Exploration and Development Director, Ryan Cohen, VP Strategy & Corporate Development, Jorge Aceituno, Operations Manager and Daniel J. Moretti, CFO and Corporate Secretary.

Role of the Remuneration Committee

The Remuneration Committee was established by the Board of Directors (the “**Board**”) of the Company to assist in fulfilling the Board’s responsibilities relating to compensation issues and to establish a plan of continuity for executive officers. The Remuneration Committee reviews and recommends the compensation philosophy and guidelines for the Company which includes reviewing compensation for executive officers for recommendation to the Board.

The Remuneration Committee makes determinations as to each component of the compensation program with respect to each executive officer based on comparison to other similar size companies taking into account revenue, number of employees, and market capitalisation and internal discussions which drew upon the experience of the members of the Remuneration Committee with respect to industry practices and performance relative to informal expectations. Periodically, external surveys are prepared comparing the remuneration of executives and directors to other comparable companies.

The Corporation has a standard employment contract with the majority of its executive officers that has been approved by the Remuneration Committee. Pablo Marcet, Exploration and Development Director and Ryan Cohen, VP Strategy & Corporate Development are engaged under contracts with their personal services companies. These contracts, as well as the employment terms for new appointments and amendments to existing agreements, are also approved by the Remuneration Committee.

Composition of the Remuneration Committee

The members of the Remuneration Committee were, as of May 31, 2015, Messrs. Horng Dih Lee (Chair of the Committee), Roger Davey, and John Walmsley. Each member of the Remuneration Committee neither at present nor in the past, has occupied executive positions in the Corporation nor has been an employee of the Corporation or any subsidiary, and each is considered an independent director for the purposes of NI 58-101. Each member of the Remuneration Committee has direct experience that is relevant to his or her responsibilities in executive compensation.

Elements of Executive Compensation

The Corporation’s policy regarding compensation of the Corporation’s executive officers is structured to provide a competitive compensation package that supports both the short-term and long-term goals of the Corporation, attracts and retains suitable and qualified executive management, and establishes a compensation framework which is industry competitive, as well as align the compensation level of each executive to that executive’s level of responsibility.

In order to attract and retain key personnel, the Corporation's executive compensation covers the following major types of compensation:

- Base salary
- Participation in the Corporation's Stock Option Plan
- Employee benefits
- Participation in a bonus scheme such as annual cash bonuses

Annual Base Salary

The objectives of the base compensation are to retain high calibre individuals, recognize market pay and acknowledge the competencies and skill of individuals. Base salary for the NEOs is determined by the Board upon the recommendation of the Remuneration Committee. Executive base salaries are determined having reference to the salary levels in the resource industry for companies with similar production levels, number of employees and market capitalization of the Corporation.

The initial base salaries of the Corporation's executive officers were determined through the assessment of their experience, their level of expertise, their responsibilities, their previous remuneration, and the salaries paid by companies in the comparative group. Thereafter, base salaries were determined through the individual's performance, the Corporation's performance, and comparisons with other companies in the same industry as described below.

During the year ended May 31, 2014, the Corporation engaged Towers Watson, a compensation advisory firm, to provide support to the Remuneration Committee in assessing the reasonableness of the compensation for the Corporation's executive officers during the year ended May 31, 2014 and for determining compensation for the year ending May 31, 2015. The Towers Watson report was completed in December 2013 and the Corporation updated that report in September 2014 using the same methodology employed by Towers Watson.

The comparable companies used by Towers Watson in their report and by the Corporation were mining companies of similar market capitalization or revenue levels to Orosur Mining Inc. The comparative companies included the following:

- | | |
|--------------------------|----------------------------|
| • Troy Resources Limited | • Elgin Mining Inc. |
| • Jaguar Mining Inc. | • New Dawn Mining Corp. |
| • Orvana Minerals Corp. | • Scorpio Gold Corporation |
| • Luna Gold Corp. | • Minera IRL Limited |
| • Amara Mining plc | • Goldgroup Mining Inc. |
| • Besra Gold Inc. | |

The Remuneration Committee compared the Corporation's executive officers to the executives in the comparator group that appear to be performing similar job functions. Where market information for the functional roles was not available, information was provided on a "ranking" basis, where the Corporation's executive officers were matched to comparative companies' executives based on their ranking within the organization in terms of total compensation.

Based on the Towers Watson report, as updated, the base salary of the Corporation's Chief Executive Officer ("CEO") for the year ended May 31, 2014 was positioned below the 25th percentile of the CEOs in the peer group. As a consequence, the Remuneration Committee approved an increase to the base

salary of the Corporation's CEO for the year ended May 31, 2015 to align it to the 50th percentile of his peer group. Based on the Towers Watson report, the base salaries of the Corporation's Exploration and Development Director, VP Strategy & Corporate Development, Operations Manager and CFO and Corporate Secretary (none of whom were considered NEOs during the year ended May 31, 2014) were on average positioned between the 25th and 50th percentile of the peer group for the year ended May 31, 2015.

Due to the Corporation's ongoing cost-cutting measures in order to preserve its cash resources, Messrs. Salazar, Marcet, Moretti and Cohen each agreed to receive 20% of his base salary in the form of common shares of the Corporation, in lieu of cash, effective November 1, 2015 until the Corporation's next annual general meeting of shareholders. The number of shares to be paid would be calculated using the quarterly volume weighted average price of the Corporation's shares on the Toronto Stock Exchange with no discount applied. On October 7, 2015, the Board of Directors approved the issuance of common shares for such a purpose, subject to the approval of the Corporation's shareholders, and agreed to reassess the global gold market conditions and the Corporation's financial situation prior to the the Corporation's next annual general meeting of shareholders to determine whether to reinstate the full cash payment of salaries.

Stock Options

The objectives of the incentive stock options are to reward achievement of long-term financial and operation performance and focus on key activities and achievements critical to the ongoing success of the Corporation. The Corporation has adopted a stock option policy which establishes the recurrence and number of stock options to be granted to non-executive directors, executive officers, contractors and employees of the Corporation and its related entities.

According to such policy, an initial higher grant of stock options is given when a director or qualifying employee joins the Corporation, or at the discretion of the Board. All such stock options shall vest 1/3 when granted, 1/3 on the first anniversary from the date granted and 1/3 on the second anniversary from the date granted. It is also foreseen in the policy that a higher amount of stock options can be granted when special circumstances merit to do so.

On July 10, 2014, as part of the Corporation's acquisition of Waymar Resources Ltd. ("Waymar"), Waymar share options to acquire Waymar common shares were converted to Orosur share options to acquire Orosur common shares. As a result, 1,500,000 Waymar share options were converted to 562,500 Orosur share options using the exchange ratio of 0.375 Orosur common share per Waymar common shares. The exercise price (Cdn\$0.267) of the converted options was calculated by dividing the Waymar exercise price by the exchange ratio and the expiry date of these options is the earlier of the original expiration date and July 10, 2016.

On December 10, 2014, the Corporation granted an aggregate of 4,180,000 stock options exercisable at a price of Cdn\$0.185 per common share, on or before December 10, 2019. Of these, officers and employees were granted a total of 2,080,000 options and executive and non-executive directors were granted a total of 2,100,000 options.

Employee Benefits

The NEOs are entitled to receive other benefits during the term of their employment, which may include all or some of health, life and disability insurance, and private use of a Corporation's automobile. The Corporation's policy is to locate all senior executives in close proximity to the Corporation's operations. Where possible, local executives are employed by the Corporation. When employees are employed from outside of the region, they may be entitled to receive expatriate benefits including housing allowance, one annual return trip for the employee and their family to point of hire and, schooling for the employee's

children. For further details, see the “*Summary Compensation Table*” under “*Statement of Executive Compensation*” below.

Bonus Schemes

Annual cash bonuses may be awarded at the sole discretion of the Board, based on recommendations of the Remuneration Committee, for individual achievements, contributions or efforts that the Remuneration Committee has determined can reasonably be expected to have an additional positive impact on the value of the Corporation to shareholders. Cash bonuses are based on the achievement of pre-determined objectives.

In view of the weak gold markets, declining profitability and the Corporation’s efforts to preserve cash, no cash bonuses were awarded for the year ended May 31, 2015.

The Corporation had a performance share award scheme in place until October 3, 2014. The performance share award scheme was based on share price performance targets over a certain period of time. On October 3, 2014, holders of performance shares agreed to, and the Board of Directors approved, the cancellation of the performance share award scheme and all unvested shares were forfeited. At the time of cancellation, a total of 1,172,523 performance shares awarded in November 2012 (of which Mr. Salazar had 859,850) remained unvested as performance criteria had not been met.

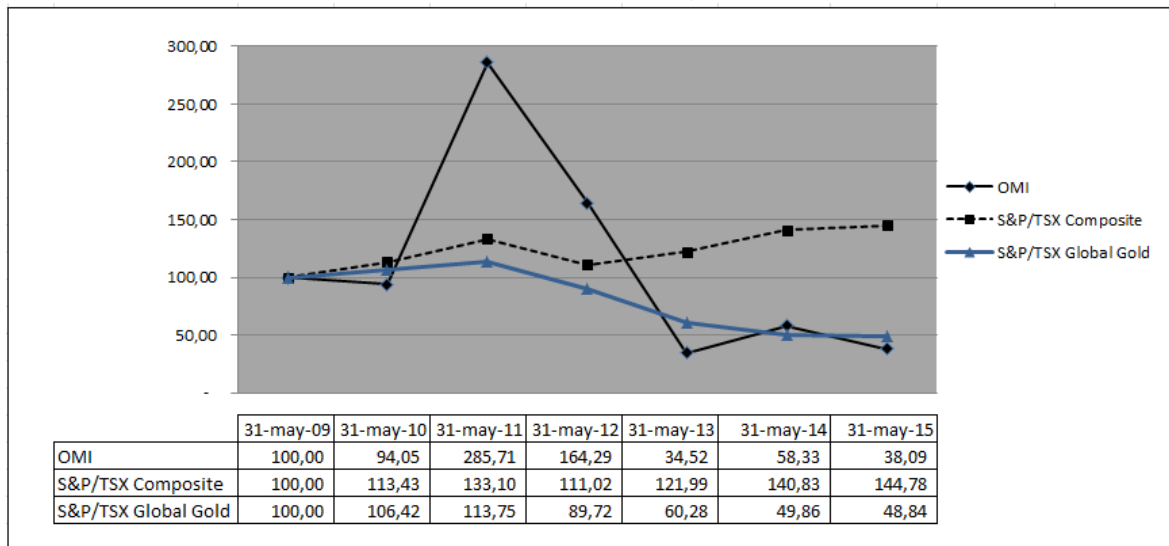
Compensation Risks

The Corporation believes that it has effective risk management and regulatory compliance relating to its compensation policies. The Remuneration Committee assists the Board of Directors in discharging its duties relating to compensation of the directors and executive officers. The Remuneration Committee reviews the overall executive compensation program on an annual basis and considers the implications of the risks associated with the Corporation’s executive compensation policies, philosophy and practices. The Remuneration Committee follows an overall compensation model which aims to ensure that an adequate portion of overall compensation for the NEOs is “at risk” and only realized through the performance of the Corporation over both the short-term and long-term. Short-term incentive structures (i.e. annual performance-based cash incentives) are designed to include multiple elements so as to mitigate the risk of maximizing one component at the expense of another. In addition, the long-term component, which is currently satisfied by stock option awards, will only be realized if shareholders benefit in the form of appreciation in the Company’s stock price, or shareholder value.

Performance Graph - Six Year Shareholder Return Comparison

The following graph compares the yearly change in the cumulative total shareholder return over the periods indicated of a Cdn.\$100 investment in the Corporation’s Common Shares with the cumulative total return of S&P/TSX Composite Index and the S&P/TSX Global Gold Index, assuming the reinvestment of dividends, where applicable, for the comparable period.

CUMULATIVE VALUE OF A CDN\$100 INVESTMENT



Note: S&P/TSX Global Gold Index is an index of global gold securities which comprises producers of gold and related products, including companies that mine or process gold and the South African finance houses which primarily invest in, but do not operate, gold mines.

Summary Compensation Table

The following table contains information about the compensation paid to, or earned by, the actual Corporation's Named Executive Officers during the Corporation's three most recently completed financial years. Unless otherwise indicated, all currency references are in US dollars.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$) ^(f)		Pension Value (\$)	All other compensation (\$) ⁽²⁾	Total compensation (\$)
(a)	(b)	(c)	(d)	(e)	Annual Incentive Plans (f1)	Long Incentive Plans (f2)	(g)	(h)	(i)
Ignacio Salazar CEO ⁽³⁾	2015	354,106 ⁽⁴⁾	Nil ⁽⁵⁾	8,347	Nil	Nil	N/A	108,366	470,819
	2014	227,532	Nil	31,059	126,750 ⁽⁶⁾	Nil	N/A	109,791	495,132
	2013	227,452	Nil	Nil	Nil	Nil	N/A	91,500	318,952
Pablo Marcet Exploration and Development Director ⁽⁷⁾	2015	174,032	Nil	5,366	Nil	Nil	N/A	297,831 ⁽⁸⁾	477,229
Ryan Cohen VP Strategy & Corporate Development ⁽⁹⁾	2015	155,000	Nil	2,385	Nil	Nil	N/A	63,433 ⁽¹⁰⁾	220,818
	2014	64,583	Nil	17,989	Nil	Nil	N/A	45,000 ⁽¹¹⁾	127,572
Jorge Aceituno Operations Manager ⁽¹²⁾	2015	206,920	Nil	2,981	Nil	Nil	N/A	Nil	209,901
	2014	67,550	Nil	14,391	59,766	Nil	N/A	Nil	141,707
Daniel Moretti CFO & Corp Sec ⁽¹³⁾	2015	106,731	Nil	3,577	Nil	Nil	N/A	Nil	110,308

Notes:

- (1) These amounts represent the value of stock options granted to the respective Named Executive Officer. The value is calculated using the Black-Scholes model as of the grant date, and is consistent with the values disclosed in the Corporation's audited financial statements for the year ended May 31, 2015.
- (2) "All other compensation" includes, where applicable, agreed benefits, unless otherwise explained in these notes.
- (3) Ignacio Salazar was appointed as Chief Financial Officer in September 2008, as Managing Director in March 2013 and as Chief Executive Officer in August 2013. Mr. Salazar is also a director of the Corporation and does not receive compensation for services as director.
- (4) Mr. Salazar's annual salary was increased during the year ended May 31, 2015 to reflect his role as CEO of the Company, a position to which he was appointed in August 2013. The increase was approved by the Remuneration Committee and brings his annual salary in line with the 50th percentile of CEOs of his peer group. The 2015 salary includes also an additional amount (\$52,000) to compensate for a change in tax treatment.
- (5) On October 3, 2014, Mr. Salazar elected to cancel his performance share award scheme which consisted of 859,850 performance share awards which had been granted during the year ended May 31, 2013. The Corporation did not record any compensation expense relating to these performance share awards in its audited financial statements for the year ended May 31, 2013. Consequently, no amounts are recorded for these share awards in this Summary Compensation Table.
- (6) This amount relates to a bonus for Mr. Salazar's performance for the year ended May 31, 2014 and paid during the year ended May 31, 2015. The bonus was approved by the Remuneration Committee. No annual incentive plan payments are awarded for the year ended May 31, 2015.
- (7) Pablo Marcet was appointed Exploration and Development Director on July 10, 2014. All amounts (except for option grants) for Mr. Marcet were paid to Geo Logic SA, a private company controlled by Mr. Marcet. All amounts paid to Geo Logic SA are 100% attributable to services provided by Mr. Marcet.
- (8) Mr. Marcet was paid \$297,831 in July 2014 following the acquisition of Waymar by Orosur. This represents Mr. Marcet's unpaid management fee from the period of May 2013 to July 2014 while he was CEO of Waymar.
- (9) Ryan Cohen was appointed VP Strategy & Corporate Development on January 20, 2014, but was a consultant to Orosur prior to this appointment. All amounts (except for option grants) in this table for Mr. Cohen were paid to Pangea Management Corp, a private company controlled by Mr. Cohen. All amounts paid to Pangea Management Corp. are 100% attributable to services provided by Mr. Cohen.
- (10) Mr. Cohen was paid \$63,433 as a success fee for the acquisition of Waymar by Orosur. The success fee was negotiated when Mr. Cohen acted as a consultant to the Corporation prior to his appointment as VP Strategy & Corporate Development in January 2014.
- (11) Mr. Cohen was paid \$45,000 as a consultant to the Corporation prior to his appointment as VP Strategy & Corporate Development in January 2014.
- (12) Jorge Aceituno was appointed Operations Manager on January 20, 2014. He resigned from the Corporation on July 10, 2015.
- (13) Daniel Moretti was appointed CFO and Corporate Secretary on December 3, 2014.

Employment Contracts, Termination and Change of Control Benefits

The Corporation is party to the following employment/services agreements with its NEOs. The agreements have an indefinite term and are subject to termination and change of control terms as described under this section.

1. Pursuant to employment agreements with the Corporation, Mr. Salazar is entitled to receive a monthly salary of US\$29,925 (aggregate annual salary of US\$359,100). Upon termination by the Corporation without cause or upon a change of control, all stock options held by Mr. Salazar would become fully vested and Mr. Salazar would be entitled to receive a payment equivalent to 18 months' gross salary.
2. Pursuant to an employment agreement with the Corporation, Mr. Moretti receives a monthly salary equivalent to US\$17,948 (aggregate annual salary of US\$215,384). Upon termination by the Corporation without cause or upon a change of control, Mr. Moretti would be entitled to receive a payment of 6 months' salary.
3. Pursuant to a management agreement with between the Corporation and Pangea Management Corp. ("Pangea"), a private company controlled by Mr. Cohen, Pangea receives a monthly management fee equivalent to US\$12,917 (aggregate annual amount of US\$155,000). Upon termination by the

Corporation without cause or upon a change of control, Pangea would be entitled to receive a payment of 12 months' management fee.

4. Pursuant to a management agreement between the Corporation and Geologic SA, a private company controlled by Mr. Marcet, Geo Logic SA receives a monthly management fee equivalent to US\$16,250 (aggregate annual amount of US\$195,000). Upon termination by the Corporation without cause or upon a change of control, Geo Logic SA would be entitled to receive a payment of 24 months' salary.
5. Pursuant to an employment agreement with the Corporation, Mr. Aceituno received a monthly salary equivalent to US\$17,243 (aggregate annual salary of US\$206,920).

Summary of Termination of Benefits

The following table sets out the termination notice period and the total termination payment that would be payable to each NEO in the event of a termination without cause by the Company and in the event of a Change in Control⁽¹⁾ at May 31, 2015, as discussed above under the heading "Employment Contracts, Termination and Change in Control Benefits." Amounts are shown in US dollars.

Named Executive Officer	Title	Termination Notice Period	Total Termination Payment upon a Change in Control at May 31, 2015⁽¹⁾	Total Termination Payment upon a termination without cause at May 31, 2015
Ignacio Salazar	Chief Executive Officer	18 months	\$495,264	\$495,264
Daniel Moretti	Chief Financial Officer and Corporate Secretary	6 months	\$107,692	\$107,692
Ryan Cohen	VP Strategy & Corporate Development	12 months	\$155,000	\$155,000
Pablo Marcet	Exploration and Development Director	24 months	\$390,000	\$390,000
Jorge Aceituno	Operations Manager	6 months	\$103,460	\$ 103,460

Incentive Plans Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table provides information for each Named Executive Officer for all awards outstanding at the end of the most recently completed financial year. This includes awards granted before the most recent financial year. All monetary amounts in this table are stated in Canadian dollars.

Name	Option-Based Awards					Share-Based Awards		
	Date of Grant	Number of Securities Underlying Unexercised Options ⁽¹⁾ (#)	Option Exercise Price (Cdn\$)	Option Expiration Date	Value of Unexercised In-the Money Options ⁽²⁾ (Cdn\$)	Number of Shares that Have Not vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (Cdn\$)	Market or Payout Value of Vested Share-based Awards Not Paid Out or Distributed (Cdn\$)
Ignacio Salazar	Oct. 14, 2010	400,000	\$0.75	Oct. 14, 2015	Nil	Nil	Nil	Nil
	Feb. 14, 2014	500,000	\$0.23	Feb. 14, 2019	Nil			
	Dec. 10, 2014	700,000	\$0.185	Dec. 10, 2019	Nil			
Daniel Moretti	Dec. 10, 2014	300,000	\$0.185	Dec. 10, 2019	Nil	Nil	Nil	Nil
Ryan Cohen	Feb. 10, 2014	250,000	\$0.23	Feb. 10, 2019	Nil	Nil	Nil	Nil
	Dec. 10, 2014	200,000	\$0.185	Dec.10, 2019	Nil			
Pablo Marcet	July 14, 2014	187,500	\$0.267	July 10, 2016	Nil	Nil	Nil	Nil
	Dec. 10, 2014	450,000	\$0.185	Dec.10, 2019	Nil			
Jorge Aceituno	Feb. 10, 2014	200,000	\$0.23	Feb. 10, 2019	Nil	Nil	Nil	Nil
	Dec. 10, 2014	250,000	\$0.185	Dec.10, 2019	Nil			

Notes:

- (1) Represents options granted pursuant to the Corporation's Stock Option Plan. Stock options granted to NEOs are subject to a vesting schedule. Options vest as to one-third on the date of grant, one-third on the first anniversary of the grant, and one third on the second anniversary of the grant.
- (2) Based on the difference between the market value of the underlying shares at May 31, 2015 of Cdn\$0.16, and the exercise price of the option.

Incentive Plans Awards – Value Vested or Earned During the Year

Name	Option-Based Awards— Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards— Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation—Value Earned During the Year (\$)
Ignacio Salazar	Nil	Nil	Nil
Daniel Moretti	Nil	Nil	Nil
Ryan Cohen	Nil	Nil	Nil
Pablo Marcet	Nil	Nil	Nil
Jorge Aceituno	Nil	Nil	Nil

Note:

- (1) For this purpose, the options are valued on the date of vesting. The “value vested” represents the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This is calculated by computing the dollar value that would have been realized by determining the difference between the market price of the underlying securities at exercise and the exercise price of the options under the option-based award on the vesting date.

Pension Plan Benefits

The Corporation does not have any pension or retirement plan which is applicable to the Named Executive Officers. The Corporation has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now or previously has acted as a Named Executive Officer of the Corporation, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of change of control of the Corporation, its subsidiaries or affiliates.

Director Compensation

As of May 31, 2015, the Board was comprised of three non-executive directors being Messrs. John Walmsley, Roger Davey, and Horng Dih Lee and of two executive directors, Mr. Pablo Marcet and Mr. Ignacio Salazar, who is also the CEO of the Corporation.

In July 2013, Mr. John Walmsley was appointed Director and Chairman of the Board of Directors. As Chairman, he receives an annual retainer of US\$50,000 while non-executive directors receive annual retainers of US\$30,000 each.

Non-executive directors also receive annual fees for their participation in the committees to the Board as follows: the Chairman of the Audit Committee receives US\$10,000 per annum while the other members of the Audit Committee receive US\$5,000 per annum. The Chairmen of the Remuneration, Corporate Governance and Nominating, and Health, Safety and Environment Committees receive US\$5,000 per annum each while other members of each of those committees receive an annual fee of US\$2,500 each.

In May 2011, the Remuneration Committee resolved that directors who were required to perform supporting activities for the Corporation which were not comprised under the regular activities of their position should receive a compensation of US\$ 1,000 per day. During the year ended May 31, 2015, no such compensation was awarded.

All Directors are reimbursed for travel and other expenses they incur when they attend meetings or conduct Corporation business but they do not receive “per attendance” fees.

For the year ended May 31, 2015, outside directors received the following total compensation for services provided to the Corporation in their capacities as directors (monetary amounts are in US dollars):

Name ⁽¹⁾	Fees Earned⁽²⁾	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
	(\$)			(\$)	(\$)	(\$)	(\$)
John Walmsley	\$66,420	Nil	400,000	Nil	Nil	Nil	\$66,420
Roger Davey	\$43,750	Nil	250,000	Nil	Nil	Nil	\$43,750
Horng Dih Lee ⁽⁵⁾	\$33,736	Nil	390,000	Nil	Nil	Nil	\$33,736
Max Oemick ⁽³⁾	\$10,212	Nil	-	Nil	Nil	Nil	\$10,212
Sergey Kuznetsov ⁽⁴⁾	\$16,170	Nil	-	Nil	Nil	Nil	\$16,170

Notes:

- (1) Compensation for executive directors, Mr. Salazar (Director and CEO) and Mr. Marcet (Director and Exploration and Development Director) are reflected in the Summary Compensation Table set out above.
- (2) Fees earned include base and committee retainers.
- (3) Mr. Oemick joined the Corporation on July 12, 2013 and resigned on October 2, 2014.
- (4) Mr. Kuznetsov joined the Corporation on July 12, 2013 and resigned on October 2, 2014.
- (5) Mr. Horng Dih Lee joined the Corporation on July 10, 2014.

Directors Share-Based Awards and Option-Based Awards

The following table provides information for each of the directors for all awards outstanding at May 31, 2015. This includes awards granted before the year ended May 31, 2015. All monetary amounts in this table are in Canadian dollars.

Name of Director ⁽¹⁾	Option-Based Awards					Share-Based Awards		
	Date of Grant	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (Cdn\$)	Option Expiration Date	Value of Unexercised In-the Money Options ⁽²⁾ (Cdn\$)	Number of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (Cdn\$)	Market or Payout Value of Vested Share-based Awards Not Paid Out or Distributed (Cdn\$)
John Walmsley	Feb 10, 2014	300,000	\$0.23	Feb. 10, 2019	Nil	Nil	Nil	Nil
	Dec 10, 2015	400,000	\$0.185	Dec. 10, 2019	Nil			
Horng Dih Lee	Jul 10, 2014	90,000	\$0.267	Jul. 10, 2016	Nil	Nil	Nil	Nil
	Dec 10, 2015	300,000	\$0.185	Dec. 10, 2019	Nil			
Roger Davey	Oct. 14, 2010	50,000	\$0.75	Oct. 14, 2015	Nil	Nil	Nil	Nil
	Feb 10, 2014	100,000	\$0.23	Feb. 10, 2019	Nil			
	Dec 10, 2015	250,000	\$0.185	Dec. 10, 2019	Nil			

Notes:

(1) Compensation for Mr. Salazar (Director and CEO) and Pablo Marcet (Director and Exploration and Development Director) are reflected in the Summary Compensation for NEOs Table set out above.

(2) Based on the difference between the market value of the underlying shares at May 31, 2015 of Cdn\$0.16, and the exercise price of the option.

Directors Incentive Plan Awards-Value Vested or Earned During the Year

The following table provides detailed information for each director for the year ended May 31, 2015.

Name ⁽¹⁾	Option-Based Awards-Value Vested During the Year ⁽²⁾ (\$)	Share-Based Awards-Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation –Value Earned During the Year (\$)
John Walmsley	Nil	Nil	Nil
Horng Dih Lee	Nil	Nil	Nil
Roger Davey	Nil	Nil	Nil

Note:

(1) Compensations for Mr. Salazar (Director and CEO) and for Mr. Marcet (Director and Exploration and Development Director) are reflected in the Summary Compensation Table set out above.

(2) For this purpose, the options are valued on the date of vesting. The “value vested” represents the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This is calculated by computing the dollar value that would have been realized by determining the difference between the market price of the underlying securities at exercise and the exercise price of the options under the option-based award on the vesting date

EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets out information as of May 31, 2015 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance:

Equity Compensation Plan Information			
Plan Category	Number of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in second column)
<i>Stock Option Plan approved by security-holders ⁽¹⁾</i>	6,319,167	Cdn\$0.25	1,470,833
<i>Share Performance Award Program</i>	Nil	Nil	Nil
<i>Equity compensation plans not approved by security-holders</i>	Nil	Nil	Nil

Note:

- (1) The only equity compensation plans currently in place are the Corporation's Stock Options Plan, and the Performance Share Awards Scheme.

No stock options were exercised during the year ended May 31, 2015.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof no individual who is or, at any time during the most recently completed financial year was, a director or executive officer or an employee of the Corporation or any of its subsidiaries, and no person who is a proposed nominee for election as a director of the Corporation, and no associate of any of the foregoing is or at any time since the beginning of the most recently completed financial year had been (i) indebted to the Corporation or any of its subsidiaries, or (ii) indebted to another entity where such indebtedness was 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.

DIRECTORS AND OFFICERS LIABILITY INSURANCE AND INDEMNIFICATION

The Corporation has directors' and officers' liability insurance for the benefit of the directors and officers of the Corporation which was renewed for the period of August 10, 2014 to September 30, 2016. The insurance covers claims up to US\$ 10 million in aggregate of all claims or losses (costs included). The premium for such policy is US\$ 29,500 per year paid by the Corporation. The deductibility consists of US\$ 100,000 for any securities claim and US\$ 75,000 for any other claim.

Neither the Corporation nor the directors or officers have paid any sums to settle any action or satisfy any judgment incurred by any director or officer in respect of any civil, criminal or administrative action or proceeding to which they were made party because they were or have been directors or officers of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation. An "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself, if has purchased, redeemed or otherwise acquired any of its shares for so long as it has held any of its securities.

AUDIT COMMITTEE INFORMATION

Information required by Form 52-110F1 of National Instrument 52-110 Audit Committees can be found in the Corporation's Annual Information Form dated August 28, 2015 under Item 15 "*Information Concerning the Corporation's Audit Committee and External Auditor*".

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”) refers to the definition of an “independent” director as a director who has no direct or indirect material relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director’s independent judgment.

As at October 16, 2015, the Board was comprised of five members, three of whom (Messrs. Walmsley, Davey and Lee) are “independent” within the meaning of NI 58-101. Mr. Ignacio Salazar is not independent as he is Chief Executive Officer of the Corporation, and Mr. Pablo Marcet is not independent as he is a Senior Executive Officer of the Corporation.

The following current directors of the Corporation are also directors of the following other reporting issuers:

Name of Director	Other Reporting Issuers
John Walmsley	Pantheon Resources Plc
Roger Davey	EMED Mining Public Ltd.(AIM) Condor Gold Plc (AIM)
Pablo Marcet	U3O8 Corp. (TSX)

To facilitate open and candid discussion among independent directors, the independent directors of the Corporation meet regularly with no members of management present. The independent directors have held such sessions since the beginning of the Corporation’s most recently completed financial year which were recorded at the minutes in the framework of duly constituted Board meetings and several more along the financial year which were not recorded as they were not held at the time of Board meetings.

The Chairman of the Board is Mr. John Walmsley, who is an independent director. In his role as Chairman, he provides independent, effective leadership to the Board in the governance of the Company. The Chairman sets the “tone” for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and best-in-class corporate governance practices.

The attendance record of each director for all Board meetings during the Corporation’s most recently completed financial year is as follows:

<u>Name</u>	<u>Meetings attended/Total meetings</u>	<u>Notes</u>
John Walmsley	8/8	
Ignacio Salazar	8/8	
Roger Davey	7/8	
Hornng Dih Lee	8/8	Mr. Lee joined on July 10, 2014.
Pablo Marcet	8/8	Mr. Marcet joined on July 10, 2014.

Board Mandate

The Board is responsible to the shareholders for the overall direction and control of the Corporation and its subsidiaries (collectively the “Group”), as well as for the corporate governance of the consolidated entity. It guides and monitors the business affairs of the Corporation on behalf of the shareholders by whom the directors are elected, and to whom they are accountable. (Please see Schedule “A” hereto for complete Board Mandate).

Position Descriptions

The Board has developed a written position description for the Chairman, the Chair for each Board Committee and for CEO.

Orientation and Continuing Education

The Chief Executive Officer of the Corporation is responsible for providing an orientation and education program for new directors of the Corporation. When a new director is added, he or she will be given the opportunity to become familiar with the Corporation by meeting with the other directors and with the officers and representatives of the Corporation. As each director has a different skill set and professional background, orientation and training activities will be tailored to the particular needs and experience of each director.

Ethical Business Conduct

The Directors of the Corporation have adopted a written code of business conduct and ethics (the “Code”) a copy of which may be found on SEDAR at www.sedar.com. Employees who know of or suspect a violation of the Code or of any applicable laws, rules or regulations have an obligation to report this information immediately to a member of management. The directors of the Corporation are responsible for monitoring compliance with the Code and for regularly assessing its adequacy.

The directors of the Corporation as a whole ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer of the Corporation has an interest by requiring that such director or executive officer does not participate in the discussion or decisions regarding the transaction or agreements. Directors and executive officers of the Corporation are urged, where appropriate, to retain independent professional advice to ensure the fulfillment of their duties.

Nominations of Directors

The Board performs the functions of a nominating committee with responsibility for identifying and recommending new candidates. While there are no specific criteria for Board membership, the Corporation attempts to attract and maintain directors with a wealth of business knowledge and a particular knowledge of mineral exploration and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Corporation. The candidates are interviewed by the Chairman and by at least two other Directors of the Company separately, who then discuss their views on the candidate and make a recommendation to the Board.

Compensation

The Corporation’s executive remuneration program is administered by the Remuneration Committee whose composition and processes are disclosed under the *Statement of Executive Compensation* above.

Director Term limits

The Company has the following written policy in the 4.03 of its Director Handbook: “Each Director named in the Notice of Director filed at the time of continuance shall hold office from the date of the Certificate of Continuance until the first Meeting of shareholders thereafter. An election of Directors shall take place at such first Meeting of Shareholders and at each annual meeting of Shareholders thereafter and all the Directors then in office shall retire but, if qualified, shall be eligible for re-election. A Director shall retain office only until the election of his successor. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Directors or the Shareholders otherwise determine. The election shall be by ordinary resolution of the Shareholders. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

Representation of Women in the Board and in Executive Officer appointments

The Board has not adopted any policies that specifically address the appointment of female officers and members of the Board of Orosur. The Board believes these appointments should be made on the basis of the skills, knowledge, character and experience of the individual candidates and the requirements of the Company. Therefore, the Company has not adopted targets regarding the representation of women in the Board nor in executive officer positions. As of the date hereof, none (or zero percent) of Orosur’s Board members and of Orosur’s executive officers are women.

Other Committees of the Board of Directors of the Corporation

Other than the Audit Committee and the Remuneration Committee, the directors of the Corporation have the following standing committees (composition as at May 31, 2015):

- The Corporate Governance and Nominating Committee
(John Walmsley, Chairman, Horng Dih Lee and Roger Davey)
- The Health, Safety and Environment Committee
(Roger Davey, Chairman, John Walmsley and Horng Dih Lee)

The Corporate Governance and Nominating Committee (“CGN”) is responsible for the Corporation’s approach to, and reporting in respect of, corporate governance, for ensuring that all members of the Board understand their duties and responsibilities and for regularly reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board, succession planning for directors and other senior executives and is responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise. During the year ended May 31, 2015, the CGN Committee started the process of evaluating, and where necessary developing, the Corporation’s current corporate governance policies to ensure they comply with best practices and are appropriate to the Corporation’s directors, officers and employees. Due to the small size of the Board, the Board of Directors also considered whether to combine the CGN Committee with the Remuneration Committee.

The Health, Safety and Environment Committee’s primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to due diligence in the development and implementation of systems and programs for the management of health, safety and environment with a view to ensuring the Corporation remains on the “leading edge” in the ongoing institution of best-in-class practices.

Assessments

The Directors assesses, on a regular basis, the contributions of the Board as a whole, and individual Board members contributions to it and to the Committees, in order to determine whether each is functioning effectively. There is a formal assessment process in place wherein the assessment is done by way of a questionnaire to which directors respond anonymously. The Corporate Secretary of the Corporation receives the questionnaires and prepares a report which is then discussed by the directors at a future board meeting. The most recent formal assessment was conducted during the year ended May 31, 2012. The Board has not conducted a similar formal assessment since then, but has been assessing the composition of the board and the effectiveness of each director whenever the need has arisen. The informal assessments have resulted in changes to the board composition during the last two financial years.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Security holders may contact the Corporation to request copies of the 2015 Corporation's financial statements and Management Discussion and Analysis. In addition, please note that such documents are available online at the Company webpage (www.orosur.ca).

The financial information of the Corporation is provided in the Corporation's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year ended May 31, 2015.

APPROVAL AND CERTIFICATION OF OROSUR MINING INC.

The contents and sending of this Management Information Circular have been approved by the directors of the Corporation.

The foregoing contains no untrue statements of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

On behalf of the Management of Orosur Mining Inc.

“Ignacio Salazar”

Ignacio Salazar, Chief Executive Officer
October 16, 2015

SCHEDULE “A”

BOARD MANDATE

The Board of Directors (Board) of Orosur Mining Inc. (“OMI” or “the Company”) has the oversight responsibility and specific duties described below.

Composition

The Board will be comprised of between 3 and 15 directors, as determined by the Board, pursuing that the majority of the Board members be independent under the applicable laws and regulations.

The composition of the Board will be reviewed on a regular basis to ensure that its make-up and the diversity of skills and experience are appropriate for the Corporation. The Board performs the functions of a nominating committee with responsibility for identifying and recommending new candidates. While there are no specific criteria for Board membership, the Company attempts to attract and maintain a board of directors that collectively possess a wealth of business knowledge and with particular knowledge of mineral exploration, mining and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Company.

Except as set out in the By-Laws, Board members will be elected at the annual meeting of shareholders each year and will serve until their successors are duly appointed or elected. The Board may from time to time appoint additional directors between AGMs, who will serve until the next AGM.

Responsibility

The Board is responsible to the shareholders for the overall direction and control of the Company and its subsidiaries, as well as for the corporate governance of the consolidated entity. It guides and monitors the business affairs of the Company on behalf of the shareholders by whom the directors are elected, and to whom they are accountable.

Specific Duties

The Board will:

Leadership

1. Provide leadership and vision to supervise the management of OMI in the best interests of its shareholders.
2. Provide leadership in setting the Mission, Vision, Principles, Values, Strategic Plan and Annual Operating Plan of OMI, in conjunction with the Chief Executive Officer (CEO).

CEO

3. Select, appoint, evaluate and, if necessary, terminate the appointment of the CEO.
4. Define the appropriate or required CEO competencies and skills.
5. Approve or develop the corporate objectives that the CEO is responsible for meeting and assess the CEO against those objectives.

Succession and Compensation

6. Implement a succession plan, including appointing, training and monitoring the performance of senior Management.

7. With the advice of the Remuneration Committee, approve the compensation of senior Management and approve appropriate compensation programs for OMI's employees.

Corporate Social Responsibility, Ethics and Integrity

8. Provide leadership to OMI in support of its commitment to Corporate Social Responsibility.

9. Foster ethical and responsible decision making by Management.

10. Set the ethical tone for OMI and its Management.

11. Take all reasonable steps to satisfy itself of the integrity of the CEO and Management and satisfy itself that the CEO and Management create a culture of integrity throughout the organization.

12. At the recommendation of the Corporate Governance Committee (CG Committee) and the Audit Committee, approve OMI's Code of Ethics.

13. Monitor compliance with OMI's Code of Ethics. Decline or grant and ensure appropriate disclosure of any waivers of the Code of Ethics for officers and directors.

14. With the Audit Committee and the Board Chair, respond to potential conflict of interest situations.

Governance

15. With the CG Committee, develop OMI's approach to corporate governance, including adopting a Corporate Governance Policy that sets out the principles and guidelines applicable to OMI.

16. Regularly, as the CG Committee decides, receive for consideration that Committee's evaluation and any recommended changes, together with the evaluation and any further recommended changes of another Board Committee, if relevant, to each of the following:

- i. Corporate Governance Policy;
- ii. Board Mandate;
- iii. Board Chair Position Description;
- iv. Audit Committee Mandate;
- v. Corporate Governance Committee Mandate;
- vi. Remuneration Committee Mandate;
- vii. Health, Safety and Environment Committee Mandate;
- viii. Position Descriptions of CEO, CFO and Company Secretary;

17. With the CG Committee, ensure that OMI's governance practices and policies are appropriately disclosed.

18. At the recommendation of the CG Committee, annually determine those individual Directors to be designated as independent under the applicable laws and regulations and ensure appropriate disclosures are made.

Communications, Disclosure and Compliance

19. Adopt a Public Information Policy for OMI which addresses disclosure matters.

20. Ensure policies and procedures are in place to ensure OMI's compliance with applicable law, including timely disclosure of relevant corporate information and regulatory reporting.

21. Adopt measures for receiving feedback from stakeholders and ensure appropriate disclosures of the measures are made.

Board Chair

22. Annually appoint an independent Director as the Chair of the Board.

Committees

23. Appoint an Audit Committee comprised of all independent directors.

24. Appoint a Remuneration Committee comprised of all independent directors.

25. Appoint a Corporate Governance Committee comprised of all independent directors.

26. Appoint a Health, Safety and Environment Committee comprised if possible, of a majority of independent directors.

27. In the Board's discretion, appoint any other Board Committees that the Board decides are needed and delegate to those Board Committees any appropriate powers of the Board.

28. In the Board's discretion, annually appoint the Chair of each Board Committee.

Delegations and Approval Authorities

29. Annually delegate approval authorities to the CEO and review and revise them as appropriate.

30. Consider and, in the Board's discretion, approve financial commitments in excess of delegated approval authorities.

31. In the Board's discretion, annually delegate to the Audit Committee the authority to approve or recommend to the Board for consideration the quarterly results, financial statements, MD&A and news releases prior to filing them with or furnishing them to the applicable securities regulators and prior to any public announcement of financial results for the periods covered.

32. Consider and, in the Board's discretion, approve any matters recommended by the Board Committees.

33. Consider and, in the Board's discretion, approve any matters proposed by Management.

Strategy

34. Approve the development of strategic direction.

35. Adopt a strategic planning process and, at least annually, approve a Strategic Plan for OMI to maximize shareholder value that takes into account, among other things, the opportunities and risks of OMI's business.

36. Monitor OMI's performance in light of the approved Strategic Plan.

Annual Operating Plan

37. At least annually, approve an Annual Operating Plan for OMI including business plans, operational requirements, organizational structure, staffing and budgets that support the Strategic Plan.

38. Monitor OMI's performance in light of the approved Annual Operating Plan.

Risk Management

39. Ensure policies and procedures are in place to: identify OMI's principal business risks and opportunities; address what risks are acceptable to OMI; and, ensure that appropriate systems are in place to manage the risks.

40. Ensure policies and procedures designed to maintain the integrity of OMI's disclosure controls and procedures are in place.

41. Ensure policies and procedures designed to maintain the integrity of OMI's internal control over financial reporting are in place.

42. Ensure policies and procedures designed to maintain appropriate auditing and accounting principles and practices are in place.

Orientation / Education

43. With the CG Committee, oversee the development and implementation of the ongoing Director education and orientation programs.

Board Performance

44. Oversee the process of the CG Committee's annual evaluation of the performance and effectiveness of the Board, Board Committees, all individual Directors, the Board Chair and Committee Chairs.

Board Meetings

45. Meet at least five times annually and as many additional times as needed to carry out its duties effectively. Such meeting may be held by telephone conference call.

46. Meet in separate, non-management, in camera sessions at each regularly scheduled meeting.

Advisors / Resources

47. Retain, oversee, compensate and terminate independent advisors to assist the Board in its activities.

48. Receive adequate funding from OMI for independent advisors and ordinary administrative expenses that are needed or appropriate for the Board to carry out its duties.

Other

49. Regularly, as the CG Committee decides, this Mandate will be fully evaluated and updates recommended to the Board for consideration

SCHEDULE B

STOCK OPTION PLAN
OF
OROSUR MINING INC.

1. Purpose of the Plan

1.1 The purpose of the Plan is to attract and retain directors, officers, advisors, employees and other persons or companies engaged to provide ongoing services to the Corporation or its affiliate entities, to provide an incentive for such persons to put forth maximum effort for the continued success and growth of the Corporation, and in combination with these goals, to encourage their equity participation in the Corporation.

2. Definitions

2.1 For the purposes of the Plan, the following terms have the respective meanings set forth below:

- (a) “Addendum” means the addendum attached hereto as Appendix A and forming a part of this Plan;
- (b) “Affiliate” has the same meaning ascribed to that term as set out in the OSA;
- (c) “Associate” has the same meaning ascribed to that term as set out in the OSA;
- (d) “Black-Out Period” means that period during which a trading black-out period is imposed by the Corporation to restrict trades in the Corporation’s securities by an Eligible Person or Permitted Assign;
- (e) “Board” means the board of directors of the Corporation;
- (f) “Business Combination” has the meaning ascribed to the term in Subsection 10.7 hereof;
- (g) “Change of Control” means:
 - (i) an acquisition of 20% or more of the voting rights attached to all outstanding voting shares of the Corporation by a person or combination of persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, or by virtue of a related series of such events, and whether by transfer of existing shares or by issuance of shares from treasury or both;
 - (ii) the amalgamation, consolidation or combination of the Corporation with, or merger of the Corporation into, any other person, whether by way of amalgamation, arrangement or otherwise, unless (1) the Corporation is the surviving person or the person formed by such amalgamation, consolidation or combination, or into which the Corporation has merged, is a corporation and (2)

immediately after giving effect to such transaction at least 51% of the voting rights attached to all outstanding voting shares of the Corporation or the corporation resulting from such amalgamation, consolidation or combination, or into which the Corporation is merged, as the case may be are owned by persons who held at least 51% of the voting rights attached to all outstanding voting shares of the Corporation immediately before giving effect to such transaction; or

- (iii) the direct or indirect transfer, conveyance, sale, lease or other disposition, by virtue of a single event or a related series of such events, of 80% or more of the assets of the Corporation based on gross fair market value to any person unless (1) such disposition is to a corporation and (2) immediately after giving effect of such disposition, at least 51% of the voting rights attached to all outstanding voting shares of such corporation are owned by the Corporation or its related entities or by persons who held at least 51% of the voting rights attached to all outstanding voting shares of the Corporation immediately before giving effect to such disposition;

provided that a “Change of Control” shall be deemed to have occurred upon the consummation of any of the foregoing.

- (h) “Consultant” means a person, other than an employee, senior officer, or director of the Corporation, that:
 - (i) is engaged to provide services to the Corporation or a related entity of the Corporation, other than services provided in relation to a distribution;
 - (ii) provides the services under a written contract with the Corporation or a related entity of the Corporation; and
 - (iii) spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or a related entity of the Corporation;

and includes, for an individual consultant, a company of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner;

- (i) “Corporation” means Orosur Mining Inc. or its successor;
- (j) “Disability” means a physical or mental incapacity of a nature which the Board determines prevents or would prevent the Optionee from satisfactorily performing the substantial and material duties of his or her position with the Corporation or its related entities;
- (k) “Eligible Person” means, from time to time, any director, executive officer or employee of the Corporation or of a related entity of the Corporation and any Consultant;
- (l) “Exchange” means, if the Shares are listed on the TSX, the TSX and, if the Shares are not listed on the TSX, any other principal exchange upon which the Shares are listed;
- (m) “executive officer” has the same meaning ascribed to that term as set out in National Instrument 51-102 – *Continuous Disclosure Obligations*;

- (n) “Grant Date” has the meaning ascribed to that term in Subsection 5.1 hereof;
- (o) “Insider” means a reporting insider as defined under National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* and also includes Associates and Affiliates of Insiders;
- (p) “Market Value” of a Share means, on any given day, the closing board lot sale price per share of Shares on the Exchange on the trading day immediately preceding the relevant date and if there was not a board lot sale on the Exchange on such date, then the last board lot sale prior thereto;
- (q) “NI 45-106” means National Instrument 45-106 – *Prospectus and Registration Exemptions*;
- (r) “Option” means an option, granted pursuant to Section 5 hereof, to purchase a Share;
- (s) “Option Period” has the meaning ascribed to that term in Subsection 6.3 hereof;
- (t) “Option Price” means the price per Share at which Shares may be purchased under the Option, as determined pursuant to Paragraph 5.1(b) hereof and as may be adjusted in accordance with Section 10 hereof;
- (u) “Optionee” means an Eligible Person to whom an Option has been granted;
- (v) “OSA” means the *Securities Act*, (Ontario), as amended;
- (w) “Permitted Assign” means for an Eligible Person, a holding entity (as defined in Section 2.22 of NI 45-106) or an RRSP or RRIF of that person;
- (x) “person” includes an individual, corporation, partnership, party, trust, fund, association and any other organized group of persons and the personal or other legal representative of a person to whom the context can apply according to law;
- (y) “Plan” means the Stock Option Plan of the Corporation as set forth herein as the same may be amended and/or restated from time to time;
- (z) “related entity” has the same meaning ascribed to that term as set out in Section 2.22 of NI 45-106;
- (aa) “Remuneration Committee” means the committee of the Board constituted as provided in Section 3 hereof and if none is so constituted, means the full Board;
- (bb) “Retirement” has the meaning ascribed to that term in Subsection 8.1 hereof;
- (cc) “security based compensation arrangement” means
 - (i) individual stock options granted to employees, service providers or insiders if not granted pursuant to a plan previously approved by the Corporation’s shareholders;

- (ii) stock purchase plans where the Corporation provides financial assistance or where the Corporation matches the whole or a portion of the securities being purchased;
- (iii) stock appreciation rights involving issuances of securities from treasury of the Corporation;
- (iv) any other compensation or incentive mechanism involving the issuance or potential issuances of securities from treasury of the Corporation; and
- (v) security purchases from treasury by an employee, insider or service provider which is financially assisted by the Corporation by any means whatsoever,

and for greater certainty, arrangements which do not involve the issuance from treasury or potential issuance from treasury of the Corporation are not security based compensation arrangements;

- (dd) “Securities Regulators” has the meaning ascribed to that term in Section 11 hereof;
- (ee) “Share” means, subject to Section 10 hereof, a common share in the capital of the Corporation;
- (ff) “Shareholder” means a registered holder of Shares; and
- (gg) “Take-Over Bid” has the meaning ascribed to the term in Subsection 10.8 hereof; and
- (hh) “TSX” means the Toronto Stock Exchange.

2.2 Unless otherwise indicated, all dollar amounts referred to in this Option Plan are in Canadian funds.

2.3 As used in this Plan, words importing the masculine gender shall include the feminine and neuter genders, words importing the singular shall include the plural and vice versa, unless the context otherwise requires and references to person includes any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company or corporation (with or without share capital), unincorporated association, trust, trustee, executor, administrator or other legal representative.

3. Administration of the Plan

3.1 The Plan shall be administered by the Board with the assistance of the Remuneration Committee and the chief executive officer as provided herein.

3.2 The members of the Remuneration Committee shall be appointed from time to time by, and serve at the pleasure of, the Board. A majority of the Remuneration Committee shall constitute a quorum thereof. Acts approved in writing by all members of the Remuneration Committee shall constitute valid acts of the Remuneration Committee as if taken at a meeting at which a quorum was present.

3.3 The chief executive officer of the Corporation shall periodically make recommendations to the Remuneration Committee as to the grant of Options.

3.4 The Remuneration Committee shall periodically make recommendations to the Board as to the grant of Options.

3.5 In addition to the powers granted to the Board under the Plan and subject to the terms of the Plan, the Board shall have full and complete authority to grant Options, interpret the Plan, to prescribe such rules and regulations as it deems necessary for the proper administration of the Plan and to make such determinations and to take such actions in connection therewith as it deems necessary or advisable. Any such interpretation, rule, determination or other act of the Board shall be conclusively binding upon all persons.

3.6 The Board may authorize one or more officers of the Corporation to execute and deliver and to receive documents on behalf of the Corporation.

4. Shares Subject to the Plan

4.1 Effective October 7, 2015, the maximum number of Shares which may be issued under the Plan shall not exceed the fixed number of 9,600,000 Shares, subject to adjustment as provided in Section 10.

4.2 The total number of Shares that may be reserved for issuance to:

- (a) any one person pursuant to Options granted under the Plan in any one year shall not exceed 5% of the Shares of the Corporation outstanding on a non-diluted basis on the Grant Date of the Options; and
- (b) any non-executive director pursuant to Options granted under the Plan in any one year shall not exceed 2% of the Shares of the Corporation outstanding on a non-diluted basis on the Grant Date of the Options;

4.3 Options may be granted in respect of authorized and unissued Shares. Shares in respect of which Options have expired, were cancelled or otherwise terminated for any reason other than the exercise of the Options shall be available for subsequent Options under the Plan.

4.4 No fractional Shares may be purchased or issued under the Plan.

5. Grants of Options

5.1 Subject to the provisions of the Plan, the Board shall, in its sole discretion and from time to time, determine those Eligible Persons to whom Options shall be granted and the date on which such Options are to be granted (the "Grant Date"). The Board shall also determine, in its sole discretion, in connection with each grant of Options:

- (a) the number of Options to be granted;
- (b) subject to the provisions of the Addendum, the Option Price applicable to each Option, provided that the Option Price shall not be less than the Market Value per Share on the Grant Date; and
- (c) the other terms and conditions (which need not be identical and which, without limitation, may include non-competition provisions) of all Options covered by any grant.

6. Eligibility, Vesting and Terms of Options

6.1 Options may be granted to Eligible Persons only.

6.2 Subject to the adjustments provided for in Section 10 hereof, each Option shall entitle the Optionee to purchase one Share.

6.3 The option period (the “Option Period”) of each Option commences on the Grant Date and expires on a date as determined by the Board in its sole discretion provided in no event shall the Option Period expire later than 4:30 p.m. (Toronto time) on the tenth anniversary of the Grant Date. If an Option expires during a Black-Out Period then, notwithstanding any other provision of the Plan, the Option shall expire 10 business days after the Black-Out Period is lifted by the Corporation.

6.4 Subject to Section 8, an Option which is subject to vesting, may, once vested, be exercised at any time during the Option Period. Subject to Section 8, an Option which is not subject to vesting may be exercised at any time during the Option Period.

6.5 The Board in its sole discretion may determine and impose terms upon which each Option shall become vested in respect of Shares.

6.6 Notwithstanding Section 6.5, Options shall vest immediately upon a Change of Control.

6.7 An Option is personal to the Optionee and is non-assignable and non-transferable otherwise than (a) by will or by the laws governing the devolution of property in the event of death of the Optionee or (b) with the prior consent of the board, to a Permitted Assign.

7. Option Agreement

7.1 Upon the grant of an Option, the Corporation and the Optionee shall enter into an option agreement, in a form set out in Appendix B or in such form as approved by the Board, subject to the terms and conditions of the Plan, which agreement shall set out the Optionee’s agreement that the Options are subject to the terms and conditions set forth in the Plan as it may be amended or replaced from time to time, the Grant Date, the name of the Optionee, the Optionee’s position with the Corporation, the number of Options, the Option Price, the expiry date of the Option Period, vesting terms and such other terms and conditions as the Board may deem appropriate.

8. Termination of Employment, Engagement or Directorship

8.1 Any Optionee whose employment, engagement or directorship with the Corporation or its related entity is terminated due to retirement on or after such Optionee’s normal retirement date under the Corporation’s applicable retirement plan or policy of his or her employer or due to early retirement with the consent of the Board (collectively, “Retirement”) shall have 365 days from the date of such termination to exercise any Option granted hereunder to the extent such Option was exercisable and had vested on such date of termination; provided, however, that no Option shall be exercisable following the expiration of the Option Period applicable thereto.

8.2 Any Optionee whose employment, engagement or directorship with the Corporation or its related entity is terminated due to Disability shall have 365 days from the date of such termination to exercise any Option granted hereunder to the extent such Option was exercisable and had vested on the date of

such termination; provided, however, that no Option shall be exercisable following the expiration of the Option Period applicable thereto.

8.3 Any Optionee whose employment, engagement or directorship with the Corporation or its related entity is terminated at any time in the six months following a Change of Control of the Corporation shall have 180 days from the date of such termination to exercise any Option granted hereunder to the extent such Option was exercisable and had vested on the date of such termination; provided, however, that no Option shall be exercisable following the expiration of the Option Period applicable thereto.

8.4 In the event of the death of an Optionee, either while in the employment or engagement or while a director of the Corporation or its related entity or after Retirement, the Optionee's estate may, within 365 days from the date of the Optionee's death, exercise any Option granted hereunder to the extent such Option was exercisable and had vested on the date of the Optionee's death; provided, however, that no Option shall be exercisable following the expiration of the Option Period applicable thereto. The Optionee's estate shall include only the executors or administrators of such estate and persons who have acquired the right to exercise such Option directly from the Optionee by bequest or inheritance.

8.5 In the event an Optionee's employment, engagement or directorship with the Corporation or its related entity terminates for any reason other than death, Disability, Retirement, cause or in the circumstances described in Subsection 8.3 hereof, the Optionee may exercise any Option granted hereunder to the extent such Option was exercisable and had vested on the date of termination no later than ninety (90) days after such termination or such later date within the Option Period first established by the Board for such Option as the Board may fix. In the event an Optionee's employment, engagement or directorship is terminated for cause, each Option held by the Optionee that has not been effectively exercised prior to such termination shall lapse and become null and void immediately upon such termination.

8.6 For the purposes of this Plan, "cause" means the entitlement of the Corporation to terminate the employment of an Optionee without the obligation to provide the Optionee with a severance package, or any monies, benefits or notice, as specified in the Optionee's employment agreement, or any act, which at common law in the applicable jurisdiction would be considered cause for dismissal without the obligation to provide notice or pay in lieu of notice.

8.7 The Plan shall not confer upon any Optionee any right with respect to a continuation of employment or engagement by, or directorship of, the Corporation or its related entity nor shall it interfere in any way with the right of the Corporation or its related entity to terminate any Optionee's employment, engagement or directorship at any time.

8.8 Unless otherwise agreed to in writing by the Board in accordance with Subsection 8.5, references to "termination" or "the date of such termination" or similar references in this Section 8:

- (a) in the case of an employee (including executive officers who are also employees), is deemed to be the last day of active employment by the employee with the Corporation or its Related Entity, as the case may be, regardless of any salary continuance, notice period required under applicable law or the reason for termination of employment (whether with or without cause or with or without notice);
- (b) in the case of a Consultant is deemed to be the "termination" or "the date of such termination" of the person engaged as a consultant to provide services to the Corporation or Related Entity; and

- (c) in the case of a Permitted Assign is deemed to be the “termination” or “the date of such termination” of the director, executive officer, employee or Consultant that the Permitted Assign is related to.

8.9 For greater certainty, an Option that had not become vested at the time that the relevant termination event referred to in this Section 8 occurred, shall not be or become exercisable and shall be cancelled.

9. Exercise of Options

9.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised, together with a certified cheque, bank draft or other appropriate form of payment to be determined by the Corporation, for the aggregate of the Option Prices to be paid for the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment. For greater certainty, the Corporation will not provide financial assistance in respect of the exercise of an Option unless specifically agreed to by the Board.

9.2 No less than 100 Options may be exercised at any one time, except where a smaller number of Options is or remains exercisable pursuant to a grant, in which case, such smaller number of Options must be exercised at one time.

10. Adjustment on Alteration of Share Capital

10.1 In the event of a subdivision, consolidation or reclassification of outstanding Shares or other capital adjustment, the number of Shares reserved or authorized to be reserved under the Plan, the number of Shares receivable on the exercise of an Option and the Option Price therefor shall be increased or reduced proportionately and such other adjustments shall be made as may be deemed necessary or equitable by the Board in its sole discretion and such adjustment shall be binding for all purposes of the Plan.

10.2 If the Corporation amalgamates, consolidates or combines with or merges with or into another body corporate, whether by way of amalgamation, statutory arrangement or otherwise (the right to do so being hereby expressly reserved), any Share receivable on the exercise of an Option shall be converted into the securities, property or cash which the Optionee would have received upon such amalgamation, consolidation, combination or merger if the Optionee had exercised his or her Option immediately prior to the effective date of such amalgamation, consolidation, combination or merger and the Option Price shall be adjusted as may be deemed necessary or equitable by the Board in its sole discretion and such adjustment shall be binding for all purposes of the Plan.

10.3 In the event of a change in the Corporation’s currently authorized Shares which is limited to a change in the designation thereof, the shares resulting from any such change shall be deemed to be Shares within the meaning of the Plan.

10.4 Subject to TSX approval, in the event of any other change affecting the Shares, such adjustment, if any, shall be made as may be deemed necessary or equitable by the Board in its sole discretion to properly reflect such event and such adjustment be binding for all purposes of the Plan.

10.5 No adjustment provided in this Section 10 shall require the Corporation to issue a fractional Share and the total adjustment with respect to each Option shall be limited accordingly.

10.6 If, at any time when an Option granted under the Plan remains unexercised, an offer to purchase all of the Shares of the Corporation is made by a third party, the Corporation shall use its best efforts to bring such offer to the attention of the Optionee as soon as practicable and the Board may, in a fair and equitable manner, at its option, require the acceleration of the time for the exercise of the Options granted under the Plan and of the time for the fulfillment of any conditions or restrictions on such exercise (including without limitation, vesting requirements).

10.7 Notwithstanding any other provision herein, if because of a proposed merger, amalgamation or other corporate arrangement or reorganization, the exchange or replacement of shares in the Corporation for securities, property or cash in or from another company is imminent ("Business Combination"), the Board may, in a fair and equitable manner, determine the manner in which all unexercised option rights granted under the Plan shall be treated including, for example, requiring the acceleration of the time for the exercise of such rights by the Optionees and of the time for the fulfillment of any conditions or restrictions on such exercise (including without limitation, vesting requirements) or providing that any Share which would be receivable prior to the effective time of the Business Combination on the exercise of an Option be replaced with the securities, property or cash which the Optionee would have received if the Optionee had exercised his or her Option immediately prior to the effective time of the Business Combination and make any necessary adjustment, including adjustments to the Option Price, as may be deemed necessary or equitable by the Board in its sole discretion. All determinations of the Board under this Subsection 10.7 shall be binding for all purposes of the Plan. Any adjustments made by the Board in the context of a Business Combination are subject to TSX approval.

10.8 In order to permit Optionees to participate in a proposed offer for shares made by means of a take-over bid circular ("Take-over Bid") or a proposed Business Combination that could result in a Change of Control, the Board may make appropriate provisions for the exercise of options (whether vested or not) conditional upon the Shares resulting therefrom being taken up and paid for under the Take-over Bid or the completion of the Business Combination, as applicable.

11. Regulatory Approval

11.1 Notwithstanding any of the provisions contained in the Plan or any Option, the Corporation's obligation to grant Options and issue Shares and to issue and deliver certificates for such securities to an Optionee pursuant to the exercise of an Option shall be subject to:

- (a) compliance with all applicable laws, regulations, rules, orders of governmental or regulatory authorities in Canada and the United Kingdom ("Securities Regulators")
- (b) compliance with the requirements of the Exchange; and
- (c) receipt from the Optionee of such covenants, agreements, representations and undertakings, including as to future dealings in such Shares, as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

11.2 The Corporation shall in no event be obligated to take any action in order to cause the issuance and delivery of such certificates to comply with any laws, regulations, rules, orders or requirements.

11.3 Notwithstanding any provisions in the Plan or any Option if any amendment, modification or termination to the provisions hereof or any Option made pursuant hereto are required by any Securities Regulators, a stock exchange or a market as a condition of approval to a distribution to the public of any Shares or to obtain or maintain a listing or quotation of any Shares, the Board is authorized to make such amendments and thereupon the terms of the Plan, any Options, including any option agreement made pursuant hereto, shall be deemed to be amended accordingly without requiring the consent or agreement of any Optionee or shareholder approval.

12. Miscellaneous

12.1 An Optionee entitled to Shares as a result of the exercise of an Option shall not be deemed for any purpose to be, or to have rights as, a shareholder of the Corporation by such exercise, except to the extent Shares are issued therefor and then only from the date such Shares are issued. No adjustment shall be made for dividends or distributions or other rights which the record date is prior to the date such Shares are issued pursuant to the exercise of Options.

12.2 If the Corporation shall be required to withhold any amounts by reason of any federal, provincial, state, local or other rules or regulations concerning taxes or social security contributions in respect of the issuance or delivery of Shares to the Optionee, the Corporation may deduct and withhold such amount or amounts from any payment made by the Corporation to such Optionee, whether or not such payment is made pursuant to this Plan. In addition, or as an alternative to such withholding from payments, the Corporation may require an Optionee, as a condition of exercise of an Option, to pay to the Corporation an amount not exceeding the total of the withholding obligation of the Corporation arising in respect of the issuance or delivery of Shares to the Optionee, or to reimburse the Corporation for such amount. Under no circumstances shall the Corporation be responsible for funding the payment of any tax on behalf of any Eligible Person, any Permitted Assign or any transferee of an Option as permitted hereunder, or for providing any tax advice to them.

13. Effective Date, Amendment and Termination

13.1 The Plan is effective as of October 7, 2015.

13.2 The Board may, subject to shareholder approval, amend the Plan at any time. Notwithstanding the foregoing and subject to TSX approval, the Board is specifically authorized to amend or revise the terms of the Plan without obtaining Shareholder approval in the following circumstances:

- (a) to change vesting provisions in the event of a Business Combination or a Take-over Bid, as provided herein;
- (b) to add any form of financial assistance;
- (c) to change the termination provisions of the Options or Plan which does not extend beyond the original expiry date;
- (d) to add a cashless exercise feature, payable in cash or securities, whether or not the feature provides for a full deduction of the number of underlying Shares from the reserved Shares; and
- (e) other amendments of a housekeeping nature, including the correction or rectification of any ambiguities, defective or inconsistent provisions, errors, mistakes or omissions herein

and updating provisions herein to reflect changes in the governing laws, including tax laws, and the TSX requirements.

Except as otherwise permitted by the TSX, amendments to this provision as well as amendments to the number of Shares issuable under the Plan (including an increase to a fixed maximum number of Shares or a fixed maximum percentage of Shares, as the case may be, or a change from a fixed maximum number of shares to a fixed maximum percentage), may not be made without obtaining approval of the Shareholders in accordance with TSX requirements. Any amendments which require Shareholder approval as a result of the rules of the TSX will require Shareholder approval in accordance with TSX requirements.

13.3 The Board may suspend or terminate the Plan at any time. No action by the Board to terminate the Plan pursuant to this Section 13 shall affect any Options granted hereunder prior to termination.

13.4 Except as set out below and subject to TSX approval, the Board may (without Shareholder approval) amend, modify or terminate any outstanding Option, including, but not limited to, substituting another award of the same or of a different type or changing the date of exercise; provided, however that, the Optionee's consent to such action shall be required unless the Board determines that the action, when taken with any related action, would not materially and adversely affect the Optionee or is specifically permitted hereunder.

The exercise price of any outstanding Options may not be reduced and the original Option Period extended unless Shareholder approval is obtained by way of a resolution passed by a majority of the votes cast by the Shareholders at a meeting of Shareholders. The Option Price of any outstanding Options may not be reduced and the original term of the Option Period may not be extended to the benefit of Insiders unless disinterested Shareholder approval is obtained in accordance with TSX requirements.

Approved by the board of directors of Orosur Mining Inc. on October 7, 2015