



TREASURY METALS

INCORPORATED

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2015

DATED: MARCH 31, 2016

TABLE OF CONTENTS

1.	PRELIMINARY INFORMATION	3
1.1	DATE OF INFORMATION	3
1.2	FORWARD-LOOKING STATEMENTS	3
1.3	CURRENCY	3
1.4	QUALIFIED PERSON	3
2.	CORPORATE STRUCTURE	4
2.1	NAME AND INCORPORATION	4
2.2	INTERCORPORATE RELATIONSHIPS	4
3.	GENERAL DEVELOPMENT OF THE BUSINESS	4
3.1	THREE YEAR HISTORY	4
4.	GENERAL DESCRIPTION OF THE BUSINESS	13
4.1	GENERAL OVERVIEW	13
4.2	RISK FACTORS	16
5.	MINERAL PROJECTS	22
5.1	GOLIATH GOLD PROJECT	22
5.2	LARA POLYMETALLIC PROJECT	29
5.3	GOLDCLIFF PROJECT	29
6.	DIVIDENDS	30
7.	DESCRIPTION OF SHARE STRUCTURE	31
8.	MARKET FOR SECURITIES	31
9.	ESCROWED SECURITIES	31
10.	DIRECTORS AND OFFICERS	31
11.	AUDIT COMMITTEE INFORMATION	35
11.1	AUDIT COMMITTEE	36
11.2	COMPOSITION OF THE AUDIT COMMITTEE	36
11.3	PRE-APPROVAL POLICIES AND PROCEDURES	36
11.4	AUDIT FEES	37
12.	LEGAL PROCEEDINGS	37
13.	INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	37
14.	TRANSFER AGENT AND REGISTRAR	37
15.	MATERIAL CONTRACTS	37
16.	INTEREST OF EXPERTS	37
17.	ADDITIONAL INFORMATION	38
	APPENDIX "A"	1
	CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS	1
	<i>Overall Purpose and Objective</i>	1
	<i>Authority</i>	1
	<i>Membership and Organization</i>	1
	<i>Roles and Responsibilities</i>	2
	<i>Communication With Directors</i>	4
	APPENDIX "B"	1
	GLOSSARY OF TECHNICAL TERMS	1

1. PRELIMINARY INFORMATION

1.1 Date of Information

All information in this annual information form (“AIF”) is as at December 31, 2015, unless otherwise indicated.

1.2 Forward-Looking Statements

Certain statements contained in this AIF and the documents incorporated by reference herein that are not historical facts constitute “forward-looking statements”, including but not limited to those statements with respect to the estimation of mineral resources and the plans and objectives of Treasury Metals Inc. (the “Company” or “Treasury Metals”). Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved.

Forward-looking statements involve known or unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those projected by such forward-looking statements. Such factors include, among others, the actual results of current exploration activities, access to capital and future prices of precious and base metals and those factors discussed in item 4.2 “Risk Factors” of this AIF.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this AIF based on the opinions and estimates of management, and, except as may be required by applicable securities laws, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that the forward-looking statements contained in this AIF and the documents incorporated by reference herein will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

1.3 Currency

The Canadian dollar is the reporting currency and currency of measurement of the Company. All monetary amounts are expressed in Canadian dollars unless otherwise indicated.

1.4 Qualified Person

Mark Wheeler, the Company’s Project Engineer, is a Qualified Person as defined by NI 43-101 and is responsible for the preparation of, and has reviewed and approved, the technical disclosure in this AIF, unless otherwise indicated.

2. CORPORATE STRUCTURE

2.1 Name and Incorporation

The Company was incorporated under the name Divine Lake Exploration Inc. by Articles of Incorporation dated December 31, 1997 under the *Business Corporations Act* (Ontario). The articles of the Company were amended on November 13, 2007 to change the name of the Company to Treasury Metals Inc. and on March 20, 2008 to remove certain restrictions on the transfer of the Common Shares (“Common Shares”) of the Company.

The registered and head office of the Company is located at The Exchange Tower, 130 King Street West, Suite 3680, Box 99, Toronto, Ontario M5X 1B1.

The Company is a reporting issuer in Ontario and British Columbia. Treasury Metals’ Common Shares are listed on the Toronto Stock Exchange (the “TSX”) under the symbol “TML”.

2.2 Intercorporate Relationships

The Company has no subsidiaries.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 Three Year History

Fiscal Year ended December 31, 2013

On January 10, 2013, the Company announced that a 2013 exploration drilling program was under way at the Goliath Gold Project. The primary focus of the drilling program was to further delineate the C Zone within the proposed open pit to bring Inferred resources to Indicated resources and add ounces to the open pit. Further exploration would follow of the C Zone high-grade gold shoot, discovered in the central part of the Goliath deposit and intersected approximately 50 metres behind the project’s mineralized Main Zone.

On January 21, 2013, the Company provided an update on the mine permitting process for the Goliath Gold Project following its recent milestone of the acceptance by the Canadian Environmental Assessment Agency (“CEAA”) of the Project Description. The Company had since received the CEAA determination to have the Goliath Gold Project subject to an Environmental Assessment (“EA”), and the notice of Draft Environmental Impact Statement (“EIS”) guidelines.

On January 29, 2013, the Company reported drilling results from the C Zone of the Goliath Gold Project. The C Zone mineralization is located approximately 30 to 50 metres adjacent to the Project’s Main Zone of mineralization.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL148-12RE	201.0	202.5	1.5	15.7
TL225-12RE	151.5	159.0	7.5	0.4
TL226-12RE	148.0	152.5	4.5	0.5
TL227-12RE	161.0	169.3	8.3	1.0
TL230-12RE	166.4	167.1	0.7	11.6

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL238-12RE	217.5	219.0	1.5	0.5
TL242-12RE	211.9	213.7	1.8	5.2
TL0826-12RE	178.0	179.0	1.0	1.2
TL12-281	355.6	360.5	4.9	1.5
TL12-283	476.9	479.9	3.0	0.9
TL12-284	417.9	418.9	1.0	12.9
TL12-285	482.0	484.0	2.0	2.2
TL12-286	521.1	522.6	1.5	1.2
TL12-287	468.9	471.0	2.1	0.5
TL12-288	42.0	43.1	1.1	0.8
TL12-289	55.0	58.0	3.0	1.4
TL12-290	73.6	76.6	3.0	9.0
TL12-291	42.5	43.5	1.0	1.1
TL12-292	94.5	102.0	7.5	1.0
TL12-293	33.2	45.9	12.7	2.2
TL12-294	76.0	81.0	5.0	1.7
TL12-295	51.5	78.5	27.0	1.9

*Intervals do not necessarily indicate true widths.

On February 28, 2013, the Company reported additional drilling results from the C Zone of the Goliath Gold Project.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL13-296	27.6	30.0	2.4	2.7
TL13-305	26.37	45.9	20.0	1.00
TL13-306	60.0	81.60	22.0	1.44
TL13-307	27.0	42.0	15.0	0.75
TL13-309	31.0	54.0	23.0	0.65
TL13-309	80.1	83.1	3.0	1.21
TL0827-13RE	192.0	193.0	1.0	1.04
TL0827-13RE	233.0	234.5	1.5	1.46
TL10113-13RE	205.5	221.7	16.2	1.57
TL223-13RE	114.7	129.0	14.3	1.30

*Intervals do not necessarily indicate true widths.

On March 18, 2013, the Company reported additional drilling results from the Main and C Zones of the Goliath Gold Project.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL13-300	79.5	92.5	13.0	3.1
TL13-311	52.2	53.2	1.0	14.6
TL13-312	191.6	207.6	16.0	0.78
TL13-313	192.9	200.4	7.5	1.58
TL13-314	133.0	149.4	16.4	1.13
TL13-320	16.7	17.7	1.0	430

*Intervals do not necessarily indicate true widths.

On April 3, 2013, the Company reported additional drilling results from Goliath Gold Project. In addition, Treasury Metals started the process of re-drilling and resampling historical holes with a focus on holes within the proposed open pit.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL13-316	157.5	159.0	1.5	25.5
TL13-316	201.0	210.5	9.5	1.8
TL13-316	230.0	242.0	12.0	0.4
TL13-318	46.5	52.4	5.9	0.8
TL13-318	72.0	83.5	11.5	1.4
TL13-319	40.0	47.5	7.5	1.1
TL13-319	105.5	115.5	10.0	1.1
TL13-322	84.3	89.6	5.3	1.0
TL13-322	95.0	99.5	4.5	1.6
TL13-324	31.0	51.0	20.0	1.1
TL13-324	62.0	69.0	7.0	1.5
TL13-324	140.5	157.5	17.0	1.8
<i>including</i>			6.5	3.5
TL13-325	16.5	17.5	1.0	25.1
TL13-325	141.0	160.5	19.5	1.0
TL13-326	55.0	69.4	14.4	1.6
<i>including</i>			6.0	2.2
TL13-326	143.5	178.8	35.3	1.0
TL13-327	55.5	73.6	18.1	0.4
TL13-328	63.5	65.5	2.0	9.9

*Intervals do not necessarily indicate true widths.

On April 26, 2013, the Company announced that it had completed the first tranche of a non-brokered private placement (the "Offering"). The placement consisted of 2,608,332 units (the "Units") of the Company at a price of \$0.45 per Unit, for aggregate gross proceeds of \$1.17 million (the "Offering"). A second tranche of the Offering, consisting of 1,195,000 flow-through shares (the "Flow-Through Shares") at a price of \$0.50 per Flow-Through Share, was expected to close on or about Tuesday, April 30, 2013. The total proceeds of the Offering were expected to be \$1.77 million. The net proceeds raised through the Offering would be used for the advancement of the Company's Goliath Gold Project including completion of an Environmental Impact Statement and for general working capital purposes. On May 1, 2013, the Company announced that it had completed the final tranche of a non-brokered private placement (the "Offering").

On May 22, 2013 the Company reported additional drilling results from Goliath Gold Project. The results comprised holes from the Company's ongoing infill program that was focused on converting the C Zone and near surface inferred resources into the Indicated category and three additional holes from the recently completed hydrogeological drilling program.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL13-315 [†]	260.0	268.5	8.5	1.52
TL13-315 [†]	288.0	298.0	10.0	1.20
TL 13-317	152.0	177.0	25.0	1.42
<i>including</i>			6.0	4.18
TL13-317	270.4	276.0	5.6	1.40
TL13-321 ^{**}	99.0	114.8	15.8	0.30
TL13-330	107.2	109.2	2.0	1.68
TL13-330	123.5	128.5	5.0	1.84
TL13-331	24.0	45.0	21.0	0.87
<i>including</i>			3.0	3.64
TL13-331	120.5	126.0	5.5	0.59
TL13-332	36.0	43.5	7.5	3.82
TL13-332	131.2	144.0	12.8	0.54
TL13-334	70.5	83.5	13.0	0.94

[†]Hole TL13-315 was drilled for geotechnical purposes at an azimuth of approximately 180 degrees, or opposite to the typical azimuth of exploration holes. *Intervals do not necessarily indicate true widths. All depths and assays rounded to one decimal place. Typical sample interval approximately 1m; weighted averages use 0.3 g/t Au cut-off except for "included" higher grade sections. **TL13-321 was drilled as part of the hydrogeological program and was located outside of the proposed open pit approximately 200 m to the west.

On October 23, 2013, the Company announced the appointment of Mr. Murray Ferguson as Director of Community Development. Mr. Ferguson was a former Manager for Weyerhaeuser and Domtar and the Ontario member of Weyerhaeuser's Canadian Aboriginal Affairs Team.

On November 15, 2013, the Company announced it has entered into a mandate with and subsequently received In-Principle Approval from RMB Resources Inc. ("RMB"), to arrange and provide a \$6,000,000 Feasibility Finance Facility (the "Facility") by the lender, RMB Australia Holdings Limited.

On December 4, 2013, the Company announced that it had entered into an agreement with Secutor Capital Management Corp. ("Secutor"), to raise aggregate gross proceeds of up to \$2.5 million in flow-through common shares of the Company ("Flow-Through Shares") at a price of \$0.40 per Flow-Through Share (the "Offering").

The Company also advised it had been notified by RMB Resources Inc. ("RMB") that RMB has issued final approval of its mandate to arrange for and provide to the Company a \$6,000,000 Feasibility Finance Facility by the lender, RMB Australia Holdings Limited. The Feasibility Finance transaction closed on February 19, 2014.

On December 18, 2013, the Company announced that it had increased the size of its brokered placement of flow-through common shares ("Flow-Through Shares") from \$2.5 million in aggregate gross proceeds to \$3.35 million in aggregate gross proceeds. The placement closed on December 20, 2013.

Fiscal Year ended December 31, 2014

On January 22, 2014, the Company announced the recommencement of drilling at the Goliath Gold Project. The initial 10,000 metre program consisted of infill and expansion drilling of the Main and C Zones, further delineation of the new high-grade zone discovered in the C Zone and drilling of several targets on the recent Norman property acquisition. The infill and expansion drill program combined with the other drilling programs since October 2011 will form a new resource update.

On April 8, 2014, the Company announced new drilling results from the Goliath Gold Project. In January 2014, the Company commenced a drilling campaign and these holes represent the initial results from the ongoing program. Initial drilling has been focused on the developing C Zone which included exploration targets at depth and in-fill drilling on the western portion near surface.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-337	443.0	445.5	2.50	1.45
TL14-339	18.0	22.0	4.00	0.84
TL14-339	54.2	59.3	5.10	1.05
TL14-340	48.5	52.5	4.00	1.63
TL14-340	83.25	88.75	5.50	1.85
TL14-341	294.4	294.9	0.50	57.95
TL14-341	431.0	434.0	3.00	6.27
TL14-342	26.95	31.95	5.00	1.19
TL14-342	100.5	104.75	4.25	0.44
TL14-343	16.3	19.3	3.00	4.32
TL14-343	26.0	33.0	7.00	0.70
TL14-343	60.25	62.6	2.35	1.10
TL14-345	345.0	353.35	8.35	2.94
<i>including</i>	349.0	353.35	4.35	5.19
TL0855-14RE	571.55	579.6	8.05	1.81
<i>including</i>	577.6	579.6	2.00	3.67
TL0855W2b	530.0	535.0	5.00	1.23
TL0855W2b	561.5	567.25	5.75	3.64
<i>including</i>	565.5	567.25	1.75	9.44

*Intervals do not necessarily indicate true widths. No significant results are reported for drill hole TL14338.

On May 5, 2014, additional results were reported from the ongoing drilling and development program at the Goliath Gold Project.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-346A	290.0	295	5.00	2.70
TL14-346A	293.0	294	1.00	12.53
TL14-346A	317.0	323.4	6.40	4.32
TL14-346A	319.4	320.4	1.00	27.23
TL14-347	36.95	44.45	7.50	0.88
TL14-347	78.5	81.45	2.95	3.08

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-348	76.43	80.81	4.38	0.77
TL14-349	48.5	50.65	2.15	2.78
TL14-349	112.7	122	9.30	2.20
TL14-350	46.2	53.7	7.50	0.30
TL14-350	79.33	86	6.67	5.39
TL14-350	81.33	82.33	1.00	28.41
TL14-351	416.0	431.4	15.40	2.42
TL14-351	426.0	431.4	5.40	5.00
TL14-352A	404.0	408.25	4.25	4.32
TL14-352A	407.25	408.25	1.00	16.62
TL14-353	234.0	246.25	12.25	4.05
TL14-353	234.0	240	6.00	6.51
TL14-353	243.0	246.25	3.25	2.69

*Intervals do not necessarily indicate true widths.

On June 11, 2014, the Company reported more results from the ongoing drilling program.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-354	296.3	303.5	5.80	1.89
	297.7	301.1	3.40	2.79
TL14-354	317.55	321.5	3.95	1.41
TL14-354	325.9	327.9	2.00	1.06
TL14-355	282.0	284.0	2.00	10.31
TL14-355	349.35	359.0	9.65	2.51
TL14-356	111.5	125.0	13.50	2.30
TL14-356	162.0	164.0	2.00	1.02
TL14-356	250.0	252.05	2.05	1.42
TL14-356	316.0	320.0	4.00	9.31
TL14-359	135.5	143.05	7.55	0.95
TL14-360	Assays Released on August 5, 2014			
TL14-361A	276.0	281.0	5.00	1.43
TL14-361A	393.0	397.0	4.00	2.95
TL14-362	Assays Released on August 5, 2014			
TL161-14RE	485.0	489.0	4.00	5.50
TL166-14RE	419.0	421.0	2.00	11.27
TL166-14RE	460.05	462.5	2.45	4.70

*Intervals do not necessarily indicate true widths.

On August 5, 2014, the Company reported more results from the ongoing drilling program at the Goliath Gold Project.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14360	329.0	336.4	7.40	1.78
TL14360	332.0	336.4	4.40	2.61
TL14-362	252.5	254.0	1.50	10.82
TL14-362	317.9	321.0	3.10	24.40
TL14-367	67.15	79.95	12.80	2.71
TL14-367	68.0	75.0	7.00	4.22
TL14-368	138.0	145.0	7.00	1.84
TL14-368	138.0	142.0	4.00	3.00
TL14-369	75.0	80.0	5.00	1.32

*Intervals do not necessarily indicate true widths.

On October 21, 2014, the Company announced that it has filed its Environmental Impact Statement (EIS) with the Canadian Environmental Assessment Agency (CEAA). The development of the EIS was led by Tetra Tech WEI Inc. and Treasury's engineering team, following CEAA's issuance of the EIS Guidelines in February 2013. Treasury's filing of the EIS recommended the legislated period to complete the Environmental Assessment process.

On November 20, 2014, the Company announced the recommencement of drilling at the Goliath Gold Project. The initial 5,000 metre program consisting of definition drilling of the main resource area, exploration of the new shallow high-grade zone discovered late during the last phase of drilling, and drilling of several regional targets within the Goliath claims.

On November 24, 2014, the Company announced that it satisfied all conditions precedent of RMB Resources' continued funding of the Company's Goliath Gold Project. The conditions precedent related to the second tranche and included an updated mine plan, engineering work and a newly modeled resource. The second tranche provides the Company the ability to access an additional \$3 million in funds for further mine permitting and feasibility studies ongoing at the project.

On December 16, 2014, the Company announced that it closed a non-brokered private placement of 2,000,000 flow-through common shares at an issue price of \$0.40 per share for aggregate gross proceeds of \$800,000 (the "Offering").

Fiscal Year ended December 31, 2015

On January 8, 2015, the Company announced the initial drilling results from the late 2014 drilling program at the Goliath Gold Project.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-372	267.0	271.5	4.5	3.86
TL14-374**	234.5	236.5	2.0	199.75
TL14-375	133.0	136.5	3.5	4.87
<i>including</i>	185.0	193.0	8.0	3.81

Holes are generally drilled 350-360° Az with inclinations ranging -55 to -70°.

All assays are rounded to two decimal places. *Intervals do not necessarily indicate true widths.

** Cut Value for TL14-374 (using a top cut of 50g/t) = 2.0m @ 26.05g/t

On March 25, 2015 the Company announced additional results from the late 2014 drill program. Significant results are as follows:

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL14-373-15RE	335.00	336.00	1.00	29.31
TL14377RE	296.70	301.00	4.30	1.90
TL14378B	421.00	424.00	3.00	4.04
<i>including</i>	436.00	439.00	3.00	5.40
TL15379	313.00	315.00	2.00	1.28
TL15380	269.90	272.00	2.10	15.85
<i>including</i>	315.75	316.60	0.85	10.84
TL15381B	293.15	296.15	3.00	24.18
<i>including</i>	366.00	369.00	3.00	3.16
TL15382	31.80	36.00	4.20	4.25
TL15383	12.80	14.00	1.20	2.39
TL15384	69.00	72.05	3.05	4.00
TL15385B	393.55	395.00	1.45	2.58
TL15-386	459.25	460.55	1.30	1.69
TL15387	260.0	261.0	1.0	3.57
TL15388	334.0	335.0	1.0	7.05
<i>including</i>	386.0	384.0	1.0	7.02
TL15-389	448.00	451.00	3.00	11.67

*Intervals do not necessarily indicate true widths.

On April 15, 2015 further results from the late 2014 drill program were announced.

Drill Hole	From (m)	To (m)	*Interval (m)	Au (g/t)
TL15-390B	407.00	412.00	5.00	1.92
<i>including</i>	460.00	461.00	1.00	286.23
TL15-392	185.00	186.00	1.00	3.86
TL15-393	27.00	29.00	2.00	1.10
TL15-394	60.00	61.00	1.00	2.42
TL15-395	108.00	115.00	7.00	1.60
TL15-396	45.00	47.74	2.74	7.93
TL15-397	109.40	112.00	2.60	3.38
<i>including</i>	120.00	133.00	2.00	6.20
<i>including</i>	189.00	191.00	2.00	2.07
TL15-398	82.70	90.00	7.30	0.95
<i>including</i>	135.00	138.00	3.00	0.86
TL15-399	39.00	41.00	2.00	2.93
TL15-400	23.40	27.00	3.60	6.68

*Intervals do not necessarily indicate true widths. Note: Hole TL15-391 was abandoned due to poor ground conditions

On May 27, 2015, the Company announced the remainder of the results from its infill sampling program of existing drill core and its bottle roll testing program. To further evaluate the gold potential of the B Zone and other zones throughout the main deposit, the Company initiated and completed an infill sampling program of existing drill core not previously assayed. This program covered untested areas of either extensions or potential new zones of previously un-sampled drill core. A total of 2,090 new split core samples were collected from 95 drill holes. The program was successful in identifying new gold mineralization in half (56) of the 110 new target zones that were identified for inspection. A near surface hole and a newly tested Hanging Wall zone both reported significant results: Hole TL10-116 returned 6.08 g/t Au over 6.0 m at a vertical depth of 17 m from surface and TL08-53 returned 4.53 g/t Au over a sample length of 5.0 m at a depth of 160 m. Further, a section of D Zone mineralization in Hole TL11-210 contained visible gold and returned 7.15 g/t Au over 1.0 m. Four holes that intersected the B Zone returned gold assays ranging from 2.25 to 3.11 g/t Au over sample lengths from 1.0 to 2.0 m. The sampling program, along with other B Zone intersections from the Phase 2 program, allowed Treasury to construct a new Longitudinal Section of the B Zone across the strike length of the deposit and potentially identifying targets for future drill programs. A second B Zone, designated "B2" located between the B and C Zones, returned 3.04 g/t Au over 2.0 m. Gold mineralization with significant gold assays were also obtained from Main Zone and C Zone intersections.

In addition, the Company reported the results from a successful bottle roll testing program that was undertaken to determine if this analytical method might recover more gold and increase potential gold ounces at the Goliath Gold Project. A total of 374 reject samples were selected from nineteen holes drilled between 2013 and 2015 for 1,000 gm bottle roll testing. All samples contained original gold concentrations less than 5.0 g/t Au and were dispatched to Accurassay and Actlabs for analyses. Overall, 58% (228 samples) of the samples experienced a gain in gold in the range of 0 to 3.26 g/t Au over average sample lengths of 1.10 m.

During the period, the Company's work progressed related to its Goliath Gold Project to complete the steps necessary to facilitate a decision on its construction:

- A new updated gold mineral Resource Estimate report (the "2015 Resource Estimate") was announced in August 2015. Highlights are an Open Pit and Underground 2015 Resource Estimate of: Measured: 90,300 ounces Au Eq (1.12 Mt at 2.51g/tonne Au Eq); Indicated: 1,075,500 ounces Au Eq (19.44 Mt at 1.72 g/tonne Au Eq); Inferred: 341,300 ounces Au Eq (3.47 Mt at 3.06 g/tonne Au Eq).
- The Environmental Impact Study ("EIS") was initially submitted to the Canadian Environmental Assessment Agency ("CEAA") in October 2014, and on April 10, 2015 the Company was notified that the EIS conformed to the CEAA guidelines. The EIS covers all aspects of the Project's development, operational and closure stages, and addresses all matters related to socioeconomic and environmental effects, and is used to avoid, mitigate and reduce environmental impact.
- As a result of the EIS meeting conformity, the Project entered the 30-day public comment period starting April 25, 2015 and technical reviews conducted by various federal government agencies. CEAA hosted several Public Open House meetings in Wabigoon and Dryden, which Treasury Metals personnel and the respective technical consultants attended to act as technical support to CEAA. The meetings were well attended by local residents as an opportunity to provide comment and ask questions about the project.

- On June 30, 2015, CEEA submitted a series of Information Requests and comments to the Company as part of their technical review of the EIS. The Company has reviewed these and is in the process of preparing the responses.
- In the third quarter of 2015, the Company closed a non-brokered private placement of 2,629,744 units, at a price of \$0.45 per unit and a 1.43 million flow-through shares financing at a price of \$0.50 per share for aggregate gross proceeds of \$1,898,385.
- The Company has drawn \$5 million from the feasibility funding facility (the “Facility”) with RMB Resources Inc. (“RMB”) which matures on June 20, 2016. An additional funding of \$500,000 (“bridge loan”) was provided by RMB during the second quarter of 2015, which was repaid on July 31, 2015, and replaced with another \$500,000 bridge loan from a different arm’s length investor due on December 31, 2015. This was subsequently repaid in October 2015. The Facility and equity financings that were completed in August 2015 and in December 2013 and in 2014 were used to complete steps to advance permitting and engineering programs.
- Effective December 11, 2015 Mr. Christophe Vereecke was appointed to the Board of Directors of the Company. Mr. Vereecke is a successful businessman and entrepreneur based in Paris, with a background in finance, oil and gas, mine royalties and technology. As an entrepreneur he has been involved in the startup of several businesses including co-founder and former chief financial officer of Business Oil Platform, a physical oil trading and logistics company operating in Central and Eastern Europe. Mr. Vereecke’s current investment advisory firm specializes in private client fund management focused in the extractive industry, mine royalties, precious metals and the diamond markets.
- In December 2015, the Company closed the first tranche of a non-brokered placement for gross proceeds of \$482,500 through the issuance of 425,000 units at a price of \$0.35 per unit and 741,667 flow-through shares at a price of \$0.45 per flow-through common share. In January 2016, the Company closed the second tranche of the non-brokered placement for gross proceeds of \$502,450 through the issuance of a further 1,435,572 units. Each unit of the non-brokered placement consists of one common share and one-half of one common share purchase warrant exercisable for a period of 36 months at \$0.55 per share.

Fiscal Year 2016 up to the date of this report

- On March 31, 2016, the Company signed a binding term sheet for US\$4.4 million with Extract Advisors LLC and with Loinette Company Leasing Ltd. (“The Lender”). The proceeds will be used in the full repayment of the existing RMB loan, advancing the Project feasibility study and permitting, and for general corporate purposes.

4. GENERAL DESCRIPTION OF THE BUSINESS

4.1 General Overview

The Company is a Canadian-based mineral exploration and development company, with a growth-oriented strategy focused on expanding its gold resources, developing its Canadian mineral properties and potentially acquiring additional advanced gold projects in the Americas. The Company’s flagship asset is the Goliath Gold Project, an advanced stage, high-grade gold deposit near Dryden, Ontario.

The Company’s board of directors and management team include seasoned mining industry veterans,

with proven track records in finding and developing high-quality assets and building shareholder value.

Recent highlights include:

Management and Board of Directors

- Mr. Martin Walter was appointed the CEO of the Company in December 2010. He is the former Executive Vice President of Aquiline Resources Inc. (“Aquiline”) and co-founder and former Director of Crown Point Ventures Ltd. On May 11, 2011, Mr. Walter assumed the expanded role of President and CEO of Treasury Metals, following the resignation by Dr. Scott Jobin-Bevans as President and as a Director of the Board. Mr. Walter was also elected to the Board of Directors of the Company.
- Mr. Norman Bush, Vice President - Goliath Gold Project, oversees the project development team with short-term priorities focused on permitting, engineering activities, safety and environmental management systems with the goal of moving the project through the feasibility stage. Mr. Bush is a former Vice President at Domtar LLC and Weyerhaeuser, and General Manager at MacMillan Bloedel Ltd. An engineer with more than 25 years in executive positions across North America, he has extensive government and public affairs experience. He has led teams that completed major capital projects including extensive upgrades and additions to Domtar’s world-class pulp mill located in Dryden. Mr. Bush is based out of the exploration office in Dryden.
- Mr. Greg Ferron, as Vice President of Corporate Development, joined from the Toronto Stock Exchange where he was the Head of Global Mining, Business Development and a Senior Listings Manager of the TSX.
- Mr. Dennis Gibson, B.Comm, CPA, as Chief Financial Officer of the Company since July 1, 2010. He has also been the Chief Financial Officer of Laramide Resources Ltd. since 2006. Mr. Gibson is the former Chief Financial Officer of Aquiline Resources Inc. (2006-2009), and previously was the Vice President, Chief Financial Officer and Corporate Secretary of Vector Intermediaries Inc., a TSX-V company.
- Flora Wood was appointed to the Company’s Board of Directors in early 2014. Ms. Wood has more than 15 years’ capital markets and investor relations experience.
- Most recently, in December 2015 Mr. Christophe Vereecke was appointed as a Director of the Company. Mr. Vereecke is a successful businessman and entrepreneur based in Paris, with a background in finance, oil and gas, mine royalties and technology. As an entrepreneur he has been involved in the startup of several businesses including co-founder and former chief financial officer of Business Oil Platform, a physical oil trading and logistics company operating in Central and Eastern Europe. Mr. Vereecke’s current investment advisory firm specializes in private client fund management focused in the extractive industry, mine royalties, precious metals and the diamond markets

Financings

During the past three years, the Company completed four private placement financings and a Feasibility Financing Facility to provide the necessary capital needed to carry out exploration and development programs at the Goliath Gold Project:

- On May 1, 2013, the Company raised \$1,187,250 at \$0.45 per Common share and \$597,222 at \$0.50 per Common share.

- On December 20, 2013, the Company raised \$3,326,200 at \$0.40 per Common share.
- On February 19, 2014, the Company announced that it had closed a \$6 million Feasibility Financing Facility with RMB Australia Holding Limited. The Company had been working with RMB Australia Holding Limited since November 2013 to close this facility.
- In December 2014, the Company closed a non-brokered private placement of 2,000,000 flow-through common shares at an issue price of \$0.40 per share for aggregate gross proceeds of \$800,000.
- Up to March 31, 2015, the end of the availability date of the Feasibility Financing Facility with RMB Australia Holding Limited, the Company received \$3 million from the first tranche and \$2 million from the second tranche of the Facility. The Facility has a term of 2.5 years and bears interest at CDOR plus 7.50% per annum; also, a commitment fee of 2.0% per annum fee was paid on the available but undrawn amount of each tranche. In connection with the first tranche, 1.5 million financier warrants were issued to RMB on February 18, 2014, with an exercise price of \$0.395 per common share and an expiry date of August 18, 2017. A second set of 1.5 million financing warrants were issued at the drawdown of the second tranche of the Facility. These warrants are exercisable at a price of \$0.35 per share until May 18, 2018 and were assigned a fair value of \$167,044 using the Black Scholes option pricing model with the following assumptions: Share price \$0.30, dividend yield 0%, expected volatility, based on historical volatility 75.96%, a risk free interest rate of 1.30% and an expected life of 2 years. A \$375,000 arrangement fee was paid at the time of the initial draw. The Facility is secured by a General Securities Agreement, a debenture, and Collateral Security over the assets of the Company. Additional terms related to the Facility are the ability to pre-pay at any time without penalty, and to cancel all or a part of the undrawn commitment. The Facility requires ongoing regular operational and financial reporting to RMB Resources and also contains default provisions which are normal for this type of transaction and are not considered to be onerous or restrictive for the normal operations of the Company
- On June 10, 2015, the Company received from RMB a bridge loan of \$0.5 million, which matured and was repaid on July 31, 2015. The bridge loan was replaced by another bridge loan in July 2015 of US\$390,082 from an arm's length party which was repaid, together with its interests and transaction costs, on October 1, 2015.
- In the third quarter of 2015, the Company closed a non-brokered private placement of 2,629,744 units, at a price of \$0.45 per unit and a 1.43 million flow-through financing at a price of \$0.50 per share for aggregate gross proceeds of \$1,183,835 and \$715,000, respectively. Each unit consists of one common share and one-half of a common share warrant of the Company. The warrants have a term of three years and an exercise price of \$0.56. In addition, the Company received a \$75,000 short-term loan from Wacyba Ltd., a company which has a director in common with the Company; the loan matures and was repayable on December 31, 2015 and bears a monthly interest of 1%.
- In the fourth quarter of 2015, the Company closed the first tranche of a non-brokered private placement of 425,000 units, at a price of \$0.35 per unit and a 741,667 flow-through financing at a price of \$0.45 per share for aggregate gross proceeds of \$497,500. Each unit consists of one common share and one-half of a common share warrant of the Company. The warrants have a term of three years and an exercise price of \$0.55. Subsequently, on January 13, 2016, the Company closed the final tranche and received \$502,450 for 1,435,572 units, at a price of \$0.35 per unit.

Operations

- A Project Description ("PD") for the Goliath Gold Project was submitted to the federal government's Canadian Environmental Assessment Agency ("CEAA") on November 27, 2012, and officially accepted by the CEAA on November 30, 2012. The Company's PD initiated the

official permitting and approvals process for mine development. Subsequent to the PD filing, the Company received both the CEAA determination to have the Goliath Gold Project subject to an Environmental Assessment (“EA”) and the Environmental Impact Statement (“EIS”) guidelines.

- The Company has engaged several consulting engineering firms to complete the technical studies necessary to complete the EIS and Feasibility Study. Tetra Tech WEI Inc. of Winnipeg has been selected as the lead consultant in the preparation of the Environmental Impact Statement with Lycopodium Minerals Canada Ltd. and WSP Canada Inc. providing technical support.
- The Company completed and filed its first Environmental Impact Statement in October 2014, and subsequently incorporated into the volumes of material, more information based on interaction with the regulatory authorities.
- As a result of the EIS meeting conformity, the Project entered the 30-day public comment period starting April 25, 2015 and technical reviews conducted by various federal government agencies. CEAA hosted several Public Open House meetings in Wabigoon and Dryden, which Treasury Metals personnel and the respective technical consultants attended to act as technical support to CEAA. The meetings were well attended by local residents as an opportunity to provide comment and ask questions about the project.
- On June 30, 2015, CEAA submitted a series of Information Requests and comments to the Company as part of their technical review of the EIS. The Company has reviewed these and is in the process of preparing the responses.
- The 5,000 metre drill program that commenced in November 2014 was completed on March 17, 2015 with 7,263 metres drilled. The drill program was the final drilling to be included in the 2015 Resource Estimate.
- A new updated gold mineral Resource Estimate report (the “2015 Resource Estimate”) was announced in August 2015. Highlights are an Open Pit and Underground 2015 Resource Estimate of: Measured: 90,300 ounces Au Eq (1.12 Mt at 2.51g/tonne Au Eq); Indicated: 1,075,500 ounces Au Eq (19.44 Mt at 1.72 g/tonne Au Eq); Inferred: 341,300 ounces Au Eq (3.47 Mt at 3.06 g/tonne Au Eq).
- Since Treasury Metals began drilling at the Goliath Gold Project in 2008 until the date of this report, a total of 435 diamond drill holes comprised of 402 newly collared holes and 30 re-entry holes, and 3 wedges for a total of 128,484 metres have been drilled on the property.

Employees

Treasury Metals has nine employees plus another two consultants performing duties similar to an employee.

4.2 Risk Factors

The Company, and the common shares of the Company, should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this annual information form prior to making an investment in the Company. In addition to the other information presented in this Annual Information Form, the following risk factors should be given special consideration when evaluating an investment in any of the Company’s securities. These risks are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that management currently deems to be immaterial, may also materially affect the Company’s business, financial condition and/or future results.

The Company faces numerous exploration, development and operating risks.

Although the Company's activities are directed towards the development of mineral deposits, its activities also include the exploration for and development of mineral deposits.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices that are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore.

To date, the Company is considered to be a development stage company and has not recorded any revenues from its exploration and development activities nor has the Company commenced commercial production on any of its properties. There can be no assurance that the Company will commence commercial production, generate any revenues or that the assumed levels of expenses will prove to be accurate.

The development of the Company's properties will require the commitment of substantial resources to complete exploration programs and to bring the properties into commercial production. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The amounts and timing of expenditures will depend on the progress of ongoing development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, some of which are beyond the Company's control.

If mineral resource estimates are not accurate, production may be less than estimated which would adversely affect the Company's financial condition and result of operations.

Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. The Company cannot be certain that the resource estimates are accurate and cannot guarantee that it will recover the indicated quantities of metals if commercial production is commenced. Future production could differ dramatically from such estimates for the following reasons: mineralization or formations at the properties could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of ore may vary significantly from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause the Company to adjust the resource estimates or change its mining plans, which could negatively affect the Company's financial condition and results of operation.

The Company's exploration and development properties may not be successful and are highly speculative in nature.

Exploration for gold is highly speculative in nature. The Company's exploration activities involve many risks, and success in exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological expertise and the availability of exploration capital. The Company cannot give any assurance that its current or future exploration efforts will result in the discovery of a mineral reserve or new or additional mineral resources, the expansion of current resources or the conversion of mineral resources to mineral reserves.

As well, mineral deposits, even though discovered, may be insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by additional factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and other factors, which may make a mineral deposit unprofitable to exploit.

The Company's mineral properties are in the exploration and development stages and are without known bodies of mineral reserves, although a mineral resource has been established on the Goliath Gold Project. Development of such projects will only follow upon obtaining satisfactory exploration results and the completion of feasibility or other economic studies.

The risks and hazards associated with mining and processing may increase costs and reduce profitability in the future.

Mining and processing operations involve many risks and hazards, including among others: environmental hazards; mining and industrial accidents; metallurgical and other processing problems; unusual and unexpected rock formations; flooding and periodic interruptions due to inclement or hazardous weather conditions or other acts of nature; mechanical equipment and facility performance problems; and unavailability of materials, equipment and personnel. These risks may result in: damage to, or destruction of, the Company's properties or production facilities; personal injury or death; environmental damage; delays in mining; increased production costs; asset write downs; monetary losses; and legal liability.

The Company cannot be certain that its insurance will cover the risks associated with mining or that it will be able to obtain or maintain insurance to cover these risks at affordable premiums. The Company might also become subject to liability for pollution or other hazards against which it cannot insure or against which the Company may elect not to insure because of premium costs or other reasons. Losses from such events may increase costs and decrease profitability.

The Company may experience higher costs and lower revenues than estimated due to unexpected problems and delays.

New mining operations often experience unexpected problems during the development and start-up phases and such problems can result in substantial delays in reaching commercial production. Delays in construction or reaching commercial production in connection with the Company's development of its mines would increase its operating costs and delay revenue growth.

Future exploration at the Company's projects or elsewhere may not result in increased mineral resources.

The Company intends to upgrade and expand its existing resource base by surface and underground drilling in the immediate vicinity of the presently defined mineral resources. Mineral exploration involves significant risks over a substantial period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. Even if the Company discovers a valuable deposit of minerals, it may be several years before production is possible and during that time it may

become economically unfeasible to produce those minerals. There is no assurance that current or future exploration programs will result in any new economically viable mining operations or yield new resources to replace and expand current resources.

The Company's vulnerability to changes in metal prices may cause its share price to be volatile and may affect the Company's operations and financial results.

If the Company commences production, the profitability of the Company's operations will be dependent upon the market price of mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations. Furthermore, reserve calculations and life-of-mine plans using significantly lower metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges. In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

The Company is subject to extensive environmental legislation and the costs of complying with these regulations may be significant. Changes in environmental legislation could increase the costs of complying with applicable regulations and reduce levels of production.

All phases of the Company's operations are subject to environmental regulation. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

Environmental legislation relating to land, air and water affects nearly all aspects of the Company's operations. This legislation requires the Company to obtain various operating licenses and also imposes standards and controls on activities relating to exploration, development and production. The cost of obtaining operating licenses and abiding by standards and controls on its activities may be significant. Further, if the Company fails to obtain or maintain such operating licenses or breaches such standards or controls imposed on its activities, it may not be able to continue its operations in its usual manner, or at all, or the Company may be subject to fines or other claims for remediation which may have a material adverse impact on its operations or financial results. While the Company is unaware of any existing material environmental liabilities, it cannot guarantee that no such liabilities currently exist or will occur in the future.

Changes in environmental laws, new information on existing environmental conditions or other events may increase future compliance expenditures or otherwise have a negative effect on the Company's financial condition and results of operations. In addition to existing requirements, it is expected that other environmental regulations will likely be implemented in the future with the objective of further protecting human health and the environment. Some of the issues currently under review by environmental agencies include reducing or stabilizing air emissions, mine reclamation and restoration, and water quality. Other changes in environmental legislation could have a negative effect on production levels, product demand, product quality and methods of production and distribution. The complexity and breadth of these issues make it difficult for the Company to predict their impact. The Company anticipates capital expenditures and operating expenses will increase as a result of compliance with the introduction of new and more stringent environmental regulations. Failure to comply with environmental

legislation may result in the issuance of clean up orders, imposition of penalties, liability for related damages and the loss of operating permits. While the Company believes it is in material compliance with existing environmental legislation, it cannot give assurances that it will at all future times be in compliance with all federal and state environmental regulations or that steps to bring the Company into compliance would not have a negative effect on its financial condition and results of operations.

Government approvals and permits are currently, or may in the future be, required in connection with the Company's operations. To the extent such approvals are required and are not granted, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Compliance with current and future government regulations may cause the Company to incur significant costs and slow its growth.

The Company's activities are subject to extensive laws and regulations governing matters relating to occupational health, labour standards, prospecting, exploration, production, exports and taxes. Compliance with these and other laws and regulations could require the Company to make significant capital outlays which may slow its growth by diverting its financial resources. The enactment of new adverse regulations or regulatory requirements or more stringent enforcement of current regulations or regulatory requirements may increase costs, which could have an adverse effect on the Company. The Company cannot give assurances that it will be able to adapt to these regulatory developments on a timely or cost effective basis. Violations of these regulations and regulatory requirements could lead to substantial fines, penalties or other sanctions.

The Company is required to obtain and renew governmental permits and licences in order to conduct mining operations, which is often a costly and time-consuming process.

In the ordinary course of business, the Company will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the Company's efforts to obtain and renew permits and licenses are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting or licensing authority. The Company may not be able to obtain or renew permits and licenses that are necessary to its operations or the cost to obtain or renew permits and licenses may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede the operation of the Company's projects which could adversely affect the Company's revenues and future growth.

The exploration and development of the Company's properties, including continuing exploration and development projects, and the construction of mining facilities and commencement of mining operations, will require substantial additional financing.

Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of a property interest. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure.

Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other

interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

There is no guarantee that title to any of the Company's mineral properties will not be challenged or disputed or that the term of the Company's mineral rights can be extended or renewed.

Title to, and the area of, mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impaired. While the Company intends to take all reasonable steps to maintain title to its mineral properties, there can be no assurance that the Company will be successful in extending or renewing mineral rights on or prior to expiration of their term.

If the Company loses key personnel or is unable to attract and retain additional personnel, the Company's mining operations and prospects could be harmed.

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff will be required. Although the Company believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected.

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than it.

Competition in the precious metals mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

Aboriginal Rights and Consultation Issues

Aboriginal rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred. The government has been notified by several Aboriginal groups that they assert the area comprising the Company's property to be within their traditional territories and accordingly, they assert the right to be consulted by government prior to the issuance of any approvals or permits and to discuss whether any disruption of traditional activities can be avoided or mitigated. These processes may affect the ability of the Company to pursue exploration, development and mining at its properties. The legal basis of such claims is a matter of considerable legal complexity and the impact of the assertion of such land claims cannot be predicted with any degree of certainty at this time. No assurance can be given that the Company's operations will not be delayed or hindered by any potential claims. In addition, no assurance can be given that any recognition of Aboriginal rights whether by way of a negotiated settlement or by judicial pronouncement would not delay or even prevent the Company's exploration, development or mining activities. Managing these issues is an integral part of exploration, development and mining in Canada, and the Company is committed to managing these issues effectively.

Shares Reserved For Future Issuance

As at the close of business on December 31, 2015, the Company had the following outstanding warrants:

Date of Expiry	Type	No. of Warrants	Exercise Price \$
May 1, 2016	Warrants	1,319,166	\$0.75
December 15, 2016	Broker Warrants	80,000	\$0.40
August 18, 2017	Financier Warrants	1,500,000	\$0.395
May 18, 2018	Financier Warrants	1,500,000	\$0.35
September 24, 2018	Warrants	1,148,538	\$0.56
September 30, 2018	Warrants	166,331	\$0.56
December 24, 2018		446,500	\$0.55
December 24, 2018		22,250	\$0.45
Total		6,182,785	\$0.51

The Company also had 7,015,732 options outstanding with an average weighted exercise price of \$0.48.

Date of Expiry	Type	No. of Options	Exercise Price \$
March 6, 2016	Stock Options	1,740,000	\$0.50
September 7, 2016	Stock Options	2,175,000	\$0.55
April 30, 2018	Stock Options	2,725,000	\$0.35
June 16, 2018	Stock Options	175,000	\$0.38
September 24, 2018	Stock Options	200,732	\$0.56
Total		7,015,732	\$0.48

Options and warrants are likely to be exercised when the market price of the Company's Common Shares exceeds the exercise price of such options or warrants. The exercise price of such options or warrants and the subsequent resale of such Common Shares in the public market could adversely affect the prevailing market price and the Company's ability to raise equity capital in the future at a time and price when it deems appropriate. The Company may also enter into commitments in the future which would require the issuance of additional Common Shares and the Company may grant additional share purchase warrants and stock options. Any share issuances from the Company's treasury will result in immediate dilution to existing shareholders.

5. MINERAL PROJECTS

The Company's only material mineral project is the Goliath Gold Project. Treasury Metals has one other mineral projects as at the date of this AIF, the Lara Project, as further described below. The Company's primary focus is the exploration and development of the Goliath Gold Project.

5.1 Goliath Gold Project

In 2010, the Company received the NI 43-101 mineral resource estimate and technical report entitled *Technical Report and Preliminary Economic Assessment on the Goliath Gold Project, Kenora Mining Division, Northwestern Ontario, Canada*, dated effective July 9, 2010 (the "Goliath Gold Technical Report"). The report is available at www.sedar.com.

In 2011, the Company provided an updated National Instrument 43-101 resource estimate on its 100% owned Goliath Gold Project entitled *Technical Report and Mineral Resource Update on the Goliath Gold Project, Kenora Mining Division, Northwestern, Ontario, Canada* dated effective Nov. 9, 2011. Technical information related to the 2011 Resource Estimate has been reviewed and approved by Doug Roy, M.A.Sc., P.Eng., an Associate Mining Engineer with A.C.A. Howe, and who is an independent Qualified Person as defined by NI 43-101, with the ability and authority to verify the authenticity and validity of this data.

The 2011 Resource Estimate is an update to the NI 43-101 Resource Estimate previously released in July 2010, and includes results from a database representing an additional 60,000 metres totaling 134 new drill holes. The 2011 Resource Estimate takes into account two in-fill focused drilling programs: 12,000 metres completed in 2010 and 48,000 metres in 2011. The report is available at www.sedar.com.

In July 2012, the Company provided an Updated Preliminary Economic Assessment. Highlights include a 10+ year combined open pit and underground mine life with processing throughput averaging 2,500 tonnes per day, an average annual production of 80,000 oz gold equivalent with a LOM head grade of 3.05 g/tonne. The Goliath Project returns an IRR of 32.4% on a post-tax basis and 39.3% on a pre-tax basis. The respective payback periods are 2.8 years and 2.2 years after the start of production. The “break even” price of gold is US\$930 per ounce post tax and US\$924 on a pre-tax basis where “break even” is the gold price required to produce a zero Net Cash Flow (i.e. all capital is paid back but no profit is incurred). The project also generates a NCF of \$249.8 million post-tax and \$334.7 million pre-tax. At a 10% discount rate, the project’s NPVs are \$83.5 million post-tax and \$119.9 million pre-tax. The report is available at www.sedar.com.

A Project Description (“PD”) for the Goliath Gold Project was submitted to the federal government’s Canadian Environmental Assessment Agency (“CEAA”) on Nov. 27, 2012, and officially accepted by CEAA on Nov. 30, 2012. The Company’s PD initiated the official permitting and approvals process for mine development.

The Company, along with its consultants led by Tetra Tech WEI Inc. worked with CEAA to amend the filed October 2014 Environmental Impact Statement for the document as a whole to be accepted for concordance with the requirements of the EIS guidelines. Part of this process included submission of an updated draft V2 of the EIS document to CEAA for review on December 23, 2014. The Company has since revised that volume of documents throughout the month of January 2015 and submitted an official V3 of the document on March 9, 2015, which subsequently re-started the legislated timeline for completion. Subsequent to this, CEAA returned another round of comments which the Company expects to complete and resubmit in the near future.

A new updated gold mineral Resource Estimate report (the “2015 Resource Estimate”) was announced in August 2015. Highlights are an Open Pit and Underground 2015 Resource Estimate of: Measured: 90,300 ounces AuEq (1.12 Mt at 2.51g/tonne AuEq); Indicated: 1,075,500 ounces AuEq (19.44 Mt at 1.72 g/tonne AuEq); Inferred: 341,300 ounces AuEq (3.47 Mt at 3.06 g/tonne AuEq).

In addition, the Company has completed a series of Optimization Studies to support the EIS. These reports and additional engineering work will form the basis for a new economics study such as a feasibility study which is expected to be released in 2016.

Goliath Report Summary

The Goliath Gold Project, as at the date of this document, consists of 126 contiguous unpatented mining claims (238 units; 3,808 ha.) and 20 patented land parcels (927 ha.), and three mining leases (261.02 ha.), totalling approximately 4,996 ha (~50 km²) and covering portions of Hartman and Zealand townships. All claims are currently active and in good standing with MNDMF.

The Goliath Gold Project comprises two historic properties which are now consolidated under the

common name Goliath Gold Project: the larger Thunder Lake Property, purchased from Teck and Corona and the Goliath Property, transferred to the Company from Laramide. The Goliath Gold Project has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Goliath Gold Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on 14 of the 19 patented land parcels currently totalling about \$103,500 per year.

For the purposes of the disclosure required under section 5.4 of Form 51-102F2 – Annual Information Form, the Executive Summary from the 2015 Technical Report and Updated Resource Estimate is reproduced below, and the Company incorporates by reference in this Annual Information Form the disclosure contained in the 2015 Technical Report and Updated Resource Estimate. The full NI 43-101 & 43-101F1 2015 Technical Report and Updated Resource Estimate For The Goliath Gold Project, Kenora Mining Division, Northwestern Ontario can be viewed on the SEDAR website at www.sedar.com.

Excerpt from the Summary of the 2015 Technical Report and Updated Resource Estimate

The report was prepared to provide a National Instrument (“NI”) 43-101 Technical Report and Updated Resource Estimate for Treasury Metals Inc. (“Treasury”) on the gold mineralization contained in the Goliath Gold Project in the Kenora Mining Division of northwestern Ontario, Canada. This report has an effective date of August 28, 2015. This report also summarizes Treasury’s Preliminary Economic Assessment (PEA) with an effective date of July 19, 2012 (Roy et. al, 2012).

The Goliath Gold Project (“Project”) is located 20 kilometres east of the City of Dryden, north western Ontario, within the Townships of Zealand and Hartman in the Kenora Mining Division. The Property is centred at approximately UTM 532441mE and 5511624mN (NAD83 Zone 15N; 49°45'22" N, 92°32'58" W). The Goliath Project consists of 137 contiguous unpatented mining claims (254 claim units for 4,064 hectares), 19 patented land parcels (approximately 920 hectares) with a total area of approximately 4,984 hectares. The Goliath Gold Project is held 100% by Treasury subject to certain royalties on some of the parcels.

The Property benefits from excellent access from the Trans-Canada Highway 17 and close proximity to the City of Dryden. A range of equipment, supplies and services required for mining development is available in Dryden.

The Property is located in the Canadian Shield at an average elevation of 390 m above sea level with maximum relief of 30 to 40 m. The Project area climate is typical of a northern continental boreal climate with warm summers and cold winters.

The Goliath Gold Deposit was discovered by Teck Exploration Ltd. in 1990 based on drilling anomalous surface grab samples. Between 1990 and 1998, Teck drilled 349 holes and the program culminated in 1998 with an underground development program. A 275 m long ramp was driven to access the Main Zone and a total of 220 m of drifting was completed along the Main Zone at an approximate vertical depth of 35 m. A 2,355 tonne bulk sample was shipped to the St. Andrews

Goldfields' mill near Timmins, Ontario for custom milling in the fall of 1999. The custom milled bulk sample had a head grade of 5.63 g/t Au and 15.28 g/t Ag as calculated by St. Andrew Goldfields. The gold recovery was calculated at 96.83% and silver at 38.0%.

Since acquiring the property in 2008, Treasury has completed extensive exploration including geological mapping, diamond drilling, trenching, airborne (EM/mag) and ground geophysical (IP) surveys, downhole geophysical surveys, mobile metal ion (MMI) soil surveys, metallurgical testing, resource estimation and environmental studies. A total of 433 diamond drill holes totalling 127,404 m have been drilled by Treasury on the Property since 2008. This drilling includes 401 newly collared holes, 29 re-entry holes and three (3) wedge holes. Treasury has advanced environmental and socio-economic studies including a submission of an Environmental Impact Statement (EIS) to the Canadian Environmental Assessment Agency (CEAA) for review.

The Goliath Gold Project is located in the Archean Eagle-Wabigoon-Manitou greenstone belt in the Wabigoon Subprovince of the Superior Province. Rocks in the area of the Goliath Deposit have been grouped into the Thunder Lake assemblage of predominantly meta-sedimentary rocks, and the Thunder River mafic metavolcanic rocks. The Thunder Lake assemblage underlies the majority of the project area and comprises quartz-porphyrific felsic to intermediate metavolcanic rocks represented by biotite gneiss, mica schist, quartz-porphyrific mica schist, a variety of metasedimentary rocks and minor amphibolite rocks. Within the Thunder Lake assemblage, a unit dominated by felsic metavolcanic rocks is conformably inter-layered with wacke-siltstone and hosts the majority of gold mineralization at Goliath. All of the rocks have been subjected to folding and moderate to intense shearing with local hydrothermal alteration, quartz veining and sulphide mineralisation. In the immediate area of the deposit, a 100 to 150 m thick unit of intensely deformed and variably altered felsic, fine to medium grained, quartz-feldspar-sericite schist (MSS) and biotite-quartz-feldspar-sericite schist (BMS) with minor metasedimentary rocks (MSED) hosts the most significant gold concentrations in the Main and C Zones of the deposit.

Native gold and silver (electrum) are associated with finely disseminated sulphides, coarse grained pyrite and very narrow light grey translucent "ribbon" quartz veining. The main sulphide phases are pyrite, sphalerite, galena, pyrrhotite, minor chalcopyrite and arsenopyrite and dark grey needles of stibnite. The alteration consists of primarily sericitization and silicification in association with the gold mineralization. Chloritization is visible in metamorphosed and altered mafic rocks in the area. Rare flakes of aquamarine green fuchsite occur in the strongly altered sericite alteration and in association with high-grade gold.

At Goliath, the gold-bearing zones strike from 090° to 072° with dips that are consistently 72°-78° south or southeast. The mineralised zones are tabular composite units defined on the basis of moderate to strongly altered rock units, anomalous to strongly elevated gold concentrations, and increased sulphide content and are concordant to the local stratigraphic units. In the Goliath Gold

Deposit, high grade gold mineralization occurs in shoots with relatively short strike-lengths (up to 50 meters) that plunge steeply to the west. The main area of gold, silver and sulphide mineralisation and alteration occurs up to a maximum drill-tested vertical depth of ~805 metres, over a drill-tested strike-length of approximately 2,300 metres within the current defined resource area. Gold mineralized zones remain open at depth.

Although originally described a shear-hosted mesothermal gold deposit, Treasury favours a hybrid deposit model with early gold-rich volcanogenic sulphide mineralization overprinted by subsequent deformation and alteration events contributing further concentration and/or remobilizing of both precious and base metals. These deformation and alteration events focused metals into high grade westward plunging shoots.

Treasury implemented and monitored a thorough quality assurance/quality control program (“QA/QC” or “QC”) for the diamond drilling and sampling undertaken at the Goliath Gold project from 2008-2015. QC protocol included the insertion of QC samples into every batch sent for analysis. QC samples included certified reference materials, blanks and duplicates. The Goliath Gold Project was visited by Mr. Antoine Yassa, P.Geo., of P&E and an independent Qualified Person in terms of NI43-101, on August 13, 2014 and June 24 to 26, 2015. An independent verification sampling program was conducted by Mr. Yassa at that time. Based upon the evaluation of the QA/QC program undertaken by Treasury, as well as P&E’s due diligence sampling, it is P&E’s opinion that the results are suitable for use in the current resource estimate.

The Goliath Gold mineralization has been tested in several metallurgical campaigns beginning with the 1998 bulk sample. Testwork has generally returned high gold extractions, indicating excellent amenability to conventional direct cyanidation processing, with or without gravity concentration.

This resource estimate for the current study was undertaken by Yungang Wu, P.Geo., Eugene Puritch, P.Eng. and Antoine Yassa, P.Geo. of P&E Mining Consultants Inc. of Brampton, Ontario, all independent Qualified Persons in terms of NI43-101, from information and data supplied by Treasury Metals. The effective date of this resource estimate is August 28, 2015.

All drilling and assay data were provided in the form of Excel data files by Treasury. The Gems database for this resource estimate, constructed by P&E, consisted of 714 core holes totalling 218,497 metres with 79,553 Au assays and 55,739 Ag assays. Verification of Au assay database records was performed by P&E against original laboratory electronically issued certificates from Activation Laboratories, Thunder Bay and Accurassay Laboratories, Thunder Bay.

Based on the previous resource estimate performed by A.C.A Howe International Ltd. in 2011, P&E predetermined to construct two individual sets of mineralization wireframes for potential open pit mining and underground mining above and below 150m elevation respectively, which were overlapped from

surface to 150m elevation. Mineralization domains were defined by continuous mineralized structures, lithology along strike and down dip, and assay intervals equal to or greater than 0.35 g/t AuEq for the potential open pit mining area, and 1.9 g/t AuEq for the potential underground mining area. The formula applied for AuEq was $AuEq = Au + (Ag/82.68)$ based on trailing average Au and Ag prices of US\$1,397 and US\$22.93 respectively, and 95% recovery for Au and 70% recovery for Ag.

Eleven mineralization zone wireframes for the open pit resource and eight wireframes for the underground resource were constructed for the mineral resource estimate. The wireframes were created from successive sectional polylines on east facing oriented vertical sections with 25m spacing. Minimum constrained sample length for interpretation was 2.0 metres. The average constrained sample length was 1.06 m. In order to regularize the assay sampling intervals for grade interpolation, a one metre compositing length was selected for the drill hole intervals. The composites were calculated for Au and Ag over 1.0 metre lengths starting at the first point of intersection between assay data hole and hanging wall of the 3-D zonal constraint. The compositing process was halted upon exit from the footwall of the aforementioned constraint.

Grade capping was investigated on the 1.0 m composite values in the database within the constraining domains to ensure that the possible influence of erratic high values did not bias the database. Gold and silver composite Log-normal histograms were generated for each mineralized zone and gold and silver grade capping values for open pit and underground resource were estimated on a zone by zone basis. The majority of the zones were capped. A semi-variography study was performed as a guide to determining a grade interpolation search strategy. Omni, along strike, down dip and across dip semi-variograms were attempted for each zone using capped composites. Continuity ellipses based on the observed ranges were subsequently generated and used as the basis for estimation search ranges, distance weighting calculations and mineral resource classification criteria. Anisotropy was modeled based on an average strike direction of 080° and -70° South dip.

A total of 194 bulk density measurements from 23 drill holes were provided by Treasury. A bulk density model was interpolated with the Nearest Neighbour interpolation method using 159 bulk density measurements.

The Goliath resource block model was constructed using Geovia Gems V6.7.1 modelling software. The block model consists of separate model attributes for estimated grade, rock type, percent, bulk density and classification. Block dimensions were 5m x 5m x 2.5m for both open pit and underground models. The Au grade blocks of the Main and C Zones were interpolated with Ordinary Kriging while all other zones were interpolated with Inverse Distance Cubed ($1/d^3$) based on the variogram performance. The Ag grade blocks of all zones were interpolated with Inverse Distance Cubed ($1/d^3$). The Au equivalent blocks (AuEq) were determined using formula $AuEq = Au + (Ag/82.68)$. The mineral resources were classified as Measured, Indicated and Inferred based on the

geological interpretation, semi-variogram performance and drill hole spacing. The Measured resources were classified for the blocks interpolated by the grade interpolation Pass I which used at least 5 composites from a minimum of three drill holes; Indicated resources were defined for the blocks interpolated by the grade interpolation Pass II, which used at least three (3) composites from a minimum of two holes; and Inferred resources were categorized for all remaining grade populated blocks within the mineralized domains.

The Mineral Resource Estimate was derived from applying an AuEq cut-off grade to the block model and reporting the resulting tonnes and grade for potentially mineable areas. Based on estimated operating costs and gold and silver recoveries, a trailing average gold price of US\$1,397/oz, silver price of US\$22.93/oz and an exchange rate of US\$0.94=CDN\$1.00, in-pit and underground cut-offs were 0.35 g/t AuEq and 1.90 g/t AuEq respectively. Near-surface resources are constrained within an optimized conceptual pit-shell that utilized Measured, Indicated and Inferred mineral resources. Underground mineral resources are reported outside of the pit shell.

The resulting resource estimate is tabulated in Table 1.1. P&E considers that the gold and silver mineralization of Goliath is potentially amenable to Open Pit and underground (UG) extraction.

P&E considers that the Goliath Gold Property contains a significant gold resource and merits further evaluation. P&E has prepared and recommends a project development budget and exploration program totalling C\$5,079,000 to further develop and advance the project through Prefeasibility level studies and on to a Feasibility Study.

(Table follows next page)

TABLE 1.1
MINERAL RESOURCE ESTIMATE STATEMENT⁽¹⁻⁸⁾

	Class	Cut-off AuEq g/t	Tonnage (Kt)	Au (g/t)	Contained Au (Koz)	Ag (g/t)	Contained Ag (Koz)	AuEq (g/t)	Contained AuEq (Koz)
In-Pit	Measured	0.35	1,015	1.90	62	7.8	256	2.00	65
	Indicated	0.35	17,174	1.22	676	5.2	2,869	1.29	711
	M+I	0.35	18,189	1.26	738	5.3	3,125	1.33	776
	Inferred	0.35	1,351	0.99	43	4.3	186	1.04	45
UG	Measured	1.9	103	7.32	24	23.1	76	7.60	25
	Indicated	1.9	2,264	4.84	352	14.4	1,044	5.012	365
	M+I	1.9	2,367	4.95	376	14.7	1,120	5.13	390
	Inferred	1.9	2,120	4.22	287	10.9	743	4.35	296
Total	Measured	0.35+1.9	1,118	2.40	86	9.2	332	2.51	90
	Indicated	0.35+1.9	19,438	1.65	1,028	6.3	3,913	1.72	1,076
	M+I	0.35+1.9	20,556	1.69	1,114	6.4	4,245	1.76	1,166
	Inferred	0.35+1.9	3,471	2.96	330	8.3	929	3.06	341

(1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

(2) The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.

(3) The mineral resources in this press release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

(4) A gold price of US\$1,397/oz and silver price of US\$22.93/oz based on the April 30, 2015 three year trailing average prices and an exchange rate of US\$1.06=Cdn\$1.00 were utilized in the AuEq cut-off grade calculations of 0.35 g/t AuEq for Open Pit and 1.90 g/t AuEq for Underground mineral resources.

(5) Open Pit mining costs were assumed at Cdn\$5.00/t for mineralized material, Cdn\$3.15/t for waste rock and Cdn\$2.00/t for overburden, while Underground mining costs were assumed at Cdn\$70.00/t, with process costs of Cdn\$13.81/t, G&A of Cdn\$2.72/t, and process recoveries of 95% for gold and 70% for silver.

(6) The Au:Ag ratio used for AuEq was 82.68.

(7) A bulk density model averaged 2.76 t/m³ for mineralized material.

(8) Totals in the table may not sum due to rounding.

This concludes the excerpt from the 2015 National Instrument (“NI”) 43-101 Technical Report and Updated Resource Estimate.

5.2 Lara Polymetallic Project

The Lara Polymetallic Project (the “Lara Project”), located in the southern region of Vancouver Island, lies about 75 km north of Victoria, 15 km northwest of Duncan and about 12 km west of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Company inherited the Lara Project in early 2008, as part of the spin-out from Laramide and since then had been seeking a purchaser or joint venture partner for this non-core project. As of December 31, 2015, the Company had spent \$4,361,162 on the Lara Project.

5.3 Goldcliff Project

In June 2010, the Company acquired the right to earn a 100% interest in certain unpatented mining claims in the District of Kenora (Sherridon-Barkauskas Mineral Property Agreement). Under the terms

of the agreement, the Company is to make option payments totalling \$90,500 and issue 80,000 Common Shares over a three-year period. These payments are required as follows: \$8,500 and 20,000 Common Shares paid on signing of the agreement (paid), \$12,000 and 20,000 Common Shares on or before June 23, 2011 (paid), \$20,000 and 20,000 Common Shares on or before June 23, 2012 (paid) and \$50,000 and 20,000 Common Shares on or before June 23, 2013 (subsequently extended to September 1, 2014 and in the process of negotiation). The four unpatented mining claims, totalling 12 units and 192 hectares, are subject to a 2% NSR royalty of which 1% can be purchased by the Company for \$750,000.

The Goldcliff Project is located approximately 40 km south-southeast of Dryden, Ontario; it is situated within the Boyer Lake Area of the Kenora Mining District. Goldcliff Project is accessible via Provincial Highway #502. The Project area comprises four optioned unpatented mining claims and contiguous unpatented mining claims staked by Treasury Metals. The Goldcliff Project totals 350 units and covers approximately 5,600 hectares.

The Goldcliff Project lies within the Eagle-Wabigoon-Manitou Lakes greenstone belt located in the Superior Province of the Canadian Shield. Current government mapping shows the property as comprising mainly mafic volcanic and related intrusive rocks, cut locally by quartz-feldspar porphyry dykes. There is local strong carbonatization of both mafic volcanic rocks and quartz-feldspar porphyry. Prospecting, trenching and sampling have proven both rock types to be gold-bearing.

In May 2010, the Company completed due diligence sampling on the Goldcliff Project. Six locations were visited from which a total of 13 grab samples were collected. Visible gold was found at one location, hosted by gossanous mafic volcanic rocks with ~2% pyrite and minor quartz veining. Other areas were underlain by felsic volcanic rocks with carbonate flooding and 2-3% sulphides; grab samples returned anomalous gold. Of note were several areas of stripping and blasting that contain sheared gossanous mafic volcanic rock with several percent sulphides and brecciated mafic volcanic rocks containing a prominent shear zone and several percent sulphides. Assay results from the 13 grab samples range from 11 ppb to 106,426 ppb Au with 5 of the 13 samples containing anomalous (>100 ppb Au) concentrations of gold. The sample with visible gold assayed 106.4 g/t Au.

The Company had completed magnetic and heliborne electromagnetic surveys over both its flagship Goliath Gold and Goldcliff Projects in July 2011. Exploration programs at Goldcliff in 2011 and 2012 consisted of trenching, sampling and mapping.

In October 2012, the Company commenced a diamond core drilling program. This new exploration program at Goldcliff was designed to test a number of drill targets and consisted of approximately 1,000 metres of diamond core drilling. A new high grade intersection was made in the second drill hole of the initial 9 hole drilling program. The Discovery hole GC 12-03 at the Ange zone, has a best weighted average intercept of 4 metres at 332 g/t gold.

While the Goldcliff Project has merit as a gold exploration property, the Company has elected to focus its efforts on the flagship Goliath Property. As such, the Company has continued to let Goldcliff claims lapse as they come due for renewal. Of the original claim area, only four separate claims remain and are due to expire in 2016. To reflect this, as of December 31, 2015, the Company has taken a full impairment for the Goldcliff Property as part of the Company's assets.

6. DIVIDENDS

No dividends on the Common Shares have been paid to date. The Company anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the board of directors after taking into account many factors, including the Company's operating results, financial condition, and current and anticipated cash needs.

7. DESCRIPTION OF SHARE STRUCTURE

Authorized Share Capital

The Company is authorized to issue an unlimited number of Common Shares of which 83,285,333 Common Shares are issued and outstanding as at the date of this AIF. In addition, 15,099,451 Common Shares are reserved for issuance upon the exercise of 6,906,521 Common Share purchase warrants and 7,165,732 options of the Company.

Common Shares

Holders of Common Shares are entitled to dividends if, as and when declared by the directors, to one vote per share at meetings of shareholders and to receive the remaining property of the Company upon dissolution.

8. MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the Toronto Stock Exchange under the trading symbol “TML”. The table below sets forth the high and low trading prices and volume for Common Shares traded through the TSX on a monthly basis for the period commencing on January 1, 2015 and ending on December 31, 2015.

2015	Price Range and Trading Volume		
	High	Low	Volume
January	0.45	0.34	543,077
February	0.41	0.35	261,030
March	0.37	0.25	308,882
April	0.37	0.27	1,347,158
May	0.40	0.29	629,385
June	0.62	0.36	1,624,586
July	0.62	0.43	728,060
August	0.60	0.49	475,332
September	0.60	0.41	571,150
October	0.55	0.43	645,051
November	0.50	0.39	168,859
December	0.50	0.32	296,080

9. ESCROWED SECURITIES

No securities of the Company are subject to escrow as at the date hereof.

10. DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table and the notes thereto set out the name, municipality and country of residence of each

director and executive officer of the Company; their current position and office with the Company; their respective principal occupation during the five preceding years; the date on which they were first elected or appointed as a director or officer of the Company:

Name and Municipality of Residence	Position with the Company	Director Since	Principal Occupation during the five preceding years ⁽⁴⁾	Securities Beneficially Owned, Controlled or Directed ⁽¹⁾
<p>Marc Henderson⁽³⁾</p> <p>Toronto, Canada</p>	<p>Chairman and Director</p>	<p>August 2007</p>	<p>Mr. Henderson is a Director of the Company and non-executive Chairman of the board of directors. Mr. Henderson currently serves as the President, Chief Executive Officer and a Director of Laramide and has held this position since May 1995. He was previously (until December 2009) President and CEO of Aquiline Resources Inc. until the sale of that company to Pan American Silver. Mr. Henderson is also an independent Director of Midpoint Holdings Inc. and Khan Resources Inc.</p>	<p>4,744,148</p>
<p>Blaise Yerly⁽³⁾</p> <p>Puidoux, Switzerland</p>	<p>Director</p>	<p>February 2008</p>	<p>Mr. Yerly is a Director of the Company. Mr. Yerly was Chairman and Director of the board of directors of Aquiline Resources Inc. from 1998 until it was sold to Pan American Silver Corp. in December 2009. Mr. Yerly was a Director of Javelina Resources Ltd. until it was merged with Midpoint Holdings Ltd. in April 2013. Mr. Yerly is the executive Chairman of Wacyba Ltd, a private investment company, since March 2008.</p>	<p>2,948,056</p>
<p>Doug Bache⁽²⁾</p> <p>Burlington, Canada</p>	<p>Director</p>	<p>August 2009</p>	<p>Mr. Bache is a Director of the Company and Chairman of the Audit Committee. Mr. Bache is President of Maxum Capital Markets Inc., a private merchant bank that offers corporate finance and strategy advisory services primarily to mining companies. Mr. Bache is also a Director of Marathon Gold Corporation. He was president of Valencia Ventures Inc. from April 2006 to June 2008 and was a Director of Aberdeen International Inc. from January 2006 until September 2008. Mr. Bache was also Treasurer of North American Palladium Ltd. from August 2003 to December 2005.</p>	<p>308,828</p>

Name and Municipality of Residence	Position with the Company	Director Since	Principal Occupation during the five preceding years ⁽⁴⁾	Securities Beneficially Owned, Controlled or Directed ⁽¹⁾
William Fisher ⁽³⁾ Toronto, Canada	Director	February 2008	Mr. Fisher is a Director of the Company. Mr. Fisher is the Executive Chairman of GoldQuest Mining Corporation, non-Executive Chairman of Rame Energy Limited, and a Director of Horizonte Minerals. He was a Director of PC Gold from 2008-2013. He also acted as Chief Executive Officer and director of GlobeStar Mining Corporation from August 2001 to February 2008. Mr. Fisher was also Chairman of the board of directors of Aurelian Resources Inc. which was sold to Kinross in September 2008.	174,203
Christophe Vereecke ⁽²⁾ Paris, France	Director	December 2015	Mr. Vereecke is a director of the Company, an entrepreneur, and has been involved in the startup of several businesses including co-founder and former chief financial officer of Business Oil Platform, a physical oil trading and logistics company operating in Central and Eastern Europe. Mr. Vereecke's current investment advisory firm specializes in private client fund management focused in the extractive industry, mine royalties, precious metals and the diamond markets. His finance background includes independent consultancy to the wealth management and private equity sectors, and earlier in his career he was a sell side analyst.	290,000
Martin Walter Toronto, Canada	Director and President and Chief Executive Officer	June 2011	Mr. Walter is the Chief Executive Officer of the Company since 2010, as well as President, and Director of the Board since 2011. Mr. Walter is also President of Vena Resources Inc. since September 11, 2014, and CEO since March 8, 2016. He is a co-founder and a former Director of Crown Point Ventures Ltd. (December 2006-April 2012) and also previously Executive Vice President of Aquiline Resources Inc. until the sale of that company to Pan American Silver in December 2009. He is also the former president, CEO and director of Sierra Minerals Inc. (2004-2008).	2,611,166

Name and Municipality of Residence	Position with the Company	Director Since	Principal Occupation during the five preceding years ⁽⁴⁾	Securities Beneficially Owned, Controlled or Directed ⁽¹⁾
Flora Wood ⁽²⁾ Toronto, Canada	Director	January 2014	Ms. Wood is a Director of the Company and is currently Director, Investor Relations at Sherritt International. She was formerly Director, Investor Relations at Essar Steel Algoma Inc., and Director, Investor Relations at Inmet Mining from 2010 until the company's acquisition by First Quantum Minerals in 2013. Prior to that, she was with Aquiline Resources Inc. (2007 – 2009), and Laramide Resources (2007 – 2010).	122,413
Greg Ferron Toronto, Canada	Vice President Corporate Development	n/a	Mr. Ferron is the Vice President Corporate Development of Treasury Metals. Mr. Ferron is also the VP Corporate Development for Laramide Resources Ltd. Prior thereto Head of Global Mining, Business Development and Senior Listings Manager of Toronto Stock Exchange and TSX-V.	219,100
Dennis Gibson Oakville, Canada	Chief Financial Officer	n/a	Mr. Gibson is the Chief Financial Officer of the Company since July 1, 2010. He is also CFO of Laramide Resources Ltd. since 2006, and current Chief Financial Officer of Vena Resources Inc, since September 2014, and prior thereto Vice-President, Chief Financial Officer and Corporate Secretary of Vector Intermediaries Inc.; and, former Chief Financial Officer of Aquiline Resources Inc. (2006-2009).	110,957

- (1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.*
- (2) *Member of the Company's audit committee.*
- (3) *Member of the Company's compensation committee.*
- (4) *Based on information provided by the individuals.*

As a group, the directors and executive officers of the Company beneficially own, control or direct, or exercise control or direction, directly or indirectly, over 11,528,871 Common Shares representing approximately 13.8% of the Company's total issued and outstanding Common Shares.

Cease Trade Orders or Bankruptcies

To the Company's knowledge, except as disclosed below, none of the directors or executive officers is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director or chief executive officer or chief financial officer of any company that:

- (i) was the subject of an order (as defined in Form 51-102F5 of National Instrument 51-102 - *Continuous Disclosure Obligations*) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order that was issued after the director or executive officer 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 a director, chief executive officer, or chief financial officer.

Mr. Walter, President and Chief Executive Officer of Treasury Metals Inc., was a senior officer and director of Sierra Minerals Inc. (“Sierra”) when a management cease trade order was made on April 4, 2007 by the Ontario Securities Commission (“OSC”) and on April 15, 2007 by the British Columbia Securities Commission (“BCSC”) as a result of the failure of Sierra to file and deliver to shareholders its annual financial statements for the year ended December 31, 2006 and its first quarter interim financial statements for the period ended March 31, 2007. These management cease trade orders were subsequently revoked on June 28, 2007 by the OSC and on June 29, 2007 by the BCSC following the filing of the financial statements as required.

Bankruptcies

To the Company’s knowledge, none of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is at the date hereof, or has been within 10 years before the date of this AIF, a director or executive officer of any company that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before this AIF, 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 director, executive officer or shareholder.

Penalties or Sanctions

To the Company’s knowledge, no existing director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflict of Interest

Certain of the directors of the Company also serve as directors of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

11. AUDIT COMMITTEE INFORMATION

Multilateral Instrument 52-110 - Audit Committees (“MI 52-110”) requires the Company to disclose

annually in its Annual Information Form certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

11.1 Audit Committee

The Company's Audit Committee is directly responsible for overseeing the work of the auditors and must pre-approve all non-audit services, be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The Audit Committee has not yet formally adopted a written charter, but intends to do so in compliance with MI 52-110. The full text of the proposed charter of the Company's Audit Committee is attached hereto as Appendix "A".

11.2 Composition of the Audit Committee

The current members of the Audit Committee are Messrs. Fisher and Bache and Ms. Wood. All the members of the Audit Committee are considered to be "independent" and "financially literate" as defined in Multilateral Instrument 52-110 – *Audit Committees*.

The following table describes the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member:

Name of Member	Relevant Experience and Qualifications
William Fisher (until December 11, 2015)	Mr. Fisher is a professional geologist with over 25 years of experience in the mining industry and has served as a director of several public companies. Mr. Fisher served on the Audit Committee for PC Gold Inc. for 3 years.
Christophe Vereecke (Effective December 11, 2015)	Mr. Vereecke is an entrepreneur and has been involved in the startup of several businesses including co-founder and former chief financial officer of Business Oil Platform, a physical oil trading and logistics company operating in Central and Eastern Europe. Mr. Vereecke's current investment advisory firm specializes in private client fund management focused in the extractive industry, mine royalties, precious metals and the diamond markets. His finance background includes independent consultancy to the wealth management and private equity sectors, and earlier in his career he was a sell side analyst.
Doug Bache (Chairman)	Mr. Bache holds a B. Math and Business Administration degree from the University of Waterloo. Mr. Bache has been involved in financing mining companies and has held financial management, senior officer and director positions with both major and junior mining companies (including Audit Committee memberships) for over 20 years.
Flora Wood	Ms. Wood was a registered Investment Advisor prior to becoming an Investor Relations officer, and has maintained lead Investor Relations and bondholder relations roles for mid-cap issuers including Sherritt International, Harris Steel Group, Inmet Mining and Essar Steel Algoma.

11.3 Pre-Approval Policies and Procedures

In the event that the Company wishes to retain the services of the Company's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained.

11.4 Audit Fees

The following table provides detail in respect of audit, audit related, tax and other fees paid by the Company to the external auditors for professional services:

	Audit Fees⁽¹⁾	Audit-Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
Year ended December 31, 2015	\$43,800	Nil	\$8,000	Nil
Year ended December 31, 2014	\$41,000	Nil	\$8,090	Nil

Notes:

- (1) *The aggregate audit fees billed.*
- (2) *The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audits or reviewing the Company's financial statements including prospectus filings, and are not included under "Audit Fees".*
- (3) *The aggregate fees billed for services related to tax compliance, tax advice and tax planning. The services performed for the fees paid under this category may briefly be described as tax return preparation fees.*
- (4) *The aggregate fees billed for services other than those reported above. The services performed for the fees paid under this category may briefly be described as flow-through accounting services.*

12. LEGAL PROCEEDINGS

Management is not aware of any current or contemplated material legal proceedings to which the Company is a party or which any of its property is the subject.

13. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Company.

14. TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is TMX Equity Transfer Services at its Toronto office located at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1.

15. MATERIAL CONTRACTS

There are no contracts that may be considered material to the Company, other than contracts entered into in the ordinary course of business, that have been entered into by the Company in the past fiscal year or that have been entered into by the Company in a previous fiscal year and are still in effect.

16. INTEREST OF EXPERTS

The Goliath Technical Report and Updated Resource Estimate for the Goliath Gold Project, dated effective August 28, 2015 and filed on SEDAR on Oct. 9, 2015, was undertaken by David Burga, P.Geol., Jarita Barry, P.Geol., Alfred Hayden, P.Eng., Richard Sutcliffe, P.Geol., Ph.D., Yungang Wu, P.Geol., Eugene Puritch, P.Eng. and Antoine Yassa, P.Geol. of P&E Mining Consultants Inc. of Brampton, Ontario, all independent Qualified Persons in terms of NI43-101, from information and data supplied by Treasury Metals, and Paul Dunbar, P.Geol. a consultant to the Company and who acts as the Company's chief geologist. The effective date of this resource estimate is August 28, 2015. To the best knowledge of the Company, none of the foregoing persons, has any registered or beneficial interest, direct or indirect in any securities or other property of the Company or of any associates or affiliates of the Company, nor do

they expect to receive or acquire any such interests.

The auditors of the Company are Collins Barrow LLP, Chartered Accountants, Toronto, Ontario and are independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario. To the knowledge of the Company, none of the partners and associates of Collins Barrow LLP have any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or of any associates or affiliates of the Company, nor do they expect to receive or acquire any such interests.

17. ADDITIONAL INFORMATION

Additional information relating to the Company filed under its continuous disclosure obligations is available on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the management information circular of the Company for its most recent meetings of shareholders that involved the election of directors. Additional financial information is provided in the financial statements of the Company and management's discussion and analysis for its most recently completed financial year.

APPENDIX “A”

TREASURY METALS INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Overall Purpose and Objective

The audit committee (the “Committee”) will assist the directors (the “Directors”) of Treasury Metals Inc. (the “Company”) in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will review the financial accounting and reporting process of the Company, the system of internal controls and management of the financial risks of the Company and the audit process of the financial information of the Company. In fulfilling its responsibilities, the Committee should maintain an effective working relationship with the Directors, management of the Company and the external auditor of the Company, as well as monitor the independence of the external auditor.

Authority

1. The audit committee shall have the authority to:
 - (a) engage independent counsel and other advisors as the Committee determines necessary to carry out its duties;
 - (b) set and pay the compensation for any advisors employed by the Committee;
 - (c) communicate directly with the internal and external auditor of the Company and require that the external auditor of the Company report directly to the Committee; and
 - (d) seek any information considered appropriate by the Committee from any employee of the Company.
2. The Committee shall have unrestricted and unfettered access to all personnel and documents of the Company and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

Membership and Organization

1. The Committee will be composed of at least three members. The members of the Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. Every member of the Committee must be a Director who is independent and financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements (“Applicable Laws”). In this Charter, the terms “independent” and “financially literate” have the meaning ascribed to such terms by Applicable Laws, and include the meanings given to similar terms by Applicable Laws, including in the case of the term “independent” the terms “outside” and “unrelated” to the extent such latter terms are applicable under Applicable Laws.
2. The chairman of the Committee will be appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgment.
3. The secretary of the Committee will be the Secretary of the Company or such other person as is chosen by the Committee.

4. The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.
5. The Committee may invite the external auditor of the Company to be present at any meeting of the Committee and to comment on any financial statements, or on any of the financial aspects, of the Company.
6. The Committee will meet as considered appropriate or desirable by the Committee. Any member of the Committee or the external auditor of the Company may call a meeting of the Committee at any time upon 48 hours prior written notice.
7. All decisions of the Committee shall be by simple majority and the chairman of the Committee shall not have a deciding or casting vote.
8. Minutes shall be kept in respect of the proceedings of all meetings of the Committee.
9. No business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members thereof is present.
10. The Committee may transact its business by a resolution in writing signed by all the members of the Committee in lieu of a meeting of the Committee.

Roles and Responsibilities

1. To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Committee shall recommend to the Directors:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, and
 - (b) the compensation to be paid to the external auditor of the Company;
 - (c) review the proposed audit scope and approach of the external auditor of the Company and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;
 - (d) meet separately and periodically with the management of the Company, the external auditor of the Company and the internal auditor (or other personnel responsible for the internal audit function of the Company) of the Company to discuss any matters that the Committee, the external auditor of the Company or the internal auditor of the Company, respectively, believes should be discussed privately;
 - (e) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, including the resolution of disagreements between management of the Company and the external auditor of the Company regarding any financial reporting matter and review the performance of the external auditor of the Company;
 - (f) review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Company;
 - (g) review audit issues related to the material associated and affiliated entities of the Company that may have a significant impact on the equity investment therein of the Company;
 - (h) meet with management and the external auditor of the Company to review the annual financial statements of the Company and the results of the audit thereof;

- (i) review and determine if internal control recommendations made by the external auditor of the Company have been implemented by management of the Company;
- (j) pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company and, to the extent considered appropriate: (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or (ii) delegate to one or more independent members of the Committee the authority to pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company provided that the other members of the Committee are informed of each such non-audit service;
- (k) consider the qualification and independence of the external auditor of the Company, including reviewing the range of services provided by the external auditor of the Company in the context of all consulting services obtained by the Company;
- (l) consider the fairness of the interim financial statements and financial disclosure of the Company and review with management of the Company whether,
 - (i) actual financial results for the interim period varied significantly from budgeted or projected results,
 - (ii) generally accepted accounting principles have been consistently applied,
 - (iii) there are any actual or proposed changes in accounting or financial reporting practices of the Company, and
 - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;
- (m) review the financial statements of the Company, management's discussion and analysis and any annual and interim earnings press releases of the Company before the Company publicly discloses such information and discusses these documents with the external auditor and with management of the Company, as appropriate;
- (n) review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Company of financial information extracted or derived from the financial statements of the Company, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;
- (o) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters relating to the Company;

- (p) review and approve the hiring policies of the Company regarding partners, employees and former partners and employees of the present and any former external auditor of the Company;
- (q) review the areas of greatest financial risk to the Company and whether management of the Company is managing these risks effectively;
- (r) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Company;
- (s) review any legal matters which could significantly impact the financial statements of the Company as reported on by counsel and meet with counsel to the Company whenever deemed appropriate;
- (t) institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;
- (u) at least annually, obtain and review a report prepared by the external auditor of the Company describing: the firm's quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company;
- (v) review with the external auditor of the Company any audit problems or difficulties and management's response to such problems or difficulties;
- (w) discuss the Company's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and
- (x) review this charter and recommend changes to this charter to the directors from time to time.

Communication With Directors

1. The Committee shall produce and provide the Directors with a written summary of all actions taken at each Committee meeting or by written resolution.
2. The Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.

APPENDIX “B”

GLOSSARY OF TECHNICAL TERMS

In this Annual Information Form:

Ag	means silver;
As	means arsenic;
Au	means gold;
Bi	means bismuth;
Cu	means copper;
Feasibility Study	means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of realistically assumed mining, processing, metallurgical, economic, marketing, legal, environmental, social and governmental considerations together with any other relevant operational factors and detailed financial analysis, that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Preliminary Feasibility Study;
g/t	means grams per tonne;
Hg	means mercury;
Indicated Mineral Resource	means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonable assumed;
Inferred Mineral Resources	means that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes;
lb	means pound;

m	means metre;
Mo	means molybdenum;
Measured Mineral Resource	means that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity;
Mineral Reserves	means the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. Mineral Reserves are those parts of Mineral Resources which, after the application of all mining factors, result in an estimated tonnage and grade which, in the opinion of the Qualified Person(s) making the estimates, is the basis of an economically viable project after taking account of all relevant processing, metallurgical, economic, marketing, legal, environment, socio-economic and government factors. The term 'Mineral Reserve' need not necessarily signify that extraction facilities are in place or operative or that all governmental approvals have been received;
Mineral Resource	means a concentration or occurrence of base and precious metals, natural solid inorganic material, or natural solid fossilized organic material including coal and diamonds in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. The term Mineral Resource covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which Mineral Reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase 'reasonable prospects for economic extraction' implies a judgment by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability;

NI 43-101	means Canadian Securities Administrators' National Instrument 43-101, Standards of Disclosure for Mineral Projects;
ounce	means troy ounce;
Preliminary Economic Assessment	means the study entitled "Technical Report and Preliminary Economic Assessment on the Goliath Gold Project Kenora Mining Division Northwestern Ontario, Canada for Treasury Metals Incorporated" dated July 9, 2010 and prepared by Douglas Roy, M.A.Sc., P.Eng., Patrick Hannon, M.A.Sc., P.Eng., Edward Thornton, P.Eng. and Ian Trinder, M.Sc., P.Geo. of ACA Howe International Limited, which includes an economic analysis of the potential viability of a Mineral Resource;
Preliminary Feasibility Study	means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on mining, processing, metallurgical, economic, marketing, legal, environmental, social and governmental considerations and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve;
Proven Mineral Reserve	means the economically mineable part of a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. Such study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified;
Pb	means lead;
Qualified Person	means an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; has experience relevant to the subject matter of the mineral project and the technical report; and is a member or licensee in good standing of a professional association;
Sb	means antimony;
ton	means 2,000 pounds;
tonne	means metric tonne, equaling 1,000 kilograms;
tpd	means tonnes per day; and
Zn	means zinc.