Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Auryn Resources Inc., Suite 600, 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, Telephone: 778-729-0600, and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue — April 15, 2016

$12,995,480.19
3,726,708 Common Shares
and
4,115,391 Flow-Through Shares

Price

$1.40 per Common Share

$1.89 per Flow-Through Share

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of (i) 3,726,708 Common Shares (the "**Common Shares**") of Auryn Resources Inc. ("**Auryn**" or the "**Company**") at a price of $1.40 per Common Share (the "**Common Share Offering Price**"); and (ii) 4,115,391 flow-through common shares (the "**FT Shares**") of the Company at a price of $1.89 per FT Share (the "**FT Share Offering Price**"), pursuant to an underwriting agreement (the "**Underwriting Agreement**") dated April 15, 2016 between the Company and Beacon Securities Limited, as Lead Underwriter ("**Beacon**") and PI Financial Corp., Canaccord Genuity Corp. and Euro Pacific Canada Inc. (collectively with Beacon, the "**Underwriters**"). The Common Shares and the FT Shares are collectively the "**Offered Shares**".

Each FT Share will be a common share in the capital of the Company that qualifies as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"). The Company will undertake to incur (or be deemed to incur) sufficient Canadian exploration expense ("**CEE**"), as defined in the Tax Act, on or before December 31, 2017 so as to enable the Company to renounce, effective on or before December 31, 2016, in favour of subscribers of FT Shares, an amount equal to the aggregate purchase price for the FT Shares paid by such subscriber. See "Certain Canadian Income Tax Consideration" for more details.

The Company understands that purchasers of FT Shares may subsequently resell such FT Shares or donate such FT Shares to registered charities, who may sell such shares (collectively, the "**Resale Shares**"), in each case, on the Closing Date (as defined below) or the closing date (the "**Over-Allotment Closing Date**") for exercise of the Over-Allotment Option (as defined below) and, in each case, to purchasers arranged by the Underwriters. This Prospectus qualifies the issuance of the Offered Shares, including the distribution of the Resale Shares. The price of the Resale Shares will be equal to or less than the Common Share Offering Price.

The Common Share Offering Price and the FT Share Offering Price were determined by negotiation between Auryn and the Lead Underwriter, on its own behalf and on behalf of the other Underwriters. See "Plan of Distribution".

	Price to the Public	**Underwriters' Fee(1)**	**Net Proceeds to the Company(2)**
Per Common Share	$1.40	$0.084	$1.316
Total	$5,217,391.20	$313,043.47	$4,904,347.73
Per FT Share	$1.89	$0.1134	$1.7766
Total	$7,778,088.99	$466,685.34	$7,311,403.65
Total Offering(3)	$12,995,480.19	$779,728.81	$12,215,751.38

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(1) Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a fee equal to 6% of the gross proceeds of the Offering (the "**Underwriters' Fee**") (including in respect of any Additional Shares (as defined herein) sold upon exercise of any portion of the Over-Allotment Option). As additional compensation, the Company has agreed to issue broker warrants (the "**Broker Warrants**") to the Underwriters on the Closing Date and the Over-Allotment Closing Date (if applicable). The Broker Warrants will entitle the Underwriters to purchase that number of common shares of the Company as is equal to 6% of the total number of Offered Shares (including any Additional Shares, but excluding the Resale Shares) sold under the Offering (the "**Underwriters' Shares**"), at the Common Share Offering Price per Underwriters' Share for a period of 24 months following the Closing Date. This Prospectus qualifies the grant of the Broker Warrants to the Underwriters. See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting the expenses of the Offering, which are estimated to be $250,000, which, together with the Underwriters' Fee, will be paid out of the gross proceeds of the Offering.

(3) The Company has granted the Underwriters an option (the "**Over-Allotment Option**"), entitling the Underwriters, at any time and from time to time, for a period of 30 days following the Closing Date, to purchase or, in the case of the Additional FT Shares (as hereinafter defined), alternatively to arrange, as agent for the Company, for substituted eligible purchasers to purchase from the Company, up to 559,006 additional Common Shares (each an "**Additional Common Share**") at the Common Share Offering Price and up to 617,309 additional FT Shares (each an "**Additional FT Share**") at the FT Share Offering Price for the purpose of covering the Underwriters' over-allocation position and for market stabilization purposes. The Additional Common Shares and the Additional FT Shares are collectively referred to herein as the "**Additional Shares**". The offering of the Offered Shares and any Additional Shares is hereinafter referred to as the "**Offering**". The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are qualified for distribution under this Prospectus. A person who acquires Additional Shares issuable on the exercise of the Over-Allotment Option acquires such Additional Shares under this Prospectus regardless of whether the over-allocation position is ultimately filled through exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and Net Proceeds to the Company (before deducting the expenses of the Offering) will be $14,944,802.22, $896,688.13 and $14,048,114.09, respectively. See "Plan of Distribution".

The Company's common shares are listed and posted for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "AUG". The Company's common shares are also quoted on the OTCQX over-the-counter market ("**OTCQX**") under the symbol "GGTCF". On April 8, 2016, the last trading day prior to the announcement of the Offering, the closing prices of the Company's common shares on the TSXV and the OTCQX were $1.55 and $1.20, respectively. On April 14, 2016, the last trading day prior to the date of this Prospectus, the closing prices of the Company's common shares on the TSXV and the OTCQX were $1.60 and $1.25, respectively. The Company has applied to list the Offered Shares on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

References to “Offered Shares” shall include Resale Shares and Additional Shares, as the context permits; references to “FT Shares” includes Additional FT Shares, as the context permits; and references to “Common Shares” includes Additional Common Shares, as the context permits.

The following table sets out the number of options or other compensation securities, if any, that have been issued or may be issued by the Company to the Underwriters:

Underwriters’ Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option(1)	559,006 Additional Common Shares	Exercisable for a period of 30 days following the Closing Date	$1.40 per Additional Common Share
	617,309 Additional FT Shares	Exercisable for a period of 30 days following the Closing Date	$1.89 per Additional FT Share
Broker Warrants(2)	541,105 Underwriters’ Shares	Exercisable for a period of 24 months following the Closing Date	$1.40 per Underwriters’ Share

(1) This Prospectus qualifies the grant of the Over-Allotment Option and the issuance of the Additional Common Shares and Additional FT Shares issuable upon exercise of the Over-Allotment Option. See “Plan of Distribution”.
(2) This Prospectus qualifies the grant of the Broker Warrants. See “Plan of Distribution”.

The Underwriters propose to offer the Common Shares initially at the Common Share Offering Price and the FT Shares initially at the FT Share Offering Price. After the Underwriters have made a reasonable effort to sell all of the Common Shares and FT Shares at the Common Share Offering Price and the FT Share Offering Price, respectively, the Common Share Offering Price and/or the FT Share Offering Price may be decreased and may be further changed from time to time to an amount not greater than the respective initial offering price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company. Any such reduction will not affect the proceeds received by the Company. See “Plan of Distribution”.

Subject to applicable laws and in connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

Subscriptions for the Offering will be received subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about May 3, 2016 or such other date as the Underwriters and the Company may agree upon; however, the Offered Shares are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus. The Offered Shares are anticipated to be delivered electronically through the non-certificated inventory (“**NCI**”) system of CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee on the Closing Date or the Over-Allotment Closing Date, as applicable. A purchaser of Offered Shares or Additional Shares will receive only a customer confirmation from the registered dealer through which the Offered Shares or Additional Shares are purchased.

An investment in the Common Shares and/or FT Shares involves a high degree of risk. Prospective investors should consider the risk factors described under “Risk Factors” in this Prospectus and in the Company’s Annual Information Form (as defined herein), which can be found on SEDAR at www.sedar.com, before purchasing the Common Shares and/or FT Shares.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution", subject to the approval of certain legal matters on behalf of the Company by McMillan LLP, and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP.

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus. The Company and the Underwriters have not authorized anyone to provide prospective investors with information different from that contained or incorporated by reference in this Prospectus. The Underwriters are offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons to whom, offers and sales are lawfully permitted. Readers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the cover page of this Prospectus.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Offered Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Offered Shares.

Mr. Daniel McCoy and Mr. Antonio Arribas, directors of the Company, reside outside of Canada. Each of Mr. McCoy and Mr. Arribas has appointed McMillan LLP, located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, as agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person who resides outside of Canada, even if the party has appointed an agent for service of process.

Unless otherwise indicated, all references to dollar amounts in this prospectus are to Canadian dollars.

The Company's head office is located at Suite 600, 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5. The Company's registered office is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Auryn cautions readers regarding forward-looking information found in this Prospectus and the documents incorporated by reference herein and in any other statement made by, or on the behalf of the Company. Such information may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information involves statements that are not based on historical information, but rather relate to future operations, strategies, financial results or other developments. Forward-looking information is necessarily based upon estimates and assumptions, which are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond Auryn's control and many of which, regarding future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking information made by or on the Company's behalf. Although Auryn has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. All factors should be considered carefully and investors should not place undue reliance on Auryn's forward-looking information as actual results may vary. Examples of such forward-looking information within this Prospectus include statements relating to: expected use of proceeds of the Offering, completion and timing of the Offering, exercise of the Over-Allotment Option, the future price of minerals, future capital expenditures, success of exploration activities, mining or processing issues, government regulation of mining operations and environmental risks. Forward-looking information is made based on management's beliefs, estimates and opinions and is given only as of the date of this Prospectus. The Company undertakes no obligation to update forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

Forward-looking information reflects Auryn's current views with respect to expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which the Company operates. Forward-looking information is not a guarantee of future performance and involves risks, uncertainties and assumptions, which are difficult to predict. Assumptions underlying the Company's expectations regarding forward-looking statements or information contained in this Prospectus include, among others, the Company's ability to comply with applicable governmental regulations and standards, the Company's success in implementing its strategies and achieving its business objectives, the Company's ability to raise sufficient funds from equity or other financings in the future to support its operations, and general business and economic conditions. The foregoing list of assumptions is not exhaustive.

Persons reading this Prospectus are cautioned that forward-looking information is only a prediction, and that the Company's actual future results or performance are subject to certain risks and uncertainties including:

- risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title;
- risks related to the Company's history of losses, which may continue in the future;
- risks related to increased competition that could adversely affect the Company's ability to attract necessary capital funding or obtain suitable properties for mineral exploration in the future;
- risks related to the Company's officers and directors becoming associated with other natural resource companies, which may give rise to conflicts of interest;
- uncertainty and volatility related to stock market prices and conditions;
- further equity financings, which may substantially dilute the interests of the Company's shareholders;

- dependence on general economic, market or business conditions;
- changes in business strategies;
- changes in laws and regulations; and
- other factors described under the heading "Risk Factors" in this Prospectus and documents incorporated by reference herein.

CAUTIONARY NOTE TO UNITED STATES INVESTORS

Canadian Disclosure Regarding Mineral Properties

Readers should be aware that the disclosure in this Prospectus, including the documents incorporated by reference herein, uses terms that comply with reporting standards in Canada and certain estimates are made in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates contained in or incorporated by reference in this Prospectus have been prepared in accordance with NI 43-101. These standards differ significantly from the requirements of the U.S. Securities and Exchange Commission (the "**SEC**"), and resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies.

For United States reporting purposes, under SEC Industry Guide 7 (under the United States Securities Exchange Act of 1934, as amended), as interpreted by the staff of the SEC, mineralization may not be classified as a "reserve" unless the determination had been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards.

This Prospectus, including the documents incorporated by reference herein, uses the terms "indicated mineral resources" and "inferred mineral resources" to comply with the reporting standards in Canada. We advise United States investors that while these terms are recognized and required by Canadian regulations, the SEC does not recognize them. United States investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves.

Further, "inferred mineral resources" have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exists. In accordance with Canadian rules, estimates of "inferred mineral resources" cannot form the basis of feasibility or other economic studies. It cannot be assumed that all or any part of "inferred mineral resources" will ever be upgraded to a higher category. Investors are cautioned not to assume that any part of the reported "inferred mineral resources" in this Prospectus is economically or legally mineable.

For the above reasons, information contained in this Prospectus and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

International Financial Reporting Standards

The Company prepares its financial statements, which are incorporated by reference into this Prospectus, in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards

Board. Accordingly, the Company's financial statements are not comparable to financial statements of United States companies.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Company, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, based on the provisions of the Tax Act as of the date hereof, the Offered Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**"), all as defined in the Tax Act (collectively "**Deferred Income Plans**"), provided that, as of the date hereof the common shares of the Company are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes Tiers 1 and 2 of the TSXV.

Notwithstanding that an Offered Share may be a qualified investment for an RRSP, RRIF or TFSA (a "**Registered Plan**"), if Offered Share is a "prohibited investment" within the meaning of the Tax Act for the Registered Plan, the annuitant under or holder of the Registered Plan will be subject to penalty taxes as set out in the Tax Act. An Offered Share generally will be a prohibited investment for a Registered Plan if the annuitant under or holder of the Registered Plan: (i) does not deal at arm's length with the Company for the purposes of the Tax Act; or (ii) has a "significant interest" (as defined in the Tax Act for purposes of the prohibited investment rules) in the Company. The Offered Shares generally will not be a prohibited investment if such securities are "excluded property" (as defined in the Tax Act for purposes of the prohibited investment rules) for trusts governed by a Registered Plan. **Purchasers who intend to hold Offered Shares in a Registered Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances**.

It would be highly unusual for a Deferred Income Plan to purchase FT Shares directly, as such Deferred Income Plan would not be able to use the tax deductions with respect to the FT Shares described below under the heading "Certain Canadian Federal Income Tax Considerations". Prospective purchasers who intend to hold FT Shares in a Deferred Income Plan are urged to consult their own tax advisors.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commission or similar regulatory authority in each of the Provinces of British Columbia, Alberta and Ontario, are available at www.sedar.com and are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the annual information form of the Company dated April 14, 2016 (the "**Annual Information Form**");

- the audited consolidated financial statements of the Company, and the notes thereto for the year ended June 30, 2015 and 2014, together with the auditors' report thereon and the associated management's discussion and analysis of financial condition and results of operations for the year ended June 30, 2015;

- the condensed interim consolidated financial statements, and the notes thereto, for the three months ended September 30, 2015 and 2014, except for the notice provided under subparagraph 4.3(3)(a) of National Instrument 51-102 *Continuous Disclosure Obligations*, and the associated management's discussion and analysis of financial condition and results of operations for the three months ended September 30, 2015;

- the management information circular of the Company dated February 27, 2015 distributed in connection with the Company's annual meeting of shareholders held on April 9, 2015;

- the statement of executive compensation of the Company for the year ended June 30, 2015 filed on SEDAR December 7, 2015;

- the business acquisition report of the Company dated November 5, 2015 regarding the acquisition by the Company of North Country Gold Corp. ("**North Country**");

- the material change report dated July 8, 2015 regarding the entering into of a letter agreement to acquire 100% of the issued and outstanding shares of North Country not already owned by the Company;

- the material change report dated August 18, 2015 regarding the entering into of an arrangement agreement pursuant to which the Company agreed to acquire 100% of the issued and outstanding shares of North Country not already owned by the Company;

- the material change report dated September 18, 2015 regarding the completion of a non-brokered private placement for 4,835,000 units of the Company at a price of $1.20 per unit for total gross proceeds of $5,802,000;

- the material change report dated September 25, 2015 regarding the completion of the plan of arrangement pursuant to which Auryn acquired all of the issued and outstanding shares of North Country; and

- the term sheet of the Company dated April 11, 2016 with respect to the Offering (the "**Marketing Materials**").

Material change reports (other than confidential reports), business acquisition reports, annual financial statements, interim financial statements, the associated management's discussion and analysis of financial condition and results of operations and all other documents of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and before completion or withdrawal of the Offering, will be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated by reference herein.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the statement or document that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Copies of the documents incorporated herein by reference may also be obtained on request without charge from the Corporate Secretary of Auryn Resources Inc., Suite 600, 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, Telephone: 778-729-0600.

MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials are modified or superseded by a statement contained in this Prospectus. Any "template version" of any "marketing materials" (each as defined in National Instrument 41-101 – General Prospectus Requirements) filed under the Company's profile on SEDAR at www.sedar.com after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) will be deemed to be incorporated by reference into this Prospectus.

THE COMPANY

The Company was incorporated under the name "Georgetown Capital Corp." under the *Business Corporations Act* (British Columbia) on June 9, 2008. The Company was a Capital Pool Company under the policies of the TSXV. The Company completed a qualifying transaction with Full Metal Minerals USA Inc. in October 2010. On October 15, 2013, the Company changed its name to "Auryn Resources Inc.". The Company's registered and records office is located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7. The Company's head office is located at Suite 600-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

The Company's common shares are listed on the TSXV under the trading symbol "AUG" and are quoted on the OTCQX under the symbol "GGTCF".

The Company has four wholly-owned subsidiaries, North Country and CBR Australia Holdings Inc. (inactive), both incorporated under the laws of Alberta, Committee Bay North Ltd., incorporated under the laws of the Northwest Territories and Akkese Madencilik Sanayi Ve Ticaret (inactive), incorporated under the laws of Turkey.

Auryn is a junior exploration company focused on the acquisition, exploration and development of mineral resource properties. The Company has one material mineral property, the Committee Bay project (the "**Committee Bay Project**"), a gold exploration property in Nunavut, Canada.

In addition, in February, 2016, the Company had acquired 66,000 hectares of early stage exploration ground in Peru. As of the date of this Prospectus, the Company is in advanced negotiations with certain Peruvian parties to option other target licenses within the larger staked land position and once fully assembled will form the Auryn Peru exploration project ("**Peru Project**"). The Company anticipates that total commitments for the Peru Project, including the options still in negotiation, will be less than $500,000 within the first 12 months and can be funded entirely out of the Company's current working capital. Including discretionary spending, the total investment into the Peru Project is estimated to be $1,500,000.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated, adjusted to give effect to the Offering, on the share and loan capital of the Company since September 30, 2015, the date of the Company's most recently filed financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and the related notes and management's discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

	As at September 30, 2015 before giving effect to the Offering	**As at September 30, 2015 after giving effect to the Offering**(1)(2)
Share Capital (Common Shares - Authorized: unlimited)	$32,545,540 (48,827,479 Common Shares)	$42,106,431 (3) (56,669,578 Common Shares)
Broker Warrants	Nil Broker Warrants	470,526 Broker Warrants
Stock Options	3,681,250 Stock Options	3,681,250 Stock Options
Warrants	4,835,000 Warrants	4,835,000 Warrants
Equity Reserves, Warrants and Options	$4,071,016	$4,459,335
Total Shareholder's Equity	$30,314,664	$40,263,874 (3)

(1) Assuming the Over-Allotment Option is not exercised.

(2) If the Over-Allotment Option is exercised, the effect on the share and loan capitalization will be as follows: an increase of $1,471,634 to Share Capital (1,176,315 common shares) and $58,249 to Equity Reserves (70,578 Broker Warrants).
(3) After deducting the Underwriters' Fee and Offering expense of approximately $250,000.

There have been no material changes to the Company's share and loan capitalization on a consolidated basis since September 30, 2015 except the following:

(a) the issuance of 277,500 common shares of the Company upon the exercise of stock options; and

(b) the expiry of 575,000 unexercised stock options.

USE OF PROCEEDS

The net proceeds to be received by the Company from the Offering, after deducting the Underwriters' Fee and estimated expenses of the Offering, will be approximately $11,965,751. If the Over-Allotment Option is exercised in full, the net proceeds to be received by the Company from the Offering, after deducting the Underwriters' Fee and estimated expenses of the Offering, will be approximately $13,798,114.

The Company intends to use the net proceeds from the Offering (assuming no exercise of the Over-Allotment Option) to fund its exploration program at the Committee Bay Project and for general and working capital purposes:

Use of Proceeds: Proposed 12 Month Budget	**Flow Through Funds**	**Non-Flow Through Funds**
2016 Committee Bay Project Exploration Program (Flow Through eligible): • Airborne electromagnetic surveys • 8,000 to 12,000 metres of drilling • Comprehensive till survey • Logistics and staging for 2016 programs • Advanced staging for 2017 programs	$7,778,089	$1,000,000(1)
2016 Committee Bay Exploration Program (Non-Flow Through eligible) • Claim staking program • Equipment and camp maintenance • Project administration and holding costs	$Nil	$750,000
General Working Capital	$Nil	$2,437,662
Total	**$7,778,089**(2)	**$4,187,662**(2)(3)
Total Available Funds	**$11,965,751**	

(1) If the Over-Allotment Option is exercised, non-flow through funds allocated to the flow-through eligible exploration program will be reallocated to general working capital.

(2) If the Over-Allotment Option is exercised an additional $1,166,714 of proceeds will be used for flow though eligible expenditures and $665,649 of net proceeds will be used for general working capital purposes.

(3) Underwriters' Fees and Offering expenses of $250,000 are deducted from the Non-Flow Through Funds.

Although the Company intends to use the proceeds from the Offering as set forth, the actual allocation of the net proceeds may vary depending on future developments in the Company's mineral properties or unforeseen events.

Pending the use of proceeds outlined above, the Company intends to invest the net proceeds of the Offering in short-term, interest bearing deposits. The Chief Financial Officer of the Company is responsible for executing the investment policies of the Company.

Business Objectives and Milestones

The Company's business objectives for the next twelve to eighteen months will include the continued exploration of the Committee Bay Project.

The Company's 2016 exploration programs at the Committee Bay Project will include both regional exploration and targeted drill testing. These programs are to occur primarily from the middle of June, 2016 through to the middle of September, 2016 at an estimated cost of $8.75 million.

The regional exploration will be conducted through the application of a electromagnetic airborne survey, a comprehensive till sampling program, digital imagery and DEM capture and ground-based magnetic surveys. The Company anticipates full coverage of the entire 300 km CBGB with the goal of target generation and refinement of the regional scale geologic model.

The 2016 drill tests will include follow-up drilling at some of the advanced stage targets across the belt including but not limited to West Plains, Anuri and areas within the vicinity of Three Bluffs.

A secondary objective for the Committee Bay Project will be to conduct a summer resupply for potential 2017 activities. As the Committee Bay Project can only be accessed by sea in the summer months, fuel, dry goods, heavy equipment parts and camp upgrades are barged in during July or August. The cost of a resupply barge has been estimated at $1 million.

PLAN OF DISTRIBUTION

Underwriting Agreement

Pursuant to the Underwriting Agreement, the Company has agreed to sell and the Underwriters have agreed to purchase, or find substituted purchasers for, on the Closing Date, the Common Shares at the Common Share Offering Price and the FT Shares at the FT Share Offering Price, payable in cash to the Company against delivery. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion upon the occurrence of certain stated events including, among others: (i) a material change in the affairs of the Company that has or would be expected to have a material adverse effect on the market price or value of the Common Shares or any other securities of the Company; (ii) a proceeding is announced or threatened, an order is made by a government or regulatory authority or a change or a law or regulation is enacted that may or would be expected to have a material adverse effect on the market price or value of the Common Shares or any other securities of the Company; (iii) the Company is in breach of the Underwriting Agreement or any condition in such agreement is not satisfied or a representation or warranty therein is or becomes false; (iv) a cease trade order is made or threatened respecting the Common Shares or any other securities of the Company; or (v) any Underwriter and the Company agree in writing to terminate the Underwriting Agreement in relation to such Underwriter. The Underwriters are, however, obligated to take up and pay for all of the Common Shares and the FT Shares if any of the securities are purchased under the Underwriting Agreement. The Common Share Offering Price and the FT Share Offering Price was determined by negotiation between the Company and Beacon, on its own behalf and on behalf of the other Underwriters. The Underwriters have reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Company.

Pursuant to the Underwriting Agreement, the Company has granted the Underwriters the Over-Allotment Option, exercisable at any time and from time to time for a period of 30 days following the Closing Date, to purchase (i) the Additional Common Shares at the Common Share Offering Price on the same terms and conditions as apply to the purchase of the Common Shares thereunder; and (ii) the Additional FT Shares at the FT Share

Offering Price on the same terms and conditions as apply to the purchase of the FT Shares. The Underwriters may exercise the Over-Allotment Option only to the extent required to cover over-allotments made in connection with the sale of the Offered Shares under this Prospectus and for market stabilization purposes. The distribution of the Additional Common Shares and Additional FT Shares is qualified under this Prospectus.

Subject to applicable law, the Underwriters may offer to sell the Offered Shares and the Additional Shares outside of Canada and the United States.

The Company understands that purchasers of FT Shares may subsequently resell such FT Shares or donate such FT Shares to registered charities, who may sell the Resale Shares, in each case, on the Closing Date or the Over-Allotment Closing Date and, in each case, to purchasers arranged by the Underwriters. This Prospectus qualifies the issuance of the FT Shares, including the distribution of the Resale Shares. The price of the Resale Shares will be equal to or less than the Common Share Offering Price.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters the Underwriters' Fee which is equal to 6% of the gross proceeds from the issue and sale of the Offered Shares and Additional Shares, if any. As additional compensation, the Company has also agreed to issue to the Underwriters the Broker Warrants on the Closing Date (and the Over-Allotment Closing Date, if applicable). The Broker Warrants will entitle the Underwriters to acquire that number of Underwriters' Shares equal to 6% of the number of Common Shares, FT Shares and Additional Shares, if any, sold under the Offering. The Broker Warrants will be exercisable at the Common Share Offering Price for a period of 24 months from the Closing Date. This Prospectus qualifies the grant of the Broker Warrants.

The Company has also agreed to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses, including the fees and expenses of their legal counsel whether or not the Offering is completed. All amounts payable to the Underwriters will be paid from the proceeds of the Offering.

The Underwriters reserve the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker-dealers, brokers or investment dealers, who may or may not be offered part of the Underwriters' Fee.

The Company has agreed in the Underwriting Agreement that, during the period commencing on April 11, 2016 and ending 90 days after the Closing Date, it will not, directly or indirectly, without the prior written consent of Beacon (such consent not to be unreasonably withheld or delayed), issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the foregoing, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the foregoing, any additional common shares of the Company or any securities convertible into or exchangeable for such shares, other than issuances: (i) the Offered Shares, the Additional Shares, the Broker Warrants, the Underwriters' Shares and in connection with the Over-Allotment Option; (ii) under existing director or employee stock options, bonus or purchase plans or similar share compensation arrangements as detailed in the Company's most recently-filed management discussion and analysis; (iii) under director or employee stock options or bonuses granted subsequently in accordance with regulatory approval and in a manner consistent with the Company's past practice; (iv) upon the exercise of convertible securities, warrants or options outstanding prior to the Closing Date; or (v) previously scheduled property payments and/or other corporate acquisitions.

Subject to certain exceptions, the directors and officers of the Company have agreed in favour of the Underwriters that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not (and will not cause an affiliate to), directly or indirectly, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with, or publicly announce any intention to offer, sell, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap, or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any common shares of the Company or other securities of the Company held by them, directly or indirectly, unless (a) the prior written consent of Beacon, on behalf of the Underwriters (such consent not to be unreasonably withheld or delayed) has been obtained, or (b) there occurs a take-over bid or similar transaction involving a change of control of the Company.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for their own accounts or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares, and may cause the price of the Offered Shares to be higher than would otherwise exist in the open market absent such stabilizing activities. As a result, the price of the Offered Shares may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time.

The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and their respective affiliates and their respective directors, officers, employees, shareholders, partners, advisors and agents and each other person, if any, controlling any of the Underwriters or their affiliates and against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

The Company has applied to list the Offered Shares on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

The Underwriters propose to offer the Common Shares initially at the Common Share Offering Price and the FT Shares initially at the FT Share Offering Price. After the Underwriters have made a reasonable effort to sell all of the Common Shares and FT Shares at such applicable prices, the Common Share Offering Price and/or the FT Share Offering Price may be decreased and may be further changed from time to time to an amount not greater than the respective initial offering price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company. Any such reduction will not affect the proceeds received by the Company.

United States Securities Law Compliance

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States or to, or for the account or benefit of, any U.S. persons, or any person in the United States. The Offered Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. “United States” and “U.S. person” are defined in Regulation S under the U.S. Securities Act.

The Underwriters have agreed that, except as permitted by the Underwriting Agreement and as expressly permitted by applicable laws of the United States, they will not offer or sell the Offered Shares at any time within the United States or to, or for the account or benefit of, any U.S. person or any person in the United States. The Underwriting Agreement permits the Underwriters to offer and sell the Common Shares within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States through their registered U.S. broker-dealer affiliates in transactions that comply with certain exemptions from the registration requirements of the U.S. Securities Act. In particular, the Underwriting Agreement permits the Underwriters to re-offer and re-sell the

Common Shares that they have acquired pursuant to the Underwriting Agreement to “qualified institutional buyers” within the meaning of, and in compliance with, Rule 144A under the U.S. Securities Act (“**Qualified Institutional Buyers**”) in the United States. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Offered Shares outside the United States only to non-U.S. persons in accordance with Rule 903 of Regulation S under the U.S. Securities Act. The Offered Shares that are sold in the United States will be restricted securities within the meaning of Rule 144 under the U.S. Securities Act and will be subject to the resale and transfer restrictions thereunder.

It is expected that the Offered Shares will be available for delivery in book-based form through CDS or its nominee and will be deposited with CDS on the Closing Date (and Over-Allotment Closing Date, if applicable), and no certificate evidencing the Offered Shares will be issued under this Prospectus, and registration will be made in the depositary services of CDS. Purchasers of Offered Shares under this Prospectus, will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS Participant and from or through who a beneficial interest in the Offered Shares is purchased. Purchasers who are not issued a certificate evidencing the Common Shares which are subscribed for by them at closing are entitled, under the *Business Corporations Act* (British Columbia), to request that a certificate be issued in their name. Such a request will need to be made through the CDS participant through whom the beneficial interest in the securities are held at the time of the request.

Until 40 days after the commencement of the Offering, any offer or sale of the Offered Shares, within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Company is authorized to issue an unlimited number of common shares. Each common share of the Company carries the right to attend and vote at all general meetings of shareholders. Holders of common shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company’s board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of common shares with respect to dividends or liquidation. The common shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

FT Shares

Each FT Share will be a common share in the capital of the Company that qualifies as a “flow-through share” under the Tax Act. The Company will incur or will be deemed to have incurred on or before December 31, 2017, and renounce to each subscriber of FT Shares (effective on or before December 31, 2016, assuming the subscriber is dealing at arm’s length with the Company and certain other requirements are met as set out under “Certain Canadian Federal Income Tax Considerations”), Canadian Exploration Expenses in an amount equal to the portion of the gross aggregate purchase price paid by such subscriber which is allocated to the FT Shares. See “Certain Canadian Federal Income Tax Considerations”.

Subscriptions for FT Shares will be made pursuant to one or more Flow-Through Subscription Agreements (each, an “**FT Subscription Agreement**”) to be entered into between the Company and the Underwriters, as agents for, on behalf of and in the name of, all subscribers of FT Shares. A subscriber who purchases FT Shares will be deemed to have appointed and authorized the Underwriters to execute and deliver, on the subscriber’s behalf, an FT Subscription Agreement.

Pursuant to the FT Subscription Agreements, the Company will covenant and agree (i) to incur or to be deemed to have incurred on or before December 31, 2017, and renounce to each subscriber (effective on or before December 31, 2016, assuming the subscriber is dealing at arm's length with the Company and certain other requirements are met as set out under "Certain Canadian Federal Income Tax Considerations"), Canadian Exploration Expenses in an amount equal to the purchase price that is paid for FT Shares, (ii) that the expenditures renounced will be "flow-through mining expenditures" of the subscriber for the purposes of Subsection 127(9) of the Tax Act for individuals (other than trusts), and (iii) that if the Company does not renounce to such subscriber CEE equal to the amount specified in (i) above, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Company shall indemnify such subscriber for an amount equal to the amount of any tax payable or that may become payable under the Tax Act (and under any corresponding provincial legislation) by such subscriber as a consequence of such failure or reduction. For greater certainty, the foregoing indemnity shall have no force or effect and the subscriber shall not have any recourse to the extent that such indemnity or recourse would otherwise cause the FT Shares to be "prescribed shares" within the meaning of section 6202.1 of the regulations to the Tax Act. The FT Subscription Agreement will contain additional representations, warranties, covenants and agreements by the Company in favour of the subscribers of FT Shares which are consistent with and supplement the Company's obligations as described in this Prospectus.

The FT Subscription Agreements will also provide representations, warranties and agreements of the subscriber, and by its purchase of FT Shares each subscriber of FT Shares offered under this Prospectus will be deemed to have represented, warranted and agreed, for the benefit of the Company and the Underwriters or its sub-agents, if any, that is signatory thereto that, inter alia: (i) neither the subscriber nor any beneficial purchaser for whom it is acting is, for the purposes of the Tax Act, a non-resident of Canada or a partnership other than a "Canadian partnership", (ii) the subscriber, and any beneficial purchaser for whom it is acting, deals, and until January 1, 2018 will continue to deal, at arm's length with the Company for the purposes of the Tax Act, (iii) the subscriber, if an individual, is of the full age of majority and otherwise is legally competent to enter into the FT Subscription Agreement, (iv) other than as provided herein and in the FT Subscription Agreement, the subscriber waives any right that it may have to any potential incentive grants, credits and similar or like payments or benefits which accrue as a result of the operations relating to CEE and acknowledges that all such grants, credits, payments or benefits accrue to the benefit of the Company, and (v) the subscriber has received and reviewed a copy of this Prospectus.

Notwithstanding the foregoing, the Company may enter into one or more subscription and renunciation agreements for FT Shares on such other terms as may be agreed to by the Company and the applicable subscriber.

PRIOR SALES

For the 12-month period before the date of this Prospectus, the Company issued the following common shares in the capital of the Company and securities convertible into common shares:

Date of Issuance	Number of Securities Issued	Issue/Exercise Price
June 2, 2015	1,250 Common Shares	$0.51
August 17, 2015	1,280,000 Stock Options	$1.30
September 25, 2015	13,838,894 Common Shares	$1.22
September 25, 2015	840,000 Stock Options	$3.55
September 16, 2015	4,835,000 Common Shares	$1.20
September 16, 2015	4,835,000 Common Share Purchase Warrants	$1.70
November 2, 2015	1,250 Common Shares	$0.51
February 12, 2016	26,250 Common Shares	$1.30
February 12, 2016	60,000 Common Shares	$0.51

TRADING PRICE AND VOLUME

The Company's common shares are listed on the TSXV under the trading symbol "AUG" and on the OTCQX under the trading symbol "GGTCF". The following tables set forth information relating to the trading of the common shares on the TSXV and OTCQX for the months indicated.

	TSXV Price Range		
Month	**High**	**Low**	**Total Volume**
April 2015	1.30	1.04	756,217
May 2015	1.50	1.17	362,386
June 2015	1.65	1.40	467,455
July 2016	1.54	1.16	450,219
August 2015	1.40	1.15	386,661
September 2015	1.25	1.06	388,468
October 2015	1.34	1.02	884,844
November 2015	1.20	0.94	518,567
December 2015	1.15	0.95	914,205
January 2016	1.27	1.01	934,523
February 2016	1.55	1.15	4,164,211
March 2016	1.68	1.36	2,500,002
April 1 - 14, 2016	1.62	1.49	843,820

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is, as at the date of this Prospectus, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to an initial subscriber of the Offered Shares under the Offering who, for purposes of the Tax Act and at all relevant times, (i) is or is deemed to be resident in Canada, (ii) deals at arm's length with the Company and the Underwriters, (iii) is not affiliated with the Company or a subsequent purchaser of the Offered Shares, and (iv) acquires and holds the Offered Shares as capital property (a "**Holder**").

This summary is not applicable to a Holder: (i) that is a "financial institution" (as defined in the Tax Act for the purposes of the "mark-to-market" rules); (ii) an interest in which is a "tax shelter investment" for the purposes of the Tax Act; (iii) that makes or has made an election to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency pursuant to section 261 of the Tax Act; (iv) that is a "specified financial institution" (as defined in the Tax Act); (v) that is a "principal-business corporation" (as defined in the Tax Act); (vi) that is a partnership or trust; (vii) whose business includes trading or dealing in rights, licenses or privileges to explore for, drill for or take minerals, petroleum, natural gas or other related hydrocarbons; (viii) that has entered, or will enter, into a "derivative forward agreement" (as defined in the Tax Act) with respect to the Offered Shares; (ix) that is an Underwriter, or (x) that is otherwise of special status or in special circumstances. All such Holders should consult their own advisors with respect to an investment in Offered Shares. **This summary does not address or take into account any tax considerations arising in respect of any potential donation of FT Shares to charities, and also does not address the deductibility of interest by a Holder who borrows money to acquire Offered Shares. Such Holders should consult their own tax advisors with respect to an investment in Offered Shares.**

This summary is based on the current provisions of the Tax Act in force on the date hereof, all specific proposals (the "**Proposed Amendments**") to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and our understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made public prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form proposed, but no assurance can be given that the Proposed Amendments will be enacted in their current proposed form or at all. Except for the Proposed Amendments, this summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or changes in the administrative or assessing practices and policies of the CRA. In addition, this summary does not take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed in this Prospectus.

This summary assumes that the Company will make all necessary tax filings in respect of the issuance of the FT Shares and the renunciation of CEE in the manner and within the time required by the Tax Act, that the Company will incur or be deemed to incur sufficient qualifying CEE to enable it to renounce to Holders all of the CEE covenanted to be renounced by the Company pursuant to the FT Subscription Agreement(s) effective on the dates set out therein, that all expenses discussed herein will be reasonable in amount, and that the Company and each subscriber will at all times be in full compliance with all relevant representations, warranties and covenants to be contained in the FT Subscription Agreement(s). This summary also assumes that the Company will be a "principal-business corporation" (within the meaning of the Tax Act) at all material times and that the FT Shares, when issued, will be "flow-through shares" (within the meaning of the Tax Act) and will not be "prescribed shares" for purposes of the definition of "flow-through share" in subsection 66(15) of the Tax Act. If any of the above assumptions are incorrect, the Company may be unable to renounce some or all of the CEE which it has agreed to renounce in the FT Subscription Agreement(s).

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice or representation to any Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Paid-Up Capital

Under the Tax Act, the Company will be required for purposes of the Tax Act to reduce the "paid-up capital" (as defined in the Tax Act) of its Common Shares by an amount equal to 50% of the CEE renounced in respect of the FT Shares. The reduction may impact on the income tax treatment of certain potential subsequent dealings with the Offered Shares.

Disposition of Offered Shares

A disposition or deemed disposition of Offered Shares by a Holder (other than a disposition of such shares to the Company) will generally give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) such Holder's adjusted cost base of such Offered Shares. For purposes of the Tax Act, an FT Share will be deemed to have been acquired by the Holder at a cost of nil, and this cost must in general terms be averaged with the adjusted cost base of all other Common Shares held by the Holder at the relevant time to determine the Holder's adjusted cost base of all Common Shares.

The tax treatment of capital gains and capital losses is discussed in greater detail below under "Capital Gains and Capital Losses".

A Holder who disposes of FT Shares will retain the entitlement to receive renunciations of CEE from the Company as described below as well as the ability to deduct any CEE previously deemed to have been incurred by the Holder (subject to the rules applicable to a corporate Holder on an acquisition of control), and a subsequent purchaser of such FT Shares will not be entitled to any renunciations of CEE in respect thereof.

Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder must be included in the income of the Holder for the taxation year in which the disposition occurs. Subject to, and in accordance with, the provisions of the Tax Act, a Holder is required to deduct one-half of a capital loss (an "**allowable capital loss**") realized by the Holder in a taxation year against taxable capital gains realized in that taxation year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year, subject to the provisions of the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Offered Shares by a Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstance prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that receives and disposes of Offered Shares, directly or indirectly through a partnership or a trust. Affected Holders should consult their own tax advisors.

A Holder that is throughout its taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income" (as defined in the Tax Act) for the year which will include taxable capital gains.

Dividends

Dividends received or deemed to be received on Offered Shares in a taxation year will be included in computing the Holder's income for that year. In the case of a Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of taxable dividends received from "taxable Canadian corporations" (as defined in the Tax Act) including the enhanced gross-up and dividend tax credit applicable to dividends that are designated in writing by the Company as "eligible dividends". There may be limitations on the ability of the Company to designate dividends as "eligible dividends", and the Company has made no commitments in this regard. Dividends received by a Holder that is a corporation must be included in computing the Holder's income but generally may be deductible in computing the Holder's taxable income to the extent and subject to the limitations set out in the Tax Act.

In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Holder that is a corporation as proceeds of a disposition or a capital gain, and Holders that are corporations should consult their own tax advisors in this regard.

A Holder that is a "private corporation" or a "subject corporation" (as such terms are defined in the Tax Act) may be liable to pay a special tax (refundable in certain circumstances) under Part IV of the Tax Act at a rate of 33 ⅓% on dividends received or deemed to be received to the extent such dividends are deductible in computing the Holder's taxable income. This rate is proposed to be increased to 38 ⅓% for taxation years ending after 2015, pursuant to Proposed Amendments released on December 7, 2015. Holders that are corporations should consult their own tax advisors regarding their particular circumstances.

Renunciation of CEE in Respect of FT Shares

Subject to certain limitations and restrictions contained in the Tax Act, if the Company incurs certain CEE pursuant to the FT Subscription Agreement(s), it will be entitled to renounce to an initial Holder of the FT Shares an amount of such CEE equal to the gross aggregate purchase price paid by such Holder for FT Shares, and the CEE so renounced will be deemed to have been incurred by such Holder as CEE on the effective date of the renunciation.

The Tax Act contains a one-year "look-back" rule that, if certain conditions are satisfied, will permit the Company to renounce CEE incurred (or deemed to have been incurred) by it in 2017 to the initial Holders of FT Shares effective on December 31, 2016. In other words, qualified Holders of FT Shares would be deemed to have incurred the CEE on December 31, 2016 even though the Company may not have incurred the expenditures until 2017. For this one-year "look-back" rule to apply in respect of CEE incurred or deemed to be incurred in 2017, (i) a FT Subscription Agreement must have been made in 2016, (ii) the Holder must have paid the consideration in money for the FT Share before the end of the 2016 year, (iii) the CEE incurred must consist of certain expenses specified in paragraph 66(12.66)(b) of the Tax Act, (iv) the Holder must deal at arm's length with the Company throughout 2017 for purposes of the Tax Act, and (v) the Company must renounce the CEE to the Holder in either January, February, or March of 2017.

The FT Subscription Agreement(s) will provide that the Company will incur (or will be deemed to have incurred) and renounce with respect to the FT Shares to the subscribers of FT Shares expenses which qualify as CEE and "flow-through mining expenditures" (as defined in the Tax Act) in accordance with these rules. In the event that the Company does not incur (or is not deemed to have incurred) CEE on or before December 31, 2017 in an amount at least equal to the amounts renounced with respect to the FT Shares to the purchasers of FT Shares, the Company will be required to reduce the amount of CEE renounced to the Holders, and the Holders' income tax returns for the years in which the CEE was claimed will be reassessed accordingly.

The Company has undertaken to incur sufficient CEE prior to December 31, 2017 and to renounce (in accordance with the Tax Act) in favour of the Holders of FT Shares (effective December 31, 2016, assuming the Holders deal at arm's length with the Company and meet the other requirements for the "look-back" rule referenced above), an amount equal to the aggregate purchase price for FT Shares. The Company may not renounce to Holders of FT Shares an amount in excess of the aggregate purchase price for FT Shares. Further, the Company will not be entitled to renounce CEE to the extent that the amount so renounced exceeds the Company's own "cumulative Canadian exploration expense" (as defined in the Tax Act) ("**CCEE**").

CEE deemed to have been incurred by a Holder will be added to the CCEE account of such Holder. A Holder may deduct in computing income from all sources for a taxation year such amount as may be claimed not exceeding 100% of the balance in the Holder's CCEE account at the end of taxation year. To the extent that a Holder does not deduct the balance of the Holder's CCEE account at the end of a taxation year, the balance will be carried forward and may be deducted by the Holder in subsequent taxation years in accordance with the provisions of the Tax Act. The CCEE account of a Holder is reduced by the amount deducted by the Holder in prior years. If the balance of the Holder's CCEE account is "negative" at the end of a taxation year, which may occur if the Holder receives or becomes entitled to receive assistance payments which relate to CCEE incurred in prior year or if there are other adjustments to that CCEE account, the "negative" amount must be included in the Holder's income for that taxation year, and the balance of the Holder's CCEE account then becomes nil. The right to deduct CCEE accrues to the initial Holder of FT Shares and is not transferable. The disposition of FT Shares will not reduce the balance of a Holder's CCEE account. A Holder's CCEE account will be reduced by the amount of any assistance, including grants, that the Holder has received or is entitled to receive in respect of CEE in the preceding year.

Certain restrictions apply in respect of the deductions of CCEE following an acquisition of control and on certain reorganizations of a corporate Holder. Corporate Holders should consult their own tax advisors for advice with respect to the potential application of these rules to them having regard to their own particular circumstances.

In addition, a Holder who is an individual (other than a trust) may be permitted to claim a 15% non-refundable investment tax credit ("**ITC**") reducing the individual's federal tax otherwise payable in a taxation year where certain CEE is renounced to the Holder effective in such taxation year. Such expenses must be incurred, or deemed to have been incurred, before January 1, 2017 pursuant to an agreement entered into by the Company and the Holder prior to April 1, 2016, but the Proposed Amendments propose to extend these dates by one year. Under the FT Subscription Agreement(s), the Company will covenant that the expenses to be renounced by the Company will qualify for this ITC. The Holder will be required to deduct the amount of any ITC claimed in a taxation year from such Holder's cumulative CCEE account in the following taxation year, which may result in an income inclusion in that year in accordance with the rules referenced above.

Alternative Minimum Tax

Pursuant to the alternative minimum tax rules in the Tax Act, the tax payable by an individual Holder (other than certain trusts) under Part I of the Tax Act will be the greater of the tax otherwise determined and a minimum amount computed by reference to such Holder's "adjusted taxable income" for the taxation year. For these purposes, the minimum amount generally means the amount, reduced by certain tax credits, representing the "appropriate percentage" (currently 15%) of the Holder's adjusted taxable income in excess of a $40,000 exemption.

In calculating adjusted taxable income for the purposes of the alternative minimum tax rules, certain deductions and credits otherwise available are disallowed and certain amounts not otherwise included in income are included. The disallowed items include deductions claimed by the individual in respect of CEE in a particular taxation year to the extent such deductions exceed the individual's resource income in that year before deduction of those amounts. Also included in adjusted taxable income are 80% of capital gains (rather than 50%).

Whether and to what extent the tax liability of a particular Holder will be increased by the alternative minimum tax will depend on the amount of such Holder's income, the sources from which it is derived, and the nature and amounts of any deductions such Holder claims.

Any additional tax payable by an individual Holder for a taxation year resulting from the application of the alternative minimum tax rules will generally be deductible in any of the seven immediately following taxation years in computing the amount that would, but for the alternative minimum tax rules, be such individual's tax otherwise payable for any such year to the extent that such tax payable exceeds the individual's alternative minimum tax for that particular year.

Cumulative Net Investment Loss

One-half of the amount of the CEE renounced to and deducted by a Holder will be added to the Holder's cumulative net investment loss ("**CNIL**") account, within the meaning of the Tax Act. A Holder's CNIL account may impact a Holder's ability to access the capital gains exemption available on the disposition of certain qualified small business corporation shares or qualified farm or fishing property.

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations.

Prospective investors should carefully consider all information contained in this Prospectus, including all documents incorporated by reference, and in particular should give special consideration to the risk factors under the section titled "Risk Factors" in the Annual Information Form, which is incorporated by reference in this Prospectus and which may be accessed on the Company's SEDAR profile at www.sedar.com, and the information contained in the section entitled "Cautionary Statement Regarding Forward-Looking Information", before deciding to purchase the Offered Shares. Additionally, purchasers should consider the following risk factors.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company's business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the common shares of the Company could decline and investors could lose all or part of their investment.

The market price of the common shares is volatile and may not accurately reflect the long-term value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors included macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Offered Shares is also likely to be significantly affected by changes in the price of metals or in the financial condition or results of operations as reflected in its financial reports. If an active market for the Offered Shares does not continue, the liquidity of an investor's investment may be limited and the price of the Offered Shares may decline below the Common Share Offering Price or FT Offering Price, as applicable. If an active market does not continue, investors may lose their entire investment in the Offered Shares. As a result of any of these factors, the market price of the Offered Shares at any given point in time may not accurately reflect the long-term value of the Company.

A positive return in an investment in the Offered Shares is not guaranteed

There is no guarantee that an investment in the Offered Shares will earn any positive return in the short term of long term. A purchase under the Offering involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Offered Shares is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

The Company has discretion in the use of net proceeds

The Company intends to use the net proceeds from this Offering as set forth under "Use of Proceeds"; however, the Company maintains broad discretion to spend the net proceeds from this Offering in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Offered Shares. The failure to apply the net proceeds as set forth under "Use of Proceeds" and other financings could adversely affect the Company's business and, consequently, could adversely affect the price of the Offered Shares on the open market.

Tax Treatment of FT Shares

The tax treatment of mining activities and FT Shares constitutes a major consideration of an investment in the FT Shares. There is no guarantee that the current tax laws and administrative practices of both the federal and provincial tax authorities will not be amended or construed in such a way that the tax considerations for a subscriber of FT Shares will be altered in a materially unfavourable way, and there is no guarantee that there will be no material differences of opinion between the federal and provincial tax authorities with respect to the tax treatment of the FT Shares, the status of such FT Shares or the activities contemplated by the Company's exploration and development programs. There is no guarantee that the CEE incurred (or deemed to be incurred) by the Company, or the expected tax deductions claimed by investors, will be accepted by the CRA (and any other corresponding provincial authority). See "Certain Canadian Federal Income Tax Considerations".

Notwithstanding its agreement to do so (see "Description of The Securities to be Distributed – FT Shares"), there is no guarantee that the Company will expend an amount equal to the gross aggregate purchase price for FT Shares on or prior to December 31, 2017 to incur qualifying CEE. If the Company does not expend an amount equal to the portion of the gross aggregate purchase price for FT Shares which is allocated to the FT Shares to incur qualifying CEE prior to December 31, 2017, it will be required to reduce the amount of CEE that it has renounced in favour of the subscribers for FT Shares and the subscribers will be reassessed accordingly. Subscribers who are individuals will not be subject to penalties for any such reassessment and will not be subject to interest charges on such additional tax if such tax is paid by April 30, 2018 but would be subject to interest charges if such tax is not paid by this date. The Company has agreed to fully indemnify each such subscriber for an amount equal to the amount of any tax payable under the Tax Act (and under corresponding provincial legislation) by the subscriber as a consequence of such reduction; however there can be no certainty that the Company will have the necessary financial resources to fulfill its obligations under such indemnity.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Deloitte LLP, Chartered Professional Accountants, Vancouver, British Columbia. Deloitte LLP was appointed auditor on October 28, 2015. The transfer agent and registrar for the Company's common shares is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by McMillan LLP, on behalf of the Company and by Fasken Martineau DuMoulin LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of McMillan LLP, as a group, and the partners and associates of by Fasken Martineau DuMoulin LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding common shares of the Company.

INTERESTS OF EXPERTS

The following is a list of the persons or companies named as having prepared or certified a statement, report or valuation, in the Prospectus either directly or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the person or company:

- Mr. David W. Rennie, P.Eng., an independent Qualified Person under NI 43-101; and
- Mr. Barry McDonough, P.Geo., an independent Qualified Person under NI 43-101,

each of whom prepared the technical report entitled "Technical Report on the Three Bluffs Project, Nunavut Territory, Canada" dated August 20, 2015 (the "**Technical Report**").

To Auryn's knowledge, neither of these person holds, directly or indirectly, more than 1% of Auryn's issued and outstanding Common Shares. Based on information provided by the experts, other than as disclosed in this Prospectus, none of the experts named above, when or after they prepared the Technical Report, has received any registered or beneficial interests, direct or indirect, in any securities or other property of Auryn or of one of Auryn's associates or affiliates or is or is expected to be elected, appointed or employed as a director, officer or employee of Auryn or of any associate or affiliate of Auryn.

Hay & Watson, Chartered Accountants, of Vancouver, British Columbia, Auryn's former auditor, has prepared the Auditor's Report with respect to the consolidated financial statements of Auryn for the financial years ended June 30, 2015 and 2014. Hay & Watson has advised that it independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Grant Thornton LLP, Chartered Accountants, of Vancouver, British Columbia, North Country's former auditor, has prepared the Independent Auditor's Report with respect to the consolidated financial statements of North Country for the financial years ended February 28, 2015 and 2014. Grant Thornton LLP has advised that it independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: April 15, 2016

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

(Signed) Shawn Wallace Chief Executive Officer	*(Signed) Peter Rees* Chief Financial Officer

On Behalf of the Board of Directors

(Signed) Ivan Bebek Director	*(Signed) Steve Cook* Director

CERTIFICATE OF THE UNDERWRITERS

Dated: April 15, 2016

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

BEACON SECURITIES LIMITED

By: (Signed) *Mario Maruzzo*

PI FINANCIAL CORP.

By: (Signed) *Tim Graham*

CANACCORD GENUITY CORP.

By: (Signed) *Gunnar Eggertson*

EURO PACIFIC CANADA INC.

By: (Signed) *David Cusson*