

Trilogy Metals Inc.

Annual Meeting of Shareholders

May 22, 2019

REPORT OF VOTING RESULTS

National Instrument 51-102 – Continuous Disclosure Obligations Section 11.3

Matters Voted Upon

Business

Outcome of Vote

1. Election of each director nominee proposed in the Management Information Circular of the Company dated March 25, 2019, to hold office until the close of the next annual meeting of shareholders or until their successors are elected or appointed, unless such office is earlier vacated in accordance with the Company's Articles. The results of the ballot are as follows:
- Each nominee was elected as a director of the Company.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Tony Giardini	77,795,156	99.61	308,460	0.39
James Gowans	77,947,025	99.80	156,591	0.20
William Hayden	77,794,367	99.60	309,249	0.40
William Hensley	77,928,060	99.78	175,556	0.22
Gregory Lang	77,942,636	99.79	160,980	0.21
Kalidas Madhavpeddi	77,940,265	99.79	163,351	0.21
Janice Stairs	77,920,022	99.76	183,594	0.24
Rick Van Nieuwenhuyse	77,938,382	99.79	165,234	0.21
Diana Walters	77,784,854	99.59	318,762	0.41

2. Appointment of PricewaterhouseCoopers LLP as the auditor of the Company until the next annual meeting of the Company's shareholders or until its successor is duly appointed and to authorize the directors to fix its remuneration. The resolution passed by a majority of votes cast by a show of hands, without a ballot being conducted. The Company received proxies regarding the appointment of auditors as follows:
- Approved

Votes For	% Votes For	Votes Withheld	% Votes Withheld
82,424,147	99.88	99,054	0.12

3. Approval of all unallocated entitlements to be settled in common shares from treasury under the Restricted Share Unit Plan. The resolution passed by a majority of votes cast by a show of hands, without a ballot being conducted. The Company received proxies regarding the Restricted Share Unit Plan as follows: Approved.

Votes For	% Votes For	Votes Against	% Votes Against	Votes Abstaining	% Votes Abstaining
77,541,606	99.28	400,827	0.51	161,183	0.21

4. Approval of all unallocated entitlements to be settled in common shares from treasury under the Deferred Share Unit Plan. The resolution passed by a majority of votes cast by a show of hands, without a ballot being conducted. The Company received proxies regarding the Deferred Share Unit Plan as follows: Approved.

Votes For	% Votes For	Votes Against	% Votes Against	Votes Abstaining	% Votes Abstaining
77,521,262	99.25	397,644	.51	184,710	.24

5. Non-binding approval of the compensation of the Company's Named Executive Officers. The resolution passed by a majority of votes cast by a show of hands, without a ballot being conducted. The Company received proxies regarding approval of the compensation as follows: Approved.

Votes For	% Votes For	Votes Against	% Votes Against	Votes Abstaining	% Votes Abstaining
77,353,885	99.04	538,368	0.69	211,363	0.27

6. Non-binding advisory vote on frequency of non-binding vote on executive compensation. The results of the ballot are as follows: 3 Years

Votes For			% Votes For			Votes Abstaining	% Votes Abstaining
1 year	2 years	3 years	1 year	2 years	3 years		
17,980,302	276,054	58,663,653	23.03	0.35	75.15	1,137,908	1.46

The final scrutineer report is attached to this report as Schedule A.

No other matters were voted upon at the Meeting.

Dated: May 22, 2019.

Schedule A

Please see attached.

TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 22, 2019

PREPARED BY



COMPUTERSHARE INVESTOR SERVICES INC.
VANCOUVER

TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 22, 2019

FINAL SCRUTINEER'S REPORT

<u>0</u> SHAREHOLDER IN PERSON, REPRESENTING	<u>0</u> SHARES
<u>158</u> SHAREHOLDERS BY PROXY, REPRESENTING	<u>82,523,201</u> SHARES
<u>158</u> TOTAL SHAREHOLDERS, HOLDING	<u>82,523,201</u> SHARES

TOTAL ISSUED AND OUTSTANDING AS AT RECORD
DATE:

132,059,478

PERCENTAGE OF OUTSTANDING SHARES
REPRESENTED AT THE MEETING:

62.49 %



JENNY KARIM
SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare has mailed voting instruction forms (VIFs) directly to non-objecting beneficial owners (NOBOs) on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, if the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Computershare reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the intermediary's position is insufficient to allow for the tabulation of the entire vote, Computershare may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

Acting on the direction of the Chair of the meeting, Computershare may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 22, 2019

REPORT ON PROXIES

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN
TONY GIARDINI	77,795,156	0	308,460	0	4,419,585	99.61%	0.00%	0.39%
JAMES GOWANS	77,947,025	0	156,591	0	4,419,585	99.80%	0.00%	0.20%
WILLIAM HAYDEN	77,794,367	0	309,249	0	4,419,585	99.60%	0.00%	0.40%
WILLIAM IGGIAGRUK HENSLEY	77,928,060	0	175,556	0	4,419,585	99.78%	0.00%	0.22%
GREGORY LANG	77,942,636	0	160,980	0	4,419,585	99.79%	0.00%	0.21%
KALIDAS MADHAVPEDDI	77,940,265	0	163,351	0	4,419,585	99.79%	0.00%	0.21%
JANICE STAIRS	77,920,022	0	183,594	0	4,419,585	99.76%	0.00%	0.24%
RICK VAN NIEUWENHUYSE	77,938,382	0	165,234	0	4,419,585	99.79%	0.00%	0.21%
DIANA WALTERS	77,784,854	0	318,762	0	4,419,585	99.59%	0.00%	0.41%
Appointment of Auditors	82,424,147	0	99,054	0	0	99.88%	0.00%	0.12%
Continuation of the Restricted Share Unit Plan	77,541,606	400,827	161,183	0	4,419,585	99.28%	0.51%	0.21%
Continuation of the Deferred Share Unit Plan	77,521,262	397,644	184,710	0	4,419,585	99.25%	0.51%	0.24%
Non-Binding Advisory Vote on Executive Compensation	77,353,885	538,368	211,363	0	4,419,585	99.04%	0.69%	0.27%
Non-Binding Frequency of Non-Binding Advisory Vote on Executive Compensation --- see attached								

TOTAL SHAREHOLDERS VOTED BY PROXY:

TOTAL SHARES ISSUED & OUTSTANDING:

TOTAL SHARES VOTED:

TOTAL % OF SHARES VOTED:

158
132,059,478
82,523,201
62.49%



JENNY KARIM
SCRUTINEER

TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 22, 2019

REPORT ON PROXIES

MOTION NON-BINDING FREQUENCY OF NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

NUMBER OF SHARES					PERCENTAGE OF VOTES CAST				
1 YEAR	2 YEARS	3 YEARS	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	1 YEAR	2 YEARS	3 YEARS	WITHHELD/ ABSTAIN
17,980,302	276,054	58,663,653	1,137,908	37,419	4,427,865	23.03%	0.35%	75.15%	1.46%

**TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON May 22, 2019**

FINAL REPORT ON BALLOT

**MOTION
ELECTION OF DIRECTORS**

I, the undersigned scrutineer, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NAME	VOTES IN FAVOR		WITHHELD	
TONY GIARDINI	77,795,156	99.61%	308,460	0.39%
JAMES GOWANS	77,947,025	99.80%	156,591	0.20%
WILLIAM HAYDEN	77,794,367	99.60%	309,249	0.40%
WILLIAM IGGIAGRUK HENSLEY	77,928,060	99.78%	175,556	0.22%
GREGORY LANG	77,942,636	99.79%	160,980	0.21%
KALIDAS MADHAVPEDDI	77,940,265	99.79%	163,351	0.21%
JANICE STAIRS	77,920,022	99.76%	183,594	0.24%
RICK VAN NIEUWENHUYSE	77,938,382	99.79%	165,234	0.21%
DIANA WALTERS	77,784,854	99.59%	318,762	0.41%



Jenny Karim
Scrutineer

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of intermediary positions within the records of the Canadian Depository for Securities. In some cases, insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

TRILOGY METALS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 22, 2019

REPORT ON BALLOT

MOTION #6

Non-Binding Frequency of Non-Binding Advisory Vote on Executive Compensation

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NUMBER OF VOTES		
1 YEAR	17,980,302	23.03%
2 YEARS	276,054	0.35%
3 YEARS	58,663,653	75.15%
ABSTAIN from the motion	1,137,908	1.46%
Total	78,057,917	



Jenny Karim
 Scrutineer

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare has mailed voting instruction forms (VIFs) directly to non-objecting beneficial owners (NOBOs) on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, if the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Computershare reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the intermediary's position is insufficient to allow for the tabulation of the entire vote, Computershare may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

Acting on the direction of the Chair of the meeting, Computershare may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.