



A Gold Resource Royalty  
Company

# ANNUAL INFORMATION FORM

March 10, 2017

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## FORWARD LOOKING STATEMENTS

This Annual Information Form contains forward-looking statements, with respect to the Company's financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events, capital expenditure, and exploration and development efforts. Words such as "anticipates", "expects", "intends", "plans", "forecasts", "projects", "budgets", "believes", "seeks", "estimates", "could", "might", "should", and similar expressions identify forward-looking statements. Although the Company believes that its plans, intentions and expectations reflected in these forward-looking statements are reasonable, the Company cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this Annual Information Form. These statements include comments regarding expectations of future participation rights payments. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this Annual Information Form. These forward looking statements involve a number of risks and uncertainties. See "Risk Factors".

## CURRENCY AND EXCHANGE RATES

In this Annual Information Form, certain additional information is presented in United States dollars ("US\$"), in Canadian dollars ("C\$") and in euros ("€"). On December 31, 2016, US\$1.00 equalled C\$1.3426 or €0.9475.

## NAME AND ORGANIZATION

EURO Ressources S.A. (the “Company”) is a corporation incorporated under the laws of France on April 20, 1993 under the name “Guyanor Ressources S.A.”. On June 23, 2005, the Company’s name was changed to its present name. The Company’s registered office is located at 23, rue du Roule, 75001 Paris, France. The Company’s principal executive office is located at Suite 3200, 401 Bay Street, Suite 3200, PO Box 153, Toronto, Ontario, Canada M5H 2Y4. The Company has no subsidiaries. The Company’s website address is [www.euroressources.fr](http://www.euroressources.fr).

## DEVELOPMENT OF THE COMPANY’S BUSINESS

### Three-Year History

#### Significant Acquisitions and Dispositions

During the three years ended December 31, 2016 there were no significant acquisitions or dispositions completed by the Company.

#### Future Plans

In 2017, the Company will continue to receive a royalty on the Rosebel Gold Mine in Suriname. Management continues to assess opportunities that could grow the Company beyond the current asset base.

## DESCRIPTION OF THE COMPANY’S BUSINESS

The Company’s principal business activity is the holding of a royalty payable by IAMGOLD Corporation (“IAMGOLD”) related to the gold production of the Rosebel Gold Mine in Suriname (the “Rosebel Royalty”). The Rosebel Gold Mine is 95%-owned by IAMGOLD, and is operated by IAMGOLD. EURO receives quarterly payments from IAMGOLD on this royalty.

IAMGOLD France S.A.S., an indirect wholly owned subsidiary of IAMGOLD, owned approximately 89.71% of all issued and outstanding shares of the Company at December 31, 2016.

### Rosebel Royalty

#### *Economic Terms of the Rosebel Royalty*

The Rosebel Royalty provides for payment by IAMGOLD to the Company of cash amounts determined with reference to the volume of gold produced at the Rosebel Gold Mine. The Rosebel Royalty requires IAMGOLD to pay an amount determined as the product of: (i) gold production and (ii) in respect of production from soft and transitional rock, 10% of the amount by which the gold price exceeds US\$300 per ounce and in respect of production from hard rock, 10% of the amount by which gold price exceeds US\$350 per ounce. The royalty is calculated and payable quarterly and after deduction from production of a fixed royalty of 2% of production payable in kind to the Government of Suriname. The Rosebel Royalty payable by IAMGOLD applies to the first 7.0 million ounces of attributable production from the mine. As of December 31, 2016, the Rosebel mine produced 4.4 million ounces of gold and 2.6 million ounces of gold remain under the Rosebel Royalty contract. Rosebel’s proven and probable gold reserves as at December 31, 2016 were estimated to 2.1 million ounces of gold, based on IAMGOLD’S public disclosure (December 31, 2015: 2.4 million ounces).

#### *Underlying Mineral Resources of the Rosebel Gold Mine*

National Instrument 43-101 of the Canadian Securities Administrators (“NI 43-101”) contains certain requirements relating to disclosure of technical information in respect of mineral projects. Pursuant to the provisions of section 9.2(1) of NI 43-101, because the Company’s interest in the Rosebel Gold Mine is a royalty interest, the Company is not required to file a technical report because IAMGOLD, as a reporting issuer under Canadian securities legislation, has prepared a technical report regarding the Rosebel Gold Mine entitled “Rosebel Mine, Suriname NI 43-101 Technical Report” with an effective date of March 29, 2010 (the “Rosebel Report”).

The author of the Rosebel Report is Gabriel Voicu, PhD, P.Geo. At the time the Rosebel Report was prepared, Dr. Voicu was the Geology and Mine Exploration Superintendent, Rosebel Gold Mines N.V., which is the 95%-owned subsidiary of IAMGOLD that owns and operates the Rosebel Gold Mine. Dr. Voicu is a qualified person for the purposes of NI 43-101 but is not considered independent of IAMGOLD on the basis he was an employee of a subsidiary of IAMGOLD. Based on the provisions of section 5.3(3) of NI 43-101, the Rosebel Report is not required to be prepared by an independent qualified person as IAMGOLD is a “producing issuer” for the purposes of NI 43-101.

The Rosebel Report is the source of the scientific and technical information regarding the Rosebel Gold Mine for the purposes of this Annual Information Form. A copy of the Rosebel Report is available under the Company’s issuer profile on [www.sedar.com](http://www.sedar.com).

The following is the summary of the Rosebel Report and is reproduced below in accordance with applicable securities legislation.

*“This report on the Rosebel mine, located in the Brokopondo district of Suriname, South America, provides an updated technical report prepared according to the Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects, for the purpose of supporting certain public disclosures to be made by IAMGOLD Corporation.*

*The Rosebel Mine concession covers an area of 170 square kilometres in north central Suriname at a latitude of 5° 25’ North and a longitude of 55° 10’ West. The property lies in the district of Brokopondo, between the Suriname River to the east and the Saramacca River to the west, approximately 80 kilometres south of the capital city of Paramaribo. The Rosebel concession is held by Rosebel Gold Mines N.V. (“RGM”), in which Iamgold Corporation holds an indirect 95% interest. RGM is also the holder of three exploration concessions referred to as Rights Of Exploration (“ROE”). ROE’s for the adjacent Headley’s Reef, Thunder Mountain and Triangle properties were in the past renewed in favour of Golden Star and thereafter assigned, conveyed and transferred to RGM simultaneously with the Rosebel mine concession.*

*Commercial production of gold at the Rosebel mine began in February 2004. The Rosebel mine has an excellent history of mineral reserve renewal. Since 2004, more than 350,000 meters of diamond drilling contributed to reserve expansion and development. The exploration will continue in 2010 (more than 80,000 meters of drilling) and supposedly during the following years.*

*The mining operations take place actually in four open pit gold deposits from a total of eight deposits defined on the Rosebel concession. A wealth of geological information has been gathered from production and exploration activities. The existing Rosebel databases contain all this information, while additional data is acquired every day.*

*This data is used for deposit modeling and in the calculations of ore and waste tonnage, grade distribution and resource and reserve estimates. The Rosebel block models are updated at least once a year, as a function of new information coming from the exploration and production drilling. In the active pits, the use of the production drilling data increases the quality and precision of modeling. However, due to the complexity of the Rosebel deposits, the tonnage and grade predicted by the block models still underestimates the production. This was the main reason for the introduction of adjustment factors between production and reserves in 2009.*

*The estimates presented in this report for Measured, Indicated & Inferred Resources are constrained in pit shells. In 2008, only Inferred Resources were presented in this way, with Measured and Indicated Resources stated without pit shell constraints. The reserve data presented in this report has been estimated using a gold price of US\$850/oz, while the resource data has been estimated using a gold price of US\$1,000/oz.*

*Based on the review of the Rosebel mine for the purposes of this report, the author makes the following recommendations:*

- *Several tests using 3 metre and 5 metre composites should be performed to verify the grade distribution that best matches the mining production tonnage and grade.*
- *Several tests should be performed to compare the grade distribution derived from Inverse Distance and Ordinary Kriging modelling.*
- *Additional definition drilling is required to transfer existing Inferred Resources into the Measured or Indicated Resource categories.*
- *Most gold deposits at Rosebel are still open at depth and on strike. Exploration drilling is therefore required to identify potential extensions to known deposits and increase the resource base of the project*
- *The Rosebel and FILAB laboratory performance must be improved. An external audit covering sample preparation and assay procedures should be considered.*
- *Standard operating procedures for drilling, sampling and block modelling should be created to ensure greater consistency of results.*
- *Bulk density data should derive from both the diamond drill core and working face sampling in the active pits.*
- *Reconciliations between Rosebel mine production and mineral reserves indicate that block models have consistently underestimated production grade and tonnage. The use of the adjustment factors between production and reserves in 2009 should be revised on an annual basis. Fine tuning the block models for some of the active pits could also improve reconciliations.”*

#### Property Description and Location

The property upon which the Rosebel Gold Mine is located covers an area of 170 square kilometres in north central Suriname at a latitude of 5° 25' North and a longitude of 55° 10' West. The property lies in the District of Brokopondo, between the Suriname River to the east and the Saramacca River to the west, approximately 80 kilometres south of the capital city of Paramaribo. See section 4 of the Rosebel Report.

#### Accessibility, Climate, Local Resources and Infrastructure

See Section 5 of the Rosebel Report.

#### History

See Section 8 of the Rosebel Report.

#### Geological Setting

See Section 7 of the Rosebel Report.

#### Exploration

See Section 10 of the Rosebel Report.

#### Mineralization

See Section 8 of the Rosebel Report.

#### Drilling

See Section 11 of the Rosebel Report.

#### Sampling and Analysis

See Sections 12 and 13 of the Rosebel Report.

#### Security of Samples

See Section 13 of the Rosebel Report.

## Mineral Resource and Mineral Reserve Estimates

See Section 17 of the Rosebel Report.

By news release dated February 22, 2017, IAMGOLD reported that as at December 31, 2016 the following were the mineral resource and mineral reserve estimates for the Rosebel Gold Mine.

	Tonnes	Grade	Ounces contained
	(000)	(g/t Au)	(000 ounces)
<b>Reserves</b> <sup>1</sup>			
Proven	53,047	1.0	1,751
Probable	9,357	1.1	327
<b>Total</b>	<b>62,404</b>	<b>1.0</b>	<b>2,078</b>
<b>Measured and indicated resources</b> <sup>1</sup>			
Measured	129,262	1.0	4,026
Indicated	60,768	1.0	1,999
<b>Total</b>	<b>190,030</b>	<b>1.0</b>	<b>6,025</b>
<b>Inferred resources</b> <sup>1</sup>			
<b>Total inferred</b>	<b>22,307</b>	<b>0.9</b>	<b>633</b>

<sup>1</sup>. Measured and indicated resources are inclusive of proven and probable reserves. Rosebel mineral reserves have been estimated as of December 31, 2016 using a gold price of US\$1,200 per ounce and mineral resources have been estimated as of December 31, 2016 using a gold price of US\$1,500 per ounce.

## Mining Operations

See Section 16 of the Rosebel Report.

## **Other Information Regarding the Company's Business**

### Employees and Support Services Agreement

As at the date of this Annual Information Form, the Company had no employees.

Effective November 10, 2015, the independent directors of the Company approved a new support services agreement between IAMGOLD and EURO, (hereafter the "Agreement"), which has been approved by EURO's Shareholders other than IAMGOLD at the general meeting of EURO held on May 25, 2016. The objective of the Agreement was to provide clarification on support services provided. A copy of the Agreement is available under the Company's issuer profile on [www.sedar.com](http://www.sedar.com). The Agreement covers certain day-to-day services (including assistance with (i) cash management and investment, (ii) accounting and financial services, (iii) corporate secretary, (iv) investor relations and shareholder communications, as well as governmental relations, (v) legal and tax services, and (vi) technical and geological support) provided by IAMGOLD to the Company. IAMGOLD's address is Suite 3200, 401 Bay Street, Toronto, Ontario, Canada M5H 2Y4. The Agreement provides that the Company will pay IAMGOLD all direct and indirect costs incurred by IAMGOLD in providing the support services, plus a mark-up equal to 5% of such costs.

### Environmental Matters

The Company is not a party to any environmental litigation, nor does it have any outstanding notices of violation.

## **Risk Factors**

In addition to the general business and market risks commonly associated with public companies, there are risks specifically associated with the type and nature of the Company's operations. Due to the following factors and others disclosed elsewhere in this Annual Information Form, actual results, performance or achievements of the Company could differ materially from those projected by the Company.

### Rosebel Gold Mine Operations

The basis for determining the payments to be made to the Company under the Rosebel Royalty is gold production at the Rosebel Gold Mine, which is located in Suriname. The Company has no control or influence over the operations of the Rosebel Gold Mine. The operations of the Rosebel Gold Mine are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, currency exchange rates; high rates of inflation; labour unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; changing political conditions; currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

### Paul Isnard Concessions

The net smelter returns production royalty (“NSR royalty”) covers future production of the Paul Isnard concessions and an area of interest surrounding the concessions in French Guiana. Royalty income will be calculated by applying the percentage of royalty to the net smelter return established based on revenues from the sale of gold calculated per the average monthly gold price (in United States dollars) less applicable deductions per the agreement. The royalty percentage is 1.8% on the first two million ounces of gold and 0.9% on the next three million ounces of gold.

### Uncertainty of Reserve and Other Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and other mineralization. The estimation of reserves and other mineralization is a subjective process and the accuracy of any such estimate is a function of the quality of available data and of engineering and geological interpretation and judgment.

Results of drilling, metallurgical testing, the price of gold and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurance can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to great uncertainty and gold prices have fluctuated widely in the past.

### Risks Associated with the Fluctuation of Gold Prices

The Company’s revenues are derived from the payments associated with the mining and sale of gold at the Rosebel Gold Mine. The price of gold fluctuates significantly, and is affected by numerous factors beyond the Company’s control, including central bank lending, sales and purchases of gold, global or regional consumptive patterns (such as the development of gold coin programs), speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these and other factors on the price of gold cannot be predicted accurately.

The current demand for, and supply of, gold affect gold prices but not necessarily in the same manner as they affect the prices of other commodities. The potential supply of gold consists of new mine production plus existing stocks of bullion and fabricated gold held by governments, financial institutions, industrial organizations and individuals. Since mine production in any single year constitutes a very small portion of the total potential supply of gold, normal variations in current production do not necessarily have a significant effect on the supply of gold or on its price.

The Company has no financial instruments in place regarding its interest in gold production from the Rosebel Gold Mine.

### Requirements for Permits and Licenses

The operations of IAMGOLD, which owns and operates the Rosebel Gold Mine from which payments under the Rosebel Royalty are derived, require licenses and permits from various governmental authorities. There can be no assurance that such governmental authorities complied with all technical and procedural formalities in the law in connection with the grant of such licenses or permits. Management understands that IAMGOLD presently holds or has applied for all necessary licenses and permits to carry on the activities which it is currently conducting under applicable laws and regulations in respect of its properties, and also believes IAMGOLD is presently complying in all material respects with the terms of such laws, regulations, licenses and permits, although the Company may be in breach of certain provisions of such laws, regulations, licenses and permits from time to time. Such licenses and permits issued or applied for are subject to changes in regulations and in various operating circumstances. There can be no assurance that IAMGOLD will be able to obtain or maintain in force all necessary licenses and permits that may be required for it to conduct further exploration or commence construction or operation of mining facilities at properties under exploration or maintain continued operations at economically justifiable costs.

### Operation Hazards and Responsibilities

The Company does not operate any mining projects. However, payments under the Rosebel Royalty are derived from gold produced at the Rosebel Gold Mine, and the operations at that mine (and hence the ability of that mine to produce gold) are subject to operational hazards which are beyond the control of the Company and which include environmental hazards, the discharge of pollutants or hazardous chemicals, industrial accidents, labor disputes, encountering unusual or unexpected geological or operating conditions, slope failures, cave-ins, failure of pit walls or dams and fire, changes in the regulatory environment, illegal mining and natural phenomena such as inclement weather conditions, floods and earthquakes.

### Dependence on Support Services Provider

The Company has no employees. As described above under “Description of the Company’s Business – Other Information Regarding the Company’s Business – Employees and Support Services Agreement”, the Company and IAMGOLD entered into a support services agreement on November 10, 2015 pursuant to which IAMGOLD provides the Company with certain day-to-day services (including assistance with cash management and investment, accounting and financial services, corporate secretary, investor relations and shareholder communications, as well as governmental relations, legal and tax services, and technical and geological support). The Company is dependent on the provision of these services.

### No Assurance of Continued Profitability

Although the Company has operated profitably since 2008, there can be no assurance of its ability to continue to operate profitably in the future. The inability of the Company to control the operations of the Rosebel Gold Mine may result in a material and adverse effect on the Company’s profitability, results of operations and financial condition.



## DIRECTORS AND OFFICERS

The name and municipality of residence of each of the Directors and senior management of the Company (along with their respective positions and offices held in the Company and their respective principal occupation) is as follows:

<u>Name and Municipality of Residence</u>	<u>Office and/or Principal Occupation</u>
Carol T. Banducci Mississauga, Ontario, Canada	Director since 2014; Executive Vice President and Chief Financial Officer, IAMGOLD since 2007.
Ian L. Boxall George Town, Grand Cayman, Cayman Islands	Director since 2005; Lawyer, senior partner, Boxalls (law firm based in Cayman Islands) until retirement in 2002.
Stephen Edward Crozier Toronto, Ontario, Canada	Director since 2015; Vice President, Corporate Affairs, IAMGOLD since 2016; prior thereto, Director, Corporate Affairs, IAMGOLD since 2011.
Benjamin Little Toronto, Ontario, Canada	Director and Directeur général since 2013; Senior Vice President, Corporate Affairs, HSS & People, IAMGOLD since August 2009.
Phillip Marks Toronto, Ontario, Canada	Director since 2012; Associate General Counsel, IAMGOLD since 2011; prior thereto, Senior Legal Counsel, IAMGOLD.
Affie A. Simanikas Toronto, Ontario, Canada	Director since 2016; Vice President, Operations Finance, IAMGOLD since 2011; prior thereto, Vice President, Finance and Shared Services, Direct Energy.
Ian Smith Vancouver, British Columbia, Canada	Director since 2008; Director Canada Coal Inc. since February 2015; prior thereto, Chairman of Santa Fe Metals Corp. from 2013 to 2016; President and General director of Santa Fe Metals Corp. from 2007 to 2013; Chief Executive Officer and director of Yellowhead Mining Inc. from 2010 to 2012; President of Andreas Limited since 1998 and of Andreas Consulting Ltd. since 2007 (mining consulting companies).
David H. Watkins Oak Bay, British Columbia, Canada	Director since 2006; Chairman, Atna Resources Ltd. (mineral exploration company) since 2009; prior thereto, President and Chief Executive Officer, Atna Resources Ltd.
Line Lacroix Montreal, Quebec, Canada	Directeur général délégué since 2013; Manager Finance, IAMGOLD since 2006.

The term of each director's office expires at the annual meeting of the Company.

The directors have established an Audit and Corporate Governance Committee, which is comprised of Ian L. Boxall, Ian Smith and David H. Watkins. The directors have established a Compensation Committee, which is comprised of Ian Smith and David H. Watkins.

As of March 10, 2017, the directors and executive officers of the Company as a group did not own, directly and indirectly, or exercise control and direction over, any common shares of the Company.

To the knowledge of the directors, no director or executive officer of the Company is or has been within the ten years preceding the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any issuer that:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, while the director or executive officer was acting in the capacity as a director, chief executive officer or chief financial officer of such issuer; or
- (b) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the director or officer ceased to be a director, chief executive officer or chief financial officer of such issuer that resulted from an event that occurred while that person was acting in such capacity;

To the knowledge of the directors, other than as set forth below, no director or executive officer of the Company, or IAMGOLD in its capacity as a shareholder of the Company:

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

Mr. David Watkins was a director of Landdrill International Inc. (“Landdrill”) from June, 2011 until August 26, 2012. On August 31, 2012, Landdrill obtained an Initial Order from the Court of Queen’s Bench of New Brunswick under the *Companies’ Creditors Arrangement Act* (Canada) (“CCAA”) granting protection from creditors. On May 30, 2013, the court terminated CCAA proceedings and Landdrill was adjudged bankrupt. Grant Thornton Poirier Ltd. of Saint John, New Brunswick was appointed trustee in respect of the bankruptcy.

## **AUDIT AND CORPORATE GOVERNANCE COMMITTEE**

### **Audit and Corporate Governance Committee Charter**

The Audit and Corporate Governance Committee’s charter is attached as an Appendix to this Annual Information Form.

### **Composition of the Audit and Corporate Governance Committee**

The Audit and Corporate Governance Committee is comprised of three directors, Ian L. Boxall, Ian Smith and David H. Watkins. Each member of the Audit Committee is “independent” and “financially literate” for the purposes of Multilateral Instrument 52-110 of the Canadian Securities Administrators (“MI 52-110”).

## **Education and Experience of the Members of the Audit Committee**

The following is a summary of the relevant education and experience of each of the members of the Audit Committee:

Mr. Boxall is a retired corporate lawyer and former senior partner of the Cayman Islands-based firm formerly known as Boxalls. Mr. Boxall practiced corporate law for over 30 years and has served as a director of many public and private companies.

Mr. Smith has extensive experience in the mining industry and serves as a director of several reporting issuers. Mr. Smith is experienced in corporate management, including acquisitions and take-over bid transactions, project management and as a senior consultant in the international precious and base metal industries. Mr. Smith is a mining engineer and holds a B.E. (Hons) from the University of Queensland, and is a Fellow of the AusIMM and a Chartered Professional Management designation.

Mr. Watkins is an international mining executive with over 40 years' experience in exploration and development, acquisitions and mergers, and mining operations and serves as a director of several reporting issuers. Mr. Watkins has a Bachelor's degree in Geology from Queen's University at Kingston and a Master's degree in Geology from Carleton University in Ottawa.

The Directors believe that the education and experience of each of the members of the Audit Committee provide such members with:

- an understanding of the accounting policies used by the Company to prepare its financial statements,
- the ability to assess the general application of such accounting policies in connection with the accounting for estimates, accruals and reserves,
- experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- an understanding of internal controls and procedures for financial reporting.

## **Reliance on Certain Exemptions**

During the financial year ended December 31, 2016, the Company did not rely on the exemptions set out in sections 2.4, 3.2, 3.4, 3.5, Part 8, subsection 3.3(2) or section 3.6 of MI 52-110, nor did the Company rely on section 3.8 of MI 52-110.

## **Audit and Corporate Governance Committee Oversight**

During the financial year ended December 31, 2016, there was no recommendation of the Audit and Corporate Governance Committee to nominate or compensate the external auditor of the Company that was not adopted by the directors.

## **Pre-Approval Policies and Procedures**

The Audit and Corporate Governance Committee has not adopted specific policies or procedures for the engagement of non-audit services to be provided by the Company's external auditor. However, any such proposed engagement would be considered by the Audit and Corporate Governance Committee.

## **External Audit Service Fees**

### ***Audit Fees***

The Company's external audit fees expensed in relation to the year ended December 31, 2016 were €80,000 (2015 – €83,000).

### ***Audit Related Fees***

There were no fees billed in relation to the year ended December 31, 2016 or 2015 for professional services rendered by the Company's external auditors for services reasonably related to the performance of the audit or review of the issuer's financial statements and not reported under "Audit Fees" above.

### ***Tax Fees***

There were no fees billed in relation to the year ended December 31, 2016 or 2015 for professional services rendered by the Company's external auditors for tax compliance, tax advice, and tax planning.

### ***All Other Fees***

There were no fees billed in relation to the years ended December 31, 2016 or 2015 for other products and services provided by the Company's external auditors.

## **DIVIDENDS AND ISSUANCE PREMIUM**

As approved by the Company's shareholders, the Company paid dividends and issuance premium as listed below:

	€Share
Annual dividend paid June 16, 2016	0.20
Annual dividend paid May 28, 2015	0.15
Interim dividend paid November 26, 2014	0.14
Annual dividend paid June 30, 2014	0.19
Annual dividend paid August 6, 2013	0.36
Annual dividend paid September 18, 2012	0.29
Issuance premium paid November 14, 2011	0.19
Issuance premium paid July 11, 2011	0.28
Issuance premium paid May 25, 2010	0.28

Prior to the financial year ended December 31, 2010, the Company had not paid dividends on its shares.

The directors have indicated their intention to declare dividends from available cash flow from time to time, but the proposal or declaration of any future dividends will be at the discretion of the Board of Directors, after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs, as well as seasonal fluctuations in cash flow and earnings. Payment of dividends is also subject to shareholder approval. The Company will retain sufficient funds for working capital.

## **CAPITAL STRUCTURE**

### **General**

The Company presently has capital of €24,912.81 divided into 62,491,281 common shares. All of the common shares are fully paid and non-assessable. In the event of a liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of all of the assets of the Company among its shareholders, subject to the prior claims of creditors, the holders of the common shares shall be entitled to receive an amount per share equal to the par value of each share. The par value of the common shares is €0.01 per common share.

### **Voting Rights and Shareholder Meetings**

In accordance with French law, there are two types of general meetings of shareholders: ordinary and extraordinary general meetings. Ordinary general meetings of shareholders are required for matters such as the election of directors, the appointment of the statutory auditors, the approval of the annual financial statements and the determination of dividends. Extraordinary general meetings of shareholders are

required for the approval of any amendment of the Company's charter and the approval of certain other extraordinary corporate actions of the Company, such as an increase or decrease in the Company's share capital (including a waiver of preferential subscription rights), the creation of a new class of shares, mergers, the sale or transfer of all of the Company's assets and the liquidation of the Company prior to the end of its statutory term.

Subject to the following, each common share entitles the holder thereof to one vote at an ordinary general meeting and an extraordinary general meeting. An automatic double voting right is granted to each share held in registered form for a period of two years. Attendance and the exercise of voting rights at ordinary general meetings and extraordinary general meetings are subject to certain conditions. In order to vote, a shareholder must have his common shares registered in his name in a shareholder account maintained by or on behalf of the Company at least two days prior to the meeting. Each common share confers on the shareholder the right to one vote. A shareholder has the right to vote at the meeting in person, to vote by mail or to vote by proxy. Under French law, the Company is obliged to send a vote by mail form to its shareholders, together with the text of the resolutions to be voted upon at the meeting to those of its shareholders that request it. However, if the Company elects, or is required under other applicable law, to send out to and solicit proxies from its shareholders, then it must always accompany the proxy form with a vote by mail form. Any abstention or lack of response in respect of a specific resolution on a vote by mail form will be construed as a vote against such resolution. A shareholder also has the option of completing a form of proxy to appoint a proxyholder (who must be the shareholder's spouse or another shareholder) to represent the shareholder at the meeting. If a proxy form does not indicate who is entitled to vote on behalf of the shareholder, the shareholder will be deemed to have approved all resolutions that have been approved by the Board of Directors of the Company and to have voted against any resolution not approved by the Board of Directors. When common shares will be held through nominees, those nominees shall be the sole "registered holders" and all rights described herein shall be derived solely from the beneficial holders' relationship with their nominees.

The quorum requirement for shareholders' meetings at which ordinary resolutions are to be passed is shareholders holding one-quarter of the common shares entitled to be voted at the meeting, whether present in person, represented by proxy or voting by mail. If such quorum is not present, the meeting must be adjourned. There is no quorum requirement for the adjourned meeting. For shareholders meetings at which a special resolution is to be passed, the quorum rules require that at least one-third of the common shares entitled to vote be present or represented by proxy or voted by mail (unless an increase in share capital is proposed through incorporation of reserves, profits or share premiums, in which case the quorum and majority required are the same as for an ordinary general meeting). Absent such quorum, such meeting must be adjourned. The quorum requirement is reduced to one-quarter of the common shares entitled to vote on recommencement of the adjourned meeting.

A simple majority of the common shares entitled to vote and present (including through vote by mail) or represented by proxy is required to pass an ordinary resolution; a two-thirds majority is required to pass a special resolution. Abstention by those present or represented by proxy but not voting is viewed as a vote against the resolution submitted to a vote.

Circumstances under French law that limit a shareholder's right to vote include: (a) common shares held by the Company may not be voted, (b) common shares held by shareholders who paid in-kind for any common shares may not be voted with respect to resolutions relating to the contribution in-kind, and (c) common shares held by parties having an interest in the subject matter of resolutions to be approved by the Company's shareholders and who are members of the Board of Directors may not be voted by such parties in respect of such resolutions.

In addition to rights to certain information regarding the Company, any shareholder may, at any time after a shareholders' meeting has been called, submit to the Board of Directors written questions relating to the agenda for the meeting. The Board of Directors is generally required to respond to such questions during the meeting.

## Dividends

Dividends, if as and when declared, will be distributed to shareholders pro rata according to their respective holdings of common shares. Dividends must be paid within nine months of the end of the Company's fiscal year and are payable to holders of common shares entitled to dividends on the date of payment. Dividends not claimed within five years of the date of payment revert to the French State.

## Changes to Share Capital

The share capital of the Company may be increased only with the approval of the shareholders at a shareholders' meeting.

French law permits different classes of shares. A new class of shares, if so created, could have liquidation, voting and dividend rights different from the common shares. The share capital of the Company can be decreased only with the approval of the shareholders at a shareholders' meeting. The share capital can be reduced either by decreasing the nominal value of the common shares or by reducing the number of outstanding shares. A reduction in the number of outstanding common shares can be effected either by an exchange of common shares or by the repurchase and cancellation by the Company of its shares. The procedures for reduction of capital are different depending on whether the reduction is motivated by losses or for other reasons.

## Redemption and Repurchase of Shares

Pursuant to French company law, the Company may not acquire its own shares except in certain circumstances such as (a) to reduce its share capital under certain circumstances and after the approval of the shareholders entitled to vote at an extraordinary general meeting, (b) to provide common shares for distribution to employees under a profit-sharing or stock option plan, or (c) to regulate, in certain circumstances, the price at which the shares are traded on a stock exchange. The amounts to be repurchased under (b) may not result in the company holding more than 10% of the outstanding common shares. French law provides that when a corporation holds its own shares, such shares become non-voting shares and do not give right to dividends. They also do not grant the corporation a preemptive right if new shares are issued for cash.

## MARKET FOR SECURITIES

The Company's common shares are listed for trading on the NYSE-Euronext Paris exchange under the symbol "EUR". The following table sets out the high and low trading price, and total number of common shares traded, during each month in 2016 on the NYSE-Euronext Paris exchange (in € per share, other than volume figures):

	<u>January</u>	<u>February</u>	<u>March</u>	<u>April</u>	<u>May</u>	<u>June</u>
High:	2.74	3.47	4.00	3.88	3.55	3.79
Low:	2.65	2.65	3.37	3.22	3.08	3.26
Volume:	46,686	232,012	541,485	200,988	101,475	273,659
	<u>July</u>	<u>August</u>	<u>September</u>	<u>October</u>	<u>November</u>	<u>December</u>
High:	3.73	3.85	3.79	3.76	4.20	3.79
Low:	3.36	3.51	3.25	3.43	3.56	3.44
Volume:	125,353	126,023	145,314	71,624	338,495	68,989

## TRANSFER AGENT AND REGISTRAR

Up until February 27, 2017, the Company's transfer agent was BNP Paribas Securities Services S.A. Paris, France. Starting February 27, 2017, Société Générale Securities Services became the Company's transfer agent. TSX Trust Services at its principal offices in Toronto, Ontario, serves as sub-transfer agent.

## **MATERIAL CONTRACTS**

The following is a description of the contracts, other than contracts entered into in the ordinary course of business of the Company, that are material to the Company and that were entered into in the year ended December 31, 2016 or which were entered into after January 1, 2002 and which are still in effect:

- Offer to Acquire the Rosebel Royalty made by the Company to, and accepted by, Golden Star dated September 30, 2004 (as amended). See “Description of the Company’s Business – Rosebel Royalty – Economic Terms of the Rosebel Royalty”; and
- Support Services Agreement made effective as of and from November 10, 2015 between the Company and IAMGOLD. Refer to “Other Information Regarding the Company’s Business – Employees and Support Services Agreement”.

## **INTERESTS OF EXPERTS**

PricewaterhouseCoopers Audit, Paris, France is the Company’s auditor in 2016. Dr. G. Voicu, PhD, P.Geo. of Rosebel Gold Mines N.V. prepared the Rosebel Report referred to herein and filed with the Canadian securities regulators under applicable law.

To the knowledge of the Company, none of PricewaterhouseCoopers Audit or Dr. G. Voicu, and none of the partners or employees of PricewaterhouseCoopers Audit who are a “designated professional” of such firm, hold any registered or beneficial interest, directly or indirectly, in any securities or other property of the Company. Rosebel Gold Mines N.V. is an affiliate of the Company by virtue of it being a wholly owned indirect subsidiary of IAMGOLD, the Company’s controlling shareholder.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional financial information is provided in the Company’s audited financial statements and management’s discussion and analysis for the year ended December 31, 2016.

Additional information, including principal holders of the Company’s securities, executive compensation and loans to directors, executive officers and senior officers is contained in the Company’s Information Circular dated April 25, 2016 prepared for the purposes of the Company’s May 25, 2016 Annual Ordinary General Meeting of Shareholders. Additional financial information is provided in the Company’s comparative financial statements and management’s discussion and analysis for its most recently completed fiscal period.

## Appendix

### THE AUDIT AND CORPORATE GOVERNANCE COMMITTEE

#### I. PURPOSE OF THE AUDIT AND CORPORATE GOVERNANCE COMMITTEE

The purpose of the Audit and Corporate Governance Committee (“the Committee”) is to assist the directors in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to shareholders and others, identifying and monitoring the management of the principal risks that could impact the financial reports of the Company, reviewing the systems of corporate controls which management and directors have established and monitoring auditor independence and the audit process. The Committee also provides an avenue of communication among the external auditor, management and the directors. The Committee is also responsible for developing and monitoring the Company’s overall approach to corporate governance, and matters relating to the selection and appointment of directors and the monitoring of director performance.

More specifically the purpose of the Committee is to satisfy itself that:

- A. The Company’s annual financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company and to recommend to the Board whether the annual financial statements should be approved.
- B. The financial information contained in the Company’s quarterly financial statements and report, Annual Report to shareholders and other financial publications such as Management’s Discussion and Analysis, the Annual Information Form and information contained in any other material disclosure document is complete and accurate in all material respects and to recommend to the Board whether these materials should be approved.
- C. The Company has appropriate systems of internal control, safeguarding of assets and financial reporting to ensure compliance with legal and regulatory requirements. This would include appropriate disclosure controls and procedures that enable financial information to be recorded, processed, summarized, and reported within the time periods required by law.
- D. The external auditor is independent and qualified and the external audit function has been effectively carried out and any matter which the external auditors wish to bring to the attention of the Board has been addressed. The Committee will also recommend to the Board the re- appointment or appointment of auditors and their remuneration.
- E. The Company’s approach to corporate governance is consistent with “best practices” in the context of the scope of the Company’s stage of development and its business activities.
- F. The Company identifies suitable persons for election and re-election as directors, given the mix of skills and experience of the directors and the Company’s requirements in the context of the scope of the Company’s stage of development and its business activities, and that the performance of individual directors is monitored and reviewed from time to time and that appropriate continuing education opportunities are provided to individual directors as may be required.

#### II. COMPOSITION AND TERMS OF OFFICE

- A. Following each annual meeting of shareholders of the Company, the Board shall appoint not less than three directors to serve on the Committee, each of whom shall be an outside director who is unrelated and free from any relationship that would interfere with the exercise of his or her independent judgment and who shall otherwise meet all applicable independence and other requirements of law.
- B. All members shall be financially literate, defined as being able to read and understand basic financial statements (or as otherwise defined by applicable legislation), and at least one member shall have accounting or related financial management expertise or, if required by applicable legislation, shall be a financial expert.
- C. The Committee Chair shall be appointed by the Board.
- D. The Committee Chair shall:
  - (1) provide leadership to the Committee by reinforcing and monitoring the achievement of the Committee’s objectives;
  - (2) coordinate the agenda, information packages and related events for Committee meetings with the Directeur-Général;
  - (3) chair Committee meetings; and
  - (4) liaise with external auditors to ensure changing standards of financial reporting and disclosures are addressed in a timely manner.



- E. Any member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member shall hold office until the close of the next annual meeting of shareholders of the Company or until the member resigns or is replaced, whichever occurs first.
- F. The Committee will meet at least four times per year. The meetings will be scheduled to permit timely review of the interim and annual financial statements. Additional meetings may be held as deemed necessary by the Chair of the Committee or as requested by any member or by the external auditors.
- G. The Committee will meet periodically with management and the external auditors in separate sessions.
- H. The minutes of all meetings of the Committee will be provided to the Board.
- I. Supporting schedules and information reviewed by the Committee will be available for examination by any director upon requests to the Chair of the Committee.
- J. The external auditors shall be given notice of, and have the right to appear before and to be heard at, every meeting of the Committee, and shall appear before the Committee when requested to do so by the Committee.

### **III. AUTHORITY AND RESPONSIBILITIES**

#### **A. Audit Committee Terms of Reference**

The Committee shall review and assess the adequacy of its terms of reference at least annually and submit its terms of reference to the Board for approval.

#### **B. Financial Reporting Control Systems**

The Committee shall:

- (1) review reports from senior officers outlining any significant changes in financial risks facing the Company;
- (2) review the management letter of the external auditors and the Company's responses to suggestions made;
- (3) review any new appointments to senior positions with financial reporting responsibilities, encompassing the positions the Directeur-Général and any other such officer(s), and pre-approve the hiring to a financial reporting oversight role of any person who had been employed by the Company's external auditors within one year prior to the commencement of procedures for the current audit engagement; and
- (4) annually, as at the end of the Company's fiscal year, in consultation with management and external auditors, evaluate the Company's internal controls and procedures for financial reporting, discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures, and review significant findings prepared by the external auditors together with management's responses.

#### **C. Interim Financial Statements**

The Committee shall:

- (1) review interim financial statements with Company officers prior to their release and recommend their approval to the Board; this will include a detailed review of quarterly and year-to-date results and Management's Discussion and Analysis;
- (2) review narrative comment and associated press releases, and accompanying interim financial statements; and
- (3) review prior to its release the Report to Shareholders that forms part of the quarterly and annual reporting of the Company.

D. Annual Financial Statements and Other Financial Information

The Committee shall:

- (1) review any changes in accounting policies or financial reporting requirements that may affect the current year's financial statements;
- (2) obtain summaries of significant issues regarding accounting principles, practices and significant management estimates and judgments, and other potentially difficult matters whose treatment in the annual financial statements merits advance consideration;
- (3) obtain draft annual financial statements in advance of the Committee meeting and assess, on a preliminary basis, the reasonableness of the financial statements in light of analysis provided by Company officers;
- (4) review and discuss reports from external auditors on:
  - a. all critical accounting policies and practices to be used;
  - b. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosure and treatments, and the treatment preferred by the independent external auditor;
  - c. other material written communications between the independent external auditor and management, such as any management letter or schedule of unadjusted differences;
  - d. the external auditor's attestation of management's internal control report required by applicable law; and
  - e. legal letters received from the Company's Counsel in connection with the annual audit of the Company.
- (5) review disclosures made to the Committee by the Directeur-Général during their certification process for any statutory documents about any significant deficiencies in the design or operation of internal controls or material weakness therein and any fraud involving management or other employees who have a significant role in the Company's internal controls;
- (6) review with the management the internal control report required to be included in any statutory document;
- (7) review and investigate complaints and confidential submissions to the Company or the Committee regarding internal controls or questionable account or auditing matters;
- (8) review a summary provided by the Company's legal counsel of the status of any material pending or threatened litigation, claims and assessments;
- (9) discuss the annual financial statements and the auditors' report thereon in detail with the Company's officers and auditors;
- (10) review the Annual Report and other annual public information documents including the Annual Information Form and Management's Discussion and Analysis;
- (11) provide to the Board a recommendation as to whether the annual financial statements should be approved;
- (12) review the Company's various sources of risk and management's plans to mitigate such risk including insurance, hedging, etc.; and
- (13) review the actuarial finding status of the pension plans managed by the Company.

E. External Audit Terms of Reference, Reports, Planning and Appointment

The external auditor shall report directly to the Committee. The Committee shall:

- (1) review the audit plan with the external auditors;
- (2) annually review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors independence;
- (3) discuss with the external auditors, without management present, matters affecting the

conduct of their audit and other corporate matters;

- (4) recommend to the Board of Directors each year the retention or replacement of the external auditors; if there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;
- (5) annually review and recommend for approval to the Board the terms of engagement and the remuneration of the external auditor;
- (6) pre-approve all non-audit services to be performed by the external auditors that are not prohibited by law (unless not required by applicable law); and
- (7) ensure the rotation of the lead or coordinating audit partner having primary responsibility for the audit as required by law.

F. Legal Compliance

The Committee shall:

- (1) review legal matters with the Company's legal counsel; and
- (2) establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

G. Material Disclosure Documents

The Committee shall review the contents of any financial information within any prospectus, information circular or other material disclosure documents prior to their release and recommend their approval to the Board.

- H. The Committee shall review a summary, at least annually, of professional fees paid or payable in respect of accounting, tax, or legal matters.

**IV. ACCOUNTABILITY**

- A. The Committee shall report to the directors at their next regular meeting all such action it has taken since the previous report.
- B. The Committee is empowered to investigate any activity of the Company and all employees are to cooperate as requested by the Committee. The Committee may retain and compensate persons having special expertise to assist it in fulfilling its responsibilities and the Company/Company shall provide sufficient funding for this purpose.
- C. The Committee is authorized to request the presence of, at any meeting, a representative from external auditors, senior management, legal counsel, or anyone else who could contribute substantively to the subject of the meeting.