



**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING
AND
INFORMATION CIRCULAR**

**FOR THE
ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD
TUESDAY, OCTOBER 11, 2016
10:00 A.M. (PACIFIC)
SUITE 2080-777 HORNBY STREET
VANCOUVER, BC, CANADA**



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INFORMATION CIRCULAR

(containing information as at September 11, 2016 unless indicated otherwise)

For the Annual and Special General Meeting to be held on Tuesday October 11, 2016

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of ASTUR GOLD CORP. (the "Company"), for use at the Annual and Special General Meeting (the "Meeting"), of the Shareholders of the Company, to be held on Tuesday, the 11th day of October, 2016, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The enclosed Instrument of Proxy is solicited by management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX AT 1-866-249-7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.

The Instrument of Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a Corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought

before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than one-half of the votes cast will be required (an "Ordinary Resolution") unless the motion requires a Special Resolution, in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares ("Common Shares") held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this information circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Common Shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("Broadridge"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Common Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of Common Shares without par value. As at September 6, 2016 (the "Record Date"), the Company has 48,223,677 Common Shares issued and outstanding, each share carrying the right to one vote. Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting or adjournment thereof.

To the knowledge of the directors and senior officers of the Company, as of the Record Date, there are no persons or corporations who beneficially own, or control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

EXECUTIVE COMPENSATION

Definitions: For the purpose of this Information Circular:

"**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**COO**" means an individual who acted as chief operating officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 Share-based Payment;

"**grant date**" means a date determined for financial statement reporting purposes under IFRS 2 Share-based Payment;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"**NI 52-107**" means National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

STATEMENT OF EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had two "NEOs" during the financial year ended December 31, 2015, namely Mr. Douglas Turnbull, CEO and Mr. Nick DeMare, CFO.

CURRENCY

All currency amounts in this Information Circular are in Canadian currency unless otherwise stated.

COMPENSATION DISCUSSION AND ANALYSIS

The Company's Board of Directors is responsible for adopting appropriate procedures with respect to the compensation of the Company's executive officers. The Board of Directors aims to ensure that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

The Board of Directors is also responsible for recommending compensation for the directors and granting stock options to the directors, officers and employees of, and consultants to, the Company pursuant to the Company's share option plan.

Philosophy

The philosophy of the Company in determining compensation is that the compensation should (i) reflect the Company's current state of development, (ii) reflect the Company's performance, (iii) reflect individual performance, (iv) align the interests of executives with those of the shareholders, (v) assist the Company in retaining key individuals, and (vi) reflect the Company's overall financial status.

Compensation Components

The compensation of the NEOs comprises primarily (i) base salary; and (ii) long-term incentive in the form of stock options granted in accordance with the share option plan.

In establishing levels of compensation the Board of Directors relies on the experience of its members as officers and directors of other reporting issuers in assessing compensation levels taking into account the stage of development of the Company, the size of the Company's assets, available capital, revenues, as well as the particular officer's level of responsibility, duties, amount of time dedicated to the affairs of the Company and contribution to the Company's long term success. These other companies are identified in Schedule "B" of this Circular. The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to other reporting issuers;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards.

To date, no specific formulas have been developed to assign a specific weighting to each of these components. Instead, the independent directors consider the Company's performance and determine compensation based on this assessment.

The Board of Directors has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors do not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Base Salary

The Board of Directors approve the salary ranges for the NEOs. The base salary review for each NEO is based on assessment of factors such as current competitive market conditions and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Board, using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all executive and employee compensation levels.

Option Based Awards

The Company has in effect a stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers and senior management personnel and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company currently has no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value.

All option grants are approved by the Board of Directors. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution will be key to the Company's long-term success. Previous grants of stock options are taken into account when considering new grants.

In addition to recommending the number of options to be granted pursuant to the methodology outlined above, the Board of Directors also makes the following determinations:

- the recommended exercise price for each option granted;
- the date on which each option is granted;
- the vesting terms for each option; and
- the other material terms and conditions of each option grant.

The Board makes these determinations subject to, and in accordance with, the provision of the Stock Option Plan.

Use of Financial Instruments

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Compensation Governance

The Company has not established a formal Compensation Committee.

COMPENSATION

The following table summarizes the compensation paid to the NEOs of the Company for the financial years ended December 31, 2015, December 31, 2014 and November 30, 2013.

Summary Compensation Table

NEO Name and principal position	Financial Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-term incentive plans (\$)			
Douglas Turnbull ⁽¹⁾ CEO and President	2015	Nil	Nil	Nil	Nil	Nil	Nil	240,000	240,000
	2014	Nil	Nil	Nil	Nil	Nil	Nil	5,000	5,000
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nick DeMare ⁽²⁾ CFO	2015	Nil	Nil	Nil	Nil	Nil	Nil	30,000	30,000
	2014	Nil	Nil	11,088	Nil	Nil	Nil	30,000 ⁽³⁾	41,088
	2013	Nil	Nil	Nil	Nil	Nil	Nil	33,412 ⁽³⁾	33,412
Cary Pinkowski ⁽¹⁾ Former CEO	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	55,441	Nil	Nil	Nil	240,000 ⁽⁴⁾	295,441
	2013	Nil	Nil	Nil	Nil	Nil	Nil	215,000 ⁽⁴⁾	215,000
Michael Surratt ⁽⁵⁾ Former COO	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	55,441	Nil	Nil	Nil	170,227 ⁽⁶⁾	225,668
	2013	Nil	Nil	399,525	Nil	Nil	Nil	155,379 ⁽⁶⁾	554,904

NOTES:

- (1) On December 29, 2014 Mr. Turnbull was appointed as the new President and CEO of the Company following Mr. Pinkowski's resignation as President and CEO. On August 9, 2016, subsequent to the year ended December 31, 2015, Mr. Turnbull resigned as the President and CEO and as a director of the Company and Mr. Brian Wesson was appointed as President, CEO and a director.
- (2) On August 9, 2016, subsequent to the year ended December 31, 2015, Mr. Turnbull resigned as the President and CEO and as a director of the Company and Mr. Brian Wesson was appointed as President, CEO and a director.
- (3) This amount was paid to Chase Management Ltd., a private consulting company controlled by Mr. Demare.
- (4) This amount was paid to CP Capital Group Ltd., a company controlled by Mr. Pinkowski.
- (5) Mr. Surratt resigned as COO and a director on December 2, 2014.
- (6) This amount was paid to Mine Management Solutions Ltd., a private consulting company controlled by Mr. Surratt.

INCENTIVE PLAN AWARDS

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the NEOs and which were outstanding at December 31, 2015

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)(1)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Douglas Turnbull	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nick DeMare	80,000	0.40	Jun. 2/17	Nil	Nil	Nil	Nil
Cary Pinkowski	400,000	0.40	Jun. 2/17	Nil	Nil	Nil	Nil
Michael Surratt	400,000	0.40	Jun. 2/17	Nil	Nil	Nil	Nil
	400,000	0.80	Jan. 24/18	Nil	Nil	Nil	Nil

INCENTIVE PLAN AWARDS

At December 31, 2015, the following stock options or share-based awards were held by directors who are not NEOs.

Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Patrick Moore	50,000	0.40	Jun. 2/17	Nil	Nil	Nil	Nil
	200,000	0.80	Mar. 19/18	Nil	Nil	Nil	Nil
Ignacio Garcia Matos	250,000	0.40	Jun. 2/17	Nil	Nil	Nil	Nil

NOTE:

- (1) Based on the difference between the exercise price of the options and the closing price of the Company's Common Shares on the TSX Venture Exchange on December 31, 2014 of \$0.01.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards were granted to any directors during the year ended December 31, 2015.

MANAGEMENT CONTRACTS

Management functions of the Company were not to any substantive degree performed other than by directors or executive officers of the Company during the financial year ended December 31, 2015.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2015:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾ (c)
Equity compensation plans approved by security holders	3,335,000	\$0.54	343,076
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	3,335,000	\$0.54	343,076

NOTE:

- (1) Based upon the Company having 36,780,761 common shares issued and outstanding as at December 31, 2015. The Company currently has in place a "rolling" stock option plan whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. See "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" for further particulars of the stock option plan.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the last fiscal year of the Company, none of the executive officers, directors or employees or any former executive officers, directors or employees of the Company or any proposed nominee for election as a director of the Company or any of their respective associates is or has been indebted to the Company or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) the associates or affiliates of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2015, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) the associates or affiliates of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the period ended December 31, 2015 (the "Financial Statements"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with Management Discussion and Analysis for the financial year ended December 31, 2015 are available on SEDAR at www.sedar.com. The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 510 Burrard Street, 2nd floor, Vancouver, British Columbia, V6C 3B9, or from the Company's head office located at Suite 545-999 Canada Place, Vancouver, British Columbia, V6C 3E1.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the financial statements.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at four (4). Although Management is nominating four (4) individuals to stand for election, the names of further nominees for Directors may come from the floor at the Meeting.

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders unless his successor is duly elected or until his resignation as a Director.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by Management for election as a Director, the province or state and country in which each of them is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each of them has been a Director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected Director and the number of Common Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. All four nominees are currently directors of the Company.

The nominees for the office of Director and information concerning them as furnished by the individual nominees are as follows:

Name, Province and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation ⁽¹⁾	Date First Became a Director	No. of Shares Beneficially Owned, Directly or Indirectly ⁽²⁾
Brian Wesson, New South Wales, Australia, President, CEO and Director ⁽³⁾	Executive Chairman of Lionsbridge Capital Pty Ltd. and Westech International Pty Ltd. (private consulting services companies); Managing Director and CEO of KBL Mining Ltd. (ASX listed exploration company) from July 2014 to January 2016; President and CEO of Woulfe Mining Corp. (TSXV listed exploration company) from December 2009 to February 2013	August 9, 2016	Nil
Clyde Wesson, New South Wales, Australia, Director ⁽³⁾	CEO and Executive Director of Lionsbridge Capital Pty Ltd. (private consulting services company) from 2010 to Present	August 9, 2016	Nil
Mark Gelmon, British Columbia, Canada, Director and CFO ⁽³⁾	Chartered Professional Accountant, iO Corporate Services Ltd.	August 9, 2016	Nil

Name, Province and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation ⁽¹⁾	Date First Became a Director	No. of Shares Beneficially Owned, Directly or Indirectly ⁽²⁾
Christopher Towsey, Queensland, Australia, Director	Managing Director of Pathfinder Exploration Pty Ltd. (a private geological consulting company) from September 1987 to Present; Executive Director and Chief Scientist of Citigold Corporation Limited (ASX listed exploration company) from April 2014 to June 2016; Group Manager and Site Senior Executive for QCoal Pty Ltd., (a private exploration and mining company)	Proposed	Nil

NOTES:

- (1) Unless otherwise stated above, all nominees have held the principal occupation or employment indicated for the past five years.
- (2) Based on information provided by the directors themselves.
- (3) Members of the Audit Committee.

CEASE TRADE ORDERS, CORPORATE AND PERSONAL BANKRUPTCIES, PENALTIES AND SANCTIONS

No proposed director (including any personal holding company of a proposed director):

- (1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade 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 (collectively an "order"), that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer;
 - (b) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) has been subject to:
 - (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority

since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or

- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter and the disclosure required by Form 52-110F2 is attached hereto as Schedule "A". The Audit Committee monitors the integrity of internal controls and monitors the business conduct of the Company. The committee reviews matters on a quarterly basis, relating to the financial position of the Company in order to provide reasonable assurances that the Company is in compliance with applicable laws and regulations, is conducting its affairs ethically and that effective internal controls and information systems are maintained.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 Disclosure of Corporate Governance Practices is attached to this information circular as Schedule "B".

APPOINTMENT AND REMUNERATION OF AUDITORS

Shareholders will be asked to approve the re-appointment of Davidson & Company LLP, Chartered Accountants, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6, as the auditor of the Company to hold office until the next Annual General Meeting of the Shareholders at remuneration to be fixed by the Board of Directors.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Ratification of Stock Option Plan

Currently, the Company has a stock option plan as amended effective April 17, 2009 (the "Stock Option Plan"). The policies of the TSX Venture Exchange (the "Exchange") require the annual approval of the Stock Option Plan by the shareholders of the Company.

Some of the key provisions of the Stock Option Plan are as follows:

- (a) the Stock Option Plan reserves a rolling maximum of 10% of the issued Common Shares of the Company at the time of a stock option grant, with vesting provisions to be determined by the Company's board of directors;
- (b) no more than 5% of the Common Shares outstanding at the time of grant may be reserved for issuance to any one individual in any 12 month period;
- (c) no more than 2% of the Common Shares outstanding at the time of grant may be reserved for issuance to any Consultant in any 12 month period;
- (d) no more than an aggregate of 2% of the Common Shares outstanding at the time of grant may be reserved for issuance to any Employee conducting Investor Relations Activities in any 12 month period;
- (e) options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any 3 month period;
- (f) without disinterested shareholder approval, the number of Common Shares that may be reserved for issuance to the insiders of the Company: (i) at the time of grant; or (ii) within a one year period; may not exceed 10% of the outstanding Common Shares calculated at the time of the grant;

- (g) the minimum exercise price of a stock option cannot be less than the Market Price of the Common Shares, less the maximum discount permitted by the policies of the Exchange;
- (h) disinterested shareholder approval must be obtained to reduce the exercise price of an option granted to a person who was an insider at the time of grant or is an insider at the time of amendment;
- (i) options may have a maximum exercise period of ten years if the Company is a TSX Venture Exchange or Toronto Stock Exchange listed company;
- (j) options are non-assignable and non-transferable; and
- (k) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares.

"Consultant", "Employee", "Investor Relations Activities" and "Market Price" all have the same definition as in the policies of the Exchange.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting in person or by proxy must be voted in favour of the resolution. The persons named in the enclosed Proxy intend to vote for such resolution.

"BE IT RESOLVED THAT the Company's Stock Option Plan as amended effective April 17, 2009, be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable."

A copy of the Stock Option Plan is available for shareholders to review at the office of the Company, Suite 545-999 Canada Place, Vancouver, BC, until the date of the Meeting and will be available at the Meeting itself.

Amendment to the Corporation's Articles

The board of directors proposes to amend the Company's current articles to allow the Corporation's board of directors to complete certain alterations to the Company's share structure in order to allow such matters to be completed more efficiently, as well as certain other amendments designed to assist the board of directors in conducting meetings and other changes to the articles considered to be beneficial to shareholders. Shareholders of the Corporation will be asked to consider and, if thought fit, pass a special resolution, with or without variation, to amend the Corporation's current Articles, the text of which will be in substantially the form as follows, subject to changes in form as may be required by the Registrar of Companies, in order:

"RESOLVED, as a special resolution, that the Articles of the Corporation be altered by:

1. amending and restating Sections 9.1, 9.2, 9.3 and 9.4 of the Articles to read as follows:

"9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the Act, the Company may by ordinary resolution or with the approval of its board of directors via a consent resolution or a duly constituted meeting:

- (a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;

- (d) if the Company is authorized to issue shares of a class of shares with par value:
 - (i) decrease the par value of those shares; or
 - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- (e) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (f) alter the identifying name of any of its shares; or
- (g) otherwise alter its shares or authorized share structure when required or permitted to do so by the Act. “

9.2 Special Rights and Restrictions

Subject to the Act and in particular those provisions relating to the rights of holders of outstanding shares to vote if their rights are prejudiced or interfered with, the Company may by ordinary resolution or with the approval of its board of directors via a consent resolution or a duly constituted meeting:

- (1) create special rights or restrictions for, and attach those special rights and restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by directors’ resolution or ordinary resolution authorize an alteration of its Notice of Articles in order to change its name.

9.4 Other Alterations

If the Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by directors resolution alter these Articles.”

- 2. adding Section 10.10 to Article 10 of the Articles as follows:

“10.10 Meetings by Telephone or Other Communications Medium

A shareholder may participate in a meeting of the shareholders in person or by telephone, if all shareholders participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all shareholders who wish to participate in the meeting agree to such participation. A shareholder who participates in a meeting in a manner contemplated by this Article 10.9 is deemed for all purposes of the Act and these Articles to be present at the meeting and to have agreed to participate in that manner.

- 3. the directors of the Company be permitted to complete minor amendments to the Articles to ensure consistency of language and correct typographical and formatting errors.
- 4. the directors of the Company may, in their sole and absolute discretion, elect not to implement amendment to the Articles without further approval or authorization from the shareholders of the Company; and

5. any director or officer of the Company be authorized or directed for and on behalf and in the name of the Company to execute, deliver and, where necessary, any documentation required for the purpose of giving effect to these resolutions.”

The full text of the new Articles is available for review by any Shareholder at the Company’s registered and records offices at 2080 – 777 Hornby Street, Vancouver, British Columbia.

Management of the Company recommends that shareholders vote in favour of the foregoing resolutions, and the persons named in the enclosed Proxy intend to vote for the approval of the foregoing resolutions at the Meeting unless otherwise directed by the shareholders appointing them.

Approval of Services Agreement

Summary

As announced by the Company on July 12, 2016, the Company entered into a services agreement dated July 11, 2016 (the “**Services Agreement**”) with Lionsbridge Capital Pty Ltd. (“**Lionsbridge**”) and Westech International Pty Ltd. (“**Westech**”) pursuant to which Lionsbridge will provide the Company with corporate management services. Westech will, subject to independent director approvals, provide the Company with technical services to progress the Salave project. The Services Agreement is subject to acceptance for filing by the TSX Venture Exchange (the “**TSXV**”).

The Services Agreement provided for the resignation of all then existing directors and management in favor of appointee selected by Lionsbridge as follows: (i) Brian Wesson was appointed as President, Chief Executive Officer and a director, (ii) Mark Gelmon was appointed as Chief Financial Officer and a director, (iii) Marion McGrath was appointed as Corporate Secretary and (iv) Clyde Wesson was appointed as a director of the Company, which appointments were made effective on August 9, 2016.

The Services Agreement has a three year term under which Lionsbridge has agreed to provide management services to the Company, including c-suite management and administrative staff and access to the companies’ skill base, equipment purchase ability, IP and databases during the term of the Services Agreement, in consideration of the sum of US\$75,000 per month. Lionsbridge has also agreed to arrange for access to personnel of Westech to provide technical services to the Company on a contract basis where required from time to time.

In addition to the fixed fee due pursuant to the Services Agreement, the Company has agreed to grant to Lionsbridge an aggregate of 60 million stock options in the allocations and on the achievement of the following milestones:

- (a) 10,000,000 options to be granted on the receipt of a positive decision on an environmental impact assessment from the Commission of Environmental Affairs of the Principality of Asturias, Spain for the development of the Company’s Salave project;
- (b) 10,000,000 options to be granted on the completion of a bankable feasibility study for the Salave project and receipt of necessary permits and licenses to bring the mine into commercial production;
- (c) 10,000,000 options to be granted on the completion of project financing for the Salave project of at least US\$50.0 million; and
- (d) 30,000,000 options to be granted on the first sale of gold concentrate from the Salave project.

All such options will be subject to the Company’s stock option plan in place at the time of such grants and the policies of the TSX-V, including the prior approval of the Company’s shareholders if required. To the extent that a portion of such options are unavailable or otherwise not permitted to be granted at the time of the milestones above, the allocation will be reduced accordingly and any balance due would be granted at a later time when available. The exercise price of such options will be the market price of the common shares of the Company at the time of grant.

Pursuant to the Services Agreement, Lionsbridge is also entitled to a finder’s fee for arranging sufficient financing for the Company to a repayment of debt owed to RMB Australia Holdings Limited (“**RMB**”), being a minimum of US\$3.5 million (the “**Financing**”). The fee shall be paid in common shares of the Company equivalent to 12.5% of the gross proceeds raised by Lionsbridge (the “**Finder’s Fee**”). To the extent that any other finder is to be paid an equity fee in

association with such financings, the Finder's Fee would be reduced accordingly. The deemed value of the common shares issuable as the Finder's Fee will be determined in accordance with the policies of the TSXV.

The Services Agreement may be terminated without further payment of liability to the Company (i) in the event of a breach by Lionsbridge or Westech of a material term of the Services Agreement or a material breach in the laws of any jurisdiction in which the Company conducts business, or (ii) if the Financing is not completed before the expiry of the exclusivity period in the option letter dated June 8, 2016 between the Company, Lionsbridge and RMB, also as announced on July 12, 2016, which exclusivity period currently expires on October 8, 2016. The Company may also terminate the Services Agreement for any other reason, other than those described above, provided that the Company shall pay to Lionsbridge a lump sum payment equivalent to 18 months of the fixed fee. Lionsbridge may terminate the Services Agreement by providing not less than three months' notice to the Company.

A copy of the Services Agreement may be inspected without charge at Company's head office at Suite 545 999 Canada Place, Vancouver, British Columbia during normal business hours until the Closing Date and for a period of 30 days thereafter.

While the Company has given effect to the management and director changes as contemplated by the Services Agreement, the Company has not commenced payment of the fixed fee thereunder. Such fee is currently being accrued by Lionsbridge pending the receipt of shareholder approval. In the event shareholder approval is not obtained within six months of August 9, 2016, the Services Agreement will be terminated, all Lionsbridge appointed directors and officers will resign and all accrued fees thereunder will be forgiven.

Shareholder Approval Requirements

The Services Agreement, including the payment of finders fees and grant of options thereunder, is subject to the acceptance for filing by the TSX-V. As a condition of its final approval for the Services Agreement, TSX-V requires disinterested securityholder approval be obtained.

In this case, the disinterested shareholders include all shareholders of the Company other than Lionsbridge and its associates and affiliates (the "**Excluded Persons**"). As a consequence, any shares held by the Excluded Persons are required to be excluded from the voting on the resolution(s) to be put to the shareholders at the Meeting as detailed below.

Lionsbridge currently holds directly no common shares of the Company. No affiliates or associates of Lionsbridge, including Westech or Brian Wesson or Clyde Wesson, hold any common shares of the Company. Therefore, no common shares will not be entitled to vote in respect of the resolution(s) relating to the Services Agreement.

Services Agreement Resolutions

The Company will, at the Meeting, be asking disinterested shareholders (excluding the Excluded Persons as noted above) to approve the Services Agreement, by considering and, if thought fit, passing a resolution in substantially the following form:

"**BE IT RESOLVED**, as an ordinary resolution that:

1. The Services Agreement, and the transactions contemplated thereby, be and are hereby approved.
2. Notwithstanding that these resolutions have been passed by the shareholders of the Company, the directors of the Company are authorized not to proceed with the Services Agreement at any time prior to the completion thereof without the further approval of the shareholders of the Company.
3. Any director or officer of the Company be and each of them is hereby authorized, for and on behalf of the Company, to do such things and to sign, execute and deliver all such documents that such director or officer may, in their discretion, determine to be necessary or useful in order to give full effect to the intent and purpose of this resolution."

As the Services Agreement is intended to improve the Company and make it more desirable for future investment and development, **the Board recommends that the shareholders vote FOR the foregoing resolution. Unless directed**

otherwise, the persons set forth in the enclosed form of proxy, if named as proxy, intend to vote the Common Shares represented by such proxy FOR the above resolution.

OTHER MATTERS

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting; the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at Suite 545-999 Canada Place, Vancouver, British Columbia V6C 3E1 Tel: (604) 684-6264 and such documents will be sent by mail or electronically by email as may be specified at the time of the request. Financial information is provided in the Company's comparative Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2015.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, this 11th day of September, 2016.

On behalf of the Board,

"Brian Wesson"

Brian Wesson
President, CEO and Director

Schedule "A"
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: AUDIT COMMITTEE CHARTER

MANDATE

The primary function of the audit committee (the "Committee") of Astur Gold Corp. (the "Company") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.

Review and appraise the performance of the Company's external auditors (the "Auditor").

Provide an open avenue of communication among the Company's auditors, management and the Board of Directors.

COMPOSITION, PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be executive officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means the ability to read and understand a set of 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.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.
2. Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
3. Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.
4. Require the Auditor to report directly to the Committee.
5. Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
6. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
7. Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
8. Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment and the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.
9. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.
10. Review with management and the Auditor the audit plan for the annual financial statements.
11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (a) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;

- (b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (c) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

12. In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
13. Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
14. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.
15. Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.
16. Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.
17. Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
18. Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
19. Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.
20. Maintain, review and update the procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, as set forth in Annex A attached to this Charter.
21. Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
22. Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.
23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized to:

- to seek any information it requires from any employee of the Company in order to perform its duties;
- to engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- to set and pay compensation for any advisors engaged by the Committee; and
- to communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the audit committee (the "Committee") are Brian Wesson, Clyde Wesson and Mark Gelmon. Brian Wesson is the President and Chief Executive Officer of the Company, Clyde Wesson is the Chief Operating Officer of the Company and Mark Gelmon is the Chief Financial Officer of the Company and all are not considered to be independent for the purposes of National Instrument 52-110 (the "Instrument"). All committee members are "financially literate" as such term is defined in the Instrument.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

Brian Wesson is an Engineer with 30 years' experience, an MBA and is a Fellow of the Australian Institute of Mining and Metallurgy and the Australian Institute of Corporation Directors. Mr. Wesson has extensive experience in the operation, design and construction of mines and process plants and has served as a director and senior officer for publicly listed companies in Canada and Australia.

Clyde Wesson holds bachelor degrees in both Law and Commerce (BCom, LLB). He is currently completing both a Masters of Law (LLM) from Melbourne University and finalising requirements leading to admittance as a solicitor in the Supreme Court of NSW. Clyde Wesson has extensive experience in corporate finance, structuring transactions and drafting, negotiating and executing commercial agreements. Clyde has significant experience in all facets of corporate management. Clyde is a member of both the Australian Institute of Company Directors and the Law Society of NSW.

Mark Gelmon is a Chartered Professional Accountant and a member of the Institute of Chartered Professional Accountants of B.C. Mr. Gelmon has served as an auditor, director, chief financial officer, corporate controller and accountant for several public and private companies.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Company's Board of Directors.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

The Company is relying on the exemption found in Section 6.1.1(6) of the Instrument as vacancies on the audit committee arising from the resignation of an audit committee member have occurred. As a result, the Company has until the later of: (a) the next annual meeting of the venture issuer; (b) the date that is six months from the day the vacancy was created (being August 9, 2016), to rectify the Company's deficiencies in the composition of its audit committee, which is currently not comprised of a majority of independent members. It is anticipated that Mr. Towsey, a proposed director for the Company, will replace Mr. Gelmon on the audit committee following his appointment, if approved, to the board of directors. The Company will diligently seek a further independent board member to replace Mr. Wesson on the audit committee.

ITEM 6: PRE-APPROVAL OF POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate approximate fees charged to the Company by the external auditor in each of the last two fiscal years is as follows:

	2015 \$	2014 \$
Audit fees for the year ended	20,400	33,150
Audit related fees	Nil	Nil
Tax fees ⁽¹⁾	2,750	3,250
All other fees (non-tax)	12,240	Nil
Total Fees:	35,390	36,400

NOTE:

(1) These fees were incurred in respect of preparation and filing of the Company's tax returns.

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

ANNEX A

**PROCEDURES FOR THE SUBMISSION OF
COMPLAINTS AND CONCERNS REGARDING
ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR
AUDITING MATTERS**

1. Astur Gold Corp. (the "Company") has designated its Audit Committee of its Board of Directors (the "Committee") to be responsible for administering these procedures for the receipt, retention, and treatment of complaints received by the Company or the Committee directly regarding accounting, internal accounting controls, or auditing matters.
2. Any employee of the Company may on a confidential and anonymous basis submit concerns regarding questionable accounting controls or auditing matters to the Committee by setting forth such concerns in a letter addressed directly to the Committee with a legend on the envelope such as "Confidential" or "To be opened by Committee only". If an employee would like to discuss the matter directly with a member of the Committee, the employee should include a return telephone number in his or her submission to the Committee at which he or she can be contacted. All submissions by letter to the Committee can be sent to:

ASTUR GOLD CORP.
Suite 545-999 Canada Place
Vancouver, BC V6C 3E1

3. Any complaints received by the Company that are submitted as set forth herein will be forwarded directly to the Committee and will be treated as confidential if so indicated.
4. At each meeting of the Committee, or any special meetings called by the Chairperson of the Committee, the members of the Committee will review and consider any complaints or concerns submitted by employees as set forth herein and take any action it deems necessary in order to respond thereto.
5. All complaints and concerns submitted as set forth herein will be retained by the Committee for a period of seven (7) years.

Schedule "B"

**ASTUR GOLD CORP.
CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1: BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Mr. Brian Wesson is the Chief Executive Officer of the Company and is therefore not "independent".

Mr. Clyde Wesson is the Chief Operating Officer of the Company and is therefore not "independent". .

Mr. Mark Gelmon is the Chief Executive Officer of the Company and is therefore not "independent".

Mr. Chris Towsey, a proposed director, will be considered an 'independent director' in that he has no direct or indirect material relationship with the Company.

For purposes of the above a "material relationship" is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Company is actively seeking additional persons to serve as independent board members.

ITEM 2: DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Brian Wesson	N/A
Clyde Wesson	N/A
Mark Gelmon	N/A

ITEM 3: ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

ITEM 4: ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or

transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5: NOMINATION OF DIRECTORS

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

ITEM 6: COMPENSATION

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7: OTHER BOARD COMMITTEES

The Board of Directors has no other committees other than the Audit Committee.

ITEM 8: ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.