Toronto Stock Exchange: ARG

ANNUAL INFORMATION FORM

For the year ended December 31, 2014

Dated: March 27, 2015

PRELIMINARY NOTES

In this Annual Information Form ("AIF"), Amerigo Resources Ltd., together with all companies in which it holds direct and indirect interests, as the context requires, are referred to as the “Company”, and Corporación Nacional del Cobre de Chile and the El Teniente Division are respectively referred to as “Codelco” and “DET”. All information contained in this AIF is as at December 31, 2014, unless otherwise stated.

Financial Statements

This AIF should be read in conjunction with the Company’s consolidated audited financial statements and notes thereto, as well as with management’s discussion and analysis for the year ended December 31, 2014. The financial statements and management’s discussion and analysis are available at www.amerigoresources.com and under the Company’s profile on the SEDAR website at www.sedar.com.

Currency

All sums of money which are referred to in this AIF are expressed in lawful money of the United States of America, unless otherwise specified.

Cautionary Statement Regarding Forward-Looking Statements

This AIF contains contains certain forward-looking information and statements as defined in applicable securities laws (collectively referred to as "forward-looking statements"). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "should", "believe" and similar expressions is intended to identify forward-looking statements. Although the Company believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond the Company’s control, the Company cannot assure that it will achieve or accomplish the expectations, beliefs or projections described in the forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such statements. These forward-looking statements speak only as of the date of this AIF. These forward-looking statements include but are not limited to, statements concerning:

- forecast production and operating costs;
- our strategies and objectives;
- our estimates of the availability and quantity of tailings, and the quality of our mine plan estimates;
- prices and price volatility for copper and other commodities and of materials we use in our operations;
- the demand for and supply of copper and other commodities and materials that we produce, sell and use;
- sensitivity of our financial results and share price to changes in commodity prices;
- our financial resources;
- interest and other expenses;
- domestic and foreign laws affecting our operations;
- our tax position and the tax rates applicable to us;
- decisions regarding the timing and costs of construction and production, and the issuance of the necessary permits and other authorizations required for our expansion projects, including the expansion for the processing of tailings from the Cauquenes deposit;

- our ability to procure or have access to financing and to comply with our loan covenants;
- the production capacity of our operations, our planned production levels and future production;
- potential impact of production and transportation disruptions;
- hazards inherent in the mining industry causing personal injury or loss of life, severe damage to or destruction of property and equipment, pollution or environmental damage, claims by third parties and suspension of operations
- our planned capital expenditures and estimates of asset retirement obligations and other costs related to environmental protection;
- our future capital and production costs, including the costs and potential impact of complying with existing and proposed environmental laws and regulations in the operation and closure of our operations;
- repudiation, nullification, modification or renegotiation of contracts;
- our financial and operating objectives;
- our environmental, health and safety initiatives;
- the outcome of legal proceedings and other disputes in which we may be involved;
- the outcome of negotiations concerning metal sales, treatment charges and royalties;
- our capital expenditures, including the timing and cost of completion of capital projects;
- disruptions to the Company's information technology systems, including those related to cybersecurity;
- our dividend policy; and
- general business and economic conditions.

Inherent in forward-looking statements are risks and uncertainties beyond our ability to predict or control, including risks that may affect our operating or capital plans; risks generally encountered in the permitting and development of mineral projects such as unusual or unexpected geological formations, negotiations with government and other third parties, unanticipated metallurgical difficulties, delays associated with permits, approvals and permit appeals, ground control problems, adverse weather conditions, process upsets and equipment malfunctions; risks associated with labour disturbances and availability of skilled labour and management; fluctuations in the market prices of our principal commodities, which are cyclical and subject to substantial price fluctuations; risks created through competition for mining projects and properties; risks associated with lack of access to markets; risks associated with availability of and our ability to obtain both tailings from DET's current production and historic tailings from tailings deposit; risks with respect to completion of all phases of the Cauquenes expansion, the ability of the Company to draw down funds from the Bank Facility, the DET Facility and the Standby LOC, all as described in Description of the Business, below; the availability of and ability of the Company to obtain adequate funding on reasonable terms for expansions and acquisitions, including all phases of the Cauquenes expansion; mine plan estimates; risks posed by fluctuations in exchange rates and interest rates, as well as general economic conditions; risks associated with environmental compliance and changes in environmental legislation and regulation; risks associated with our dependence on third parties for the provision of critical services; risks associated with non-performance by contractual counterparties; title risks; social and political risks associated with operations in foreign countries; risks of changes in laws affecting our operations or their interpretation, including foreign exchange controls; and risks associated with tax reassessments and legal proceedings. Many of these risks and uncertainties apply not only to the Company and its operations, but also to Codelco and its operations. Codelco's ongoing mining operations provide a significant portion of the materials the Company processes and its resulting metals production, therefore these risks and uncertainties may also affect their operations and in turn have a material effect on the Company.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this AIF. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- interest rates;
- changes in commodity and power prices;
- acts of foreign governments and the outcome of legal proceedings;
- the supply and demand for, deliveries of, and the level and volatility of prices of copper and other commodities and products used in our operations;
- the ongoing supply of material for processing from Codelco's current mining operations;
- the ability of the Company to profitably extract and process material from the Colihues and Cauquenes tailings deposits;
- the timing of the receipt of and retention of permits and other regulatory and governmental approvals;
- the availability of and ability of the Company to obtain adequate funding on reasonable terms for expansions and acquisitions, including all phases of the Cauquenes expansion;
- the ability of the Company to draw down funds from the Bank Facility, the DET Facility and the Standby LOC, all as described in Description of the Business, below
- our costs of production and our production and productivity levels, as well as those of our competitors;
- changes in credit market conditions and conditions in financial markets generally;
- our ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the availability of qualified employees and contractors for our operations;
- our ability to attract and retain skilled staff;
- the satisfactory negotiation of collective agreements with unionized employees;
- the impact of changes in foreign exchange rates and capital repatriation on our costs and results;
- engineering and construction timetables and capital costs for our expansion projects;
- costs of closure of various operations;
- market competition;
- the accuracy of our mine plan estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based;
- tax benefits and tax rates;
- the outcome of our copper concentrate sales and treatment and refining charge negotiations;
- the resolution of environmental and other proceedings or disputes;
- the future supply of reasonably priced power;
- our ability to obtain, comply with and renew permits and licenses in a timely manner; and
- our ongoing relations with our employees and entities with which we do business.

Future production levels and cost estimates assume there are no adverse mining or other events which significantly affect budgeted production levels. In 2014 production was higher than revised guidance but lower than guidance announced in the first quarter of the year for several reasons, including low grades for both fresh and old tailings, which persisted for longer than originally anticipated, and lower sulphide content in fresh tailings which negatively affected recovery.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Other events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, our forward-looking statements. You should also carefully consider the matters discussed under *"Risk Factors"* in this AIF. Except as required by law, we undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise.

CORPORATE STRUCTURE

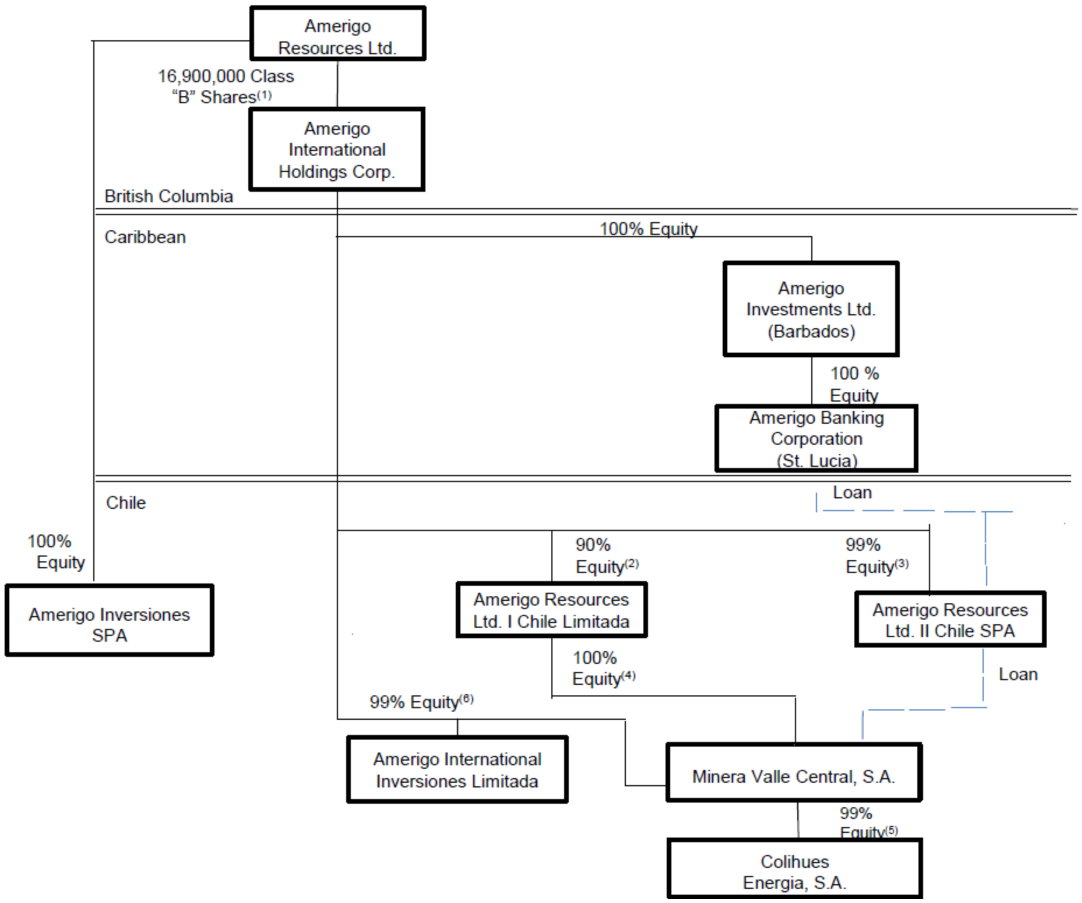
Name, Address and Incorporation

Amerigo Resources Ltd. was incorporated by registration of its memorandum and articles pursuant to the laws of the Province of British Columbia on January 23, 1984 under the name “Silent Canyon Resources Ltd.” Effective April 27, 1988, the Company changed its name from “Silent Canyon Resources Ltd.” to “Golden Adit Resources Ltd.”, consolidated its share capital on a 2:1 basis and subsequently increased its authorized capital to 20,000,000 common shares without par value. The Company changed its name effective June 8, 1990 from “Golden Adit Resources Ltd.” to “First Northern Developments Inc.” Effective September 20, 1993, the Company changed its name from “First Northern Developments Inc.” to “Consolidated First Northern Developments Inc.”, consolidated its share capital on a 2.65:1 basis and increased its authorized capital to 25,000,000 common shares without par value. Effective March 15, 1996, the Company changed its name from “Consolidated First Northern Developments Inc.” to “Golden Temple Mining Corp.”, consolidated its share capital on a 5:1 basis and increased its authorized capital to 25,000,000 common shares without par value. The Company increased its authorized capital to 100,000,000 common shares without par value effective August 5, 1997. Effective March 8, 2002, the Company changed its name from “Golden Temple Mining Corp.” to “Amerigo Resources Ltd.” and consolidated its share capital on a 4:1 basis. Effective September 11, 2002, the Company increased its authorized capital to 100,000,000 common shares without par value. Effective March 16, 2004, the Company increased its authorized capital to 200,000,000 common shares without par value. Also effective March 16, 2004, the Company amended its articles to provide for a rotating board of directors, divided into Class I, II and III, each class having a three year term. On June 29, 2004, the Company transitioned to the *Business Corporations Act* (British Columbia), and on June 17, 2004 the shareholders of the Company approved the replacement of the Articles of the Company and an increase in the authorized capital to an unlimited number of common shares without par value. On May 9, 2011, the Company amended its articles so that the term of office of each director is now one year and expires every year at the Company's annual general meeting. The Company’s head and principal office is located at Suite 1950 – 400 Burrard Street, Vancouver, B.C. V6C 3A6. The Company’s registered and records office is located at Suite 2300 – 550 Burrard Street, P.O. Box 30, Vancouver, B.C., V6C 2B5.

Intercorporate Relationships

The Company owns 100% of the issued and outstanding Class B Common Shares in Amerigo International Holdings Corp. ("AIHC"), which represents approximately 90% of the issued and outstanding shares of AIHC. AIHC was incorporated in Canada on June 20, 2003. The Company also owns, directly and indirectly, interests in companies (collectively, the "Offshore Companies") in Chile (Amerigo Resources Ltd. I Chile Limitada and Amerigo Resources Ltd. II Chile SPA, both formed on June 20, 2003, Colihues Energía, S.A., originally formed as Minera Valle Central Generación, S.A. on March 12, 2010, Amerigo Inversiones SPA, formed on December 14, 2012 and Amerigo International Inversiones Limitada, formed on December 18, 2012), St. Lucia (Amerigo Banking Corporation, incorporated on February 27, 2004) and Barbados (Amerigo Investments Ltd., incorporated on December 23, 2004). AIHC and the Offshore Companies incorporated before 2010 were created for the purpose of acquiring and holding Minera Valle Central, S.A. (“MVC”), a Chilean copper producer, in a tax effective manner. MVC was incorporated under the laws of Chile on October 9, 1990. Amerigo Banking Corporation is licensed as a bank under the laws of St. Lucia.

The following chart sets forth the names of AIHC and the Offshore Companies, their respective jurisdictions of incorporation or formation, as the case may be, and the Company’s current voting and equity interest therein.



(1) These represent 100% of the Class B Common Shares and 89.89% of the voting rights in AIHC. Two directors of AIHC and associates of those directors indirectly hold 1,900,000 Class A Common Shares of AIHC. The special rights and restrictions provide the holders of the Class A Common Shares the right to elect two of the five directors of AIHC. See "Description of the Business – General - Royalties".
(2) The other equity owner (10%) is Amerigo Resources Ltd.
(3) The other equity owner (1%) is Amerigo Resources Ltd.
(4) AIHC holds the minimum number of shares of Minera Valle Central S.A. required by Chilean law.
(5) The other equity owner (1%) is Amerigo Resources Ltd. I Chile Limitada.
(6) Minera Valle Central, S.A. holds the minimum number of shares of Amerigo International Inversiones Limitada.

THREE YEAR HISTORY AND SIGNIFICANT ACQUISITIONS

In this section there are references to the terms "cash cost" and "total cost". Cash cost and total cost are non-GAAP measures prepared on a basis consistent with the industry standard Brook Hunt definitions. Cash cost is the aggregate of copper and molybdenum production costs, smelting and refining charges, administration and transportation costs, minus by-product credits. Total cost is the aggregate of cash cost, royalties to the El Teniente Division ("DET") of Corporación Nacional del Cobre de Chile ("Codelco"), depreciation and amortization.

Year Ended December 31, 2012

The Company posted a net loss of $8.2 million for the year ended December 31, 2012, or ($0.05) per share, compared to net profit of $8.7 million or $0.05 per share in 2011. Operating cash flow for the year was $12.3 million (2011: $20.0 million) before changes in non-cash working capital accounts, and $22.7 million (2011: $14.1 million) including these changes. Revenue (net of smelter, refinery and roasting charges) was $181.8 million compared to $166.1 million in 2011. Revenues increased due to stronger copper and molybdenum production, despite lower average metal prices.

During 2012 MVC set records for both copper and molybdenum production, with 51.7 million pounds of copper and 1,057,717 pounds of molybdenum, 18% and 35% higher, respectively, than the 43.7 million pounds of copper and 785,068 pounds of molybdenum produced in 2011.

Copper production was 13.9 million pounds in Q1, 11.6 million pounds in Q2, 12.7 million pounds in Q3 and 13.6 million pounds in Q4. Molybdenum production was 216,292 pounds during Q1, 228,932 pounds during Q2, 321,788 pounds in Q3 and 290,705 pounds during Q4.

Revenues in 2012 included copper revenue of $170.4 million, 8.4% higher than $157.2 million in 2011. The Company sold 51.6 million pounds of copper compared to 43.4 million pounds in 2011, but the Company's copper selling price before smelter, refinery and other charges and settlement adjustments to prior quarters' production was $3.58/lb, compared to $3.86/lb in 2011.

In 2012 the Company sold 1,170,703 pounds of molybdenum, almost 41% higher than the 693,410 pounds sold in 2011. Molybdenum revenue of $11.4 million was 29% higher than $8.8 million in 2011, however, because the Company's molybdenum selling price at $12.76/lb was 17.6% lower than $15.34/lb in 2011.

Cash cost was $2.46/lb copper in 2012 compared to $2.40/lb copper in 2011. On a quarterly basis, cash cost per pound copper was $2.21 in Q1; $2.61 in Q2; $2.57 in Q3; and $2.50 in Q4. Total cost for the year was $187.3 million or $3.62/lb copper, compared to $161.3 million or $3.69/lb copper in 2011.

Power costs in 2012 were $50.7 million ($0.1895/kwh) compared to $45.4 million ($0.1903/kwh) in 2011. On a unit cost basis, power costs decreased to $0.96/lb copper in 2012 compared to $1.04/lb copper in 2011, but remained at historically high levels. The operation of the Company's generators provided a positive contribution during the year, reducing power costs by $2.4 million (2011: $660,116).

Smelter and refinery costs were $16.7 million in 2012 (2011: $13.8 million).

Capital plant expenditures ("Capex") incurred were $22.2 million in 2012 compared to $26.2 million in 2011, including expenditures for expansion of Colihues tailings extraction capacity, finalization of the construction of a third thickener, engineering, permitting and investments for the potential plant expansion in respect of the Cauquenes project, and costs incurred in connection with the pilot plant built to help MVC evaluate the economic viability of process alternatives for the treatment of highly oxidized Cauquenes tailings.

On May 3, 2012 the Company declared a dividend of $3.4 million or Cdn$0.02 per share that was paid on May 25, 2012 to shareholders of record as of May 16, 2012. On November 5, 2012 the Company declared a dividend of $3.5 million or Cdn$0.02 per share that was paid on November 29 to shareholders of record as of November 19, 2012.

Year Ended December 31, 2013

The Company posted a net profit of $993,000 for the year ended December 31, 2013, or $0.01 per share, compared to net loss of $8.2 million or ($0.05) per share in 2012. Operating cash flow for the year was $19.1 million (2012: $12.3 million) before changes in non-cash working capital accounts, and $19.5 million (2012: $22.7 million) including these changes. Revenue (net of smelter, refinery and roasting charges) was $143.6 million compared to $181.8 million in 2012. Revenues decreased due to lower copper and molybdenum production and lower metal prices.

2013 copper and molybdenum production were 45.7 million pounds of copper and 809,057 pounds of molybdenum, 12% and 24% lower, respectively, than the 51.7 million pounds of copper and 1,057,717 pounds of molybdenum produced in 2012.

Copper production was 12.9 million pounds in Q1, 9.6 million pounds in Q2, 11.0 million pounds in Q3 and 12.3 million pounds in Q4. Molybdenum production was 258,301 pounds in Q1, 176,155 pounds in Q2, 193,138 pounds in Q3 and 181,464 pounds in Q4.

Copper production in Q4 included 1.5 million pounds of copper produced and sold pursuant to a tolling contract with Compañia Minera Maricunga ("Maricunga").

Revenues in 2013 included copper revenue of $132.5 million, 22% lower than $170.4 million in 2012. The Company sold 45.4 million pounds of copper compared to 51.6 million pounds in 2012, and the Company's copper selling price before smelter, refinery and other charges and settlement adjustments to prior quarters' sales was $3.32/lb compared to $3.58/lb in 2012.

In 2013 the Company sold 797,444 pounds of molybdenum, 31% lower than the 1,170,703 pounds sold in 2012, and the Company's molybdenum selling price at $10.13/lb was 20% lower than $12.64/lb in 2012. As a result molybdenum revenue of $6.6 million was 41% lower than $11.4 million in 2012.

Cash cost was $2.08/lb copper in 2013 compared to $2.46/lb copper in 2012. On a quarterly basis, cash cost per pound copper was $1.99 in Q1; $2.24 in Q2; $1.93 in Q3; and $2.19 in Q4. Total cost was $142.5 million or $3.22/lb copper, compared to $187.3 million or $3.62/lb copper in 2012.

Power costs in 2013 were $23.8 million ($0.0939/kwh) compared to $50.7 million ($0.1895/kwh) in 2012. On a unit cost basis, power costs decreased to $0.54/lb copper compared to $0.98/lb copper in 2012. Power costs included retroactive sub-transmission charges of $980,000 in respect of the years 2011-2013. The determination of these charges required complex calculations involving data from Chile's National Energy Commission, the central power grid operating network and the Company's power supplier published in late 2013. As a result, these charges were included in Q4-2013 results. The operation of the Company's generators provided a positive contribution during the year, reducing power costs by $2.4 million (2012: $2.4 million).

As of January 1, 2013 the Company's power costs became significantly lower when one of MVC's power contracts, for the supply of the majority of MVC's power requirements, changed from a variable to a fixed rate with annual inflation adjustment. During the first four years of the contracts (2009 to 2012) MVC's power costs were based on the marginal rate for power, which fluctuated significantly and has been in excess of $0.30/kwh. Annual power costs will include charges at this lower fixed rate basis to December 31, 2017, the last five years of the power contract, and are expected to be approximately $0.10/kwh.

Smelter and refinery costs were $15.2 million in 2013 (2012: $16.7 million).

MVC incurred $10.4 million in Capex during 2013 compared to $22.2 million in 2012, including project investments in connection with Cauquenes engineering ($3.6 million) and sustaining Capex projects ($6.8 million).

At its meeting on May 7, 2013 the Company's board of directors decided to defer the consideration of a dividend payment to Q3-2013, and then on November 6, 2013 decided that, due to the lower than projected realized copper prices and production year to date and forecast upcoming capital requirements for the Cauquenes expansion project, it would be prudent not to declare dividends in 2013.

Year Ended December 31, 2014

The Company posted a net loss of $10.7 million for the year ended December 31, 2014, or ($0.06) per share, compared to net profit of $993,000 or $0.01 per share in 2013. Results for the year included non-cash charges of approximately $8.1 million for change in estimates arising from the extension of the Company's rights to process El Teniente tailings in accordance with the agreement entered into by MVC and DET in April, 2014, and of approximately $5.7 million for deferred income tax expense resulting from changes in tax legislation enacted in Chile during 2014. Operating cash flow before changes in non-cash working capital was $14.8 million compared to $19.1 million in 2013, and $18.1 million (2013: $19.5 million) including such changes. Revenue (net of smelter, refinery and roasting charges) was $119.6 million compared to $143.6 million in 2013. Revenues decreased due to lower production and metal prices.

In 2014 the Company produced 41.0 million pounds of copper and 580,472 pounds of molybdenum, 10% and 28% lower, respectively, than the 45.7 million pounds of copper and 809,057 pounds of molybdenum produced in 2013.

Copper production was 10.2 million pounds in Q1, 9.3 million pounds in Q2, 10.2 million pounds in Q3 and 11.4 million pounds in Q4. Molybdenum production was 125,016 pounds in Q1, 152,340 pounds in Q2, 143,008 pounds in Q3 and 160,107 pounds in Q4.

Copper production in 2014 included 2.1 million pounds of copper produced and sold pursuant to the Maricunga tolling contract.

Revenues in 2014 included copper revenue of $108 million, 18% lower than $132.5 million in 2013. The Company sold 41.0 million pounds of copper compared to 45.4 million pounds in 2013, and the Company's copper selling price before smelter, refinery and other charges and settlement adjustments to prior quarters' sales was $3.14/lb compared to $3.32/lb in 2013.

In 2014 the Company sold 572,203 pounds of molybdenum, 28% lower than the 797,444 pounds sold in 2013. The Company's molybdenum selling price at $11.67/lb was 15% higher than $10.13/lb in 2013. Total molybdenum and tolling sales were $11.6 million compared to $11.1 million in 2013.

Cash cost was $2.08/lb copper in each of 2013 and 2014. On a quarterly basis cash cost per pound copper was $2.22 in Q1; $2.22 in Q2; $1.92 in Q3; and $1.99 in Q4. Total cost was $117.4 million or $3.02/lb copper, compared to $142.5 million or $3.22/lb copper in 2013.

Power costs in 2014 were $23.0 million ($0.0916/kwh) compared to $23.8 million ($0.0939/kwh) in 2013. On a unit cost basis, power costs were $0.59/lb copper compared to $0.54/lb copper in 2013. The operation of the Company's generators provided a positive contribution during the year, reducing power costs by $1.3 million (2013: $2.4 million).

Smelter and refinery costs were $14.5 million in 2014 (2013: $15.2 million).

MVC incurred $13.2 million in Capex during 2014 compared to $10.4 million in 2013, including project investments in connection with the Cauquenes expansion ($8.9 million) and sustaining Capex projects ($4.3 million).

Liquidity and Capital Resources

As at December 31, 2014 the Company's cash and cash equivalents were $18.3 million ($13.1 million at December 31, 2013), and working capital was $2.8 million ($3.0 million at December 31, 2013).

The Company's investments in Candente Copper Corp. and Los Andes Copper Ltd. had aggregate fair values of $2.0 million at December 31, 2014 (December 31, 2013: $3.2 million).

As of December 31, 2014, the Company did not have outstanding bank loans (December 31, 2013: $nil).

Management believes the Company will be able to meet its obligations as they come due for at least the next 12 months.

Projected Capex

In order to reduce project risk, the Company has decided to complete the Cauquenes expansion in two or more phases.

Phase one will enable MVC to extract the high grade Cauquenes tailings for processing in its existing operations. Estimated time of construction is six months, and is expected to result in an increase in MVC's copper production to an average annual rate of 70 million pounds. Capex budget for Phase one is $71 million.

During subsequent phases MVC anticipates upgrading its existing plant and operations in order to increase copper and molybdenum recovery rates. The timing of this additional work will depend on internal cash flow and/or financing, and on completion is expected to further increase MVC's copper production.

MVC has secured all construction and other permits for the project and to December 31, 2014 had incurred $16 million of the $71 million capex budget for phase one, including $8.9 million incurred in 2014 in respect of expenses for the owner's team, engineering and procurement of long delivery items such as pumps, pipes and electrical equipment. In March 2015 the Company secured financing from a bank syndicate that is expected to allow MVC to complete phase one of the expansion. Please see Bank Syndicate Financing Agreement in **DESCRIPTION OF THE BUSINESS**, below.

DESCRIPTION OF THE BUSINESS

General

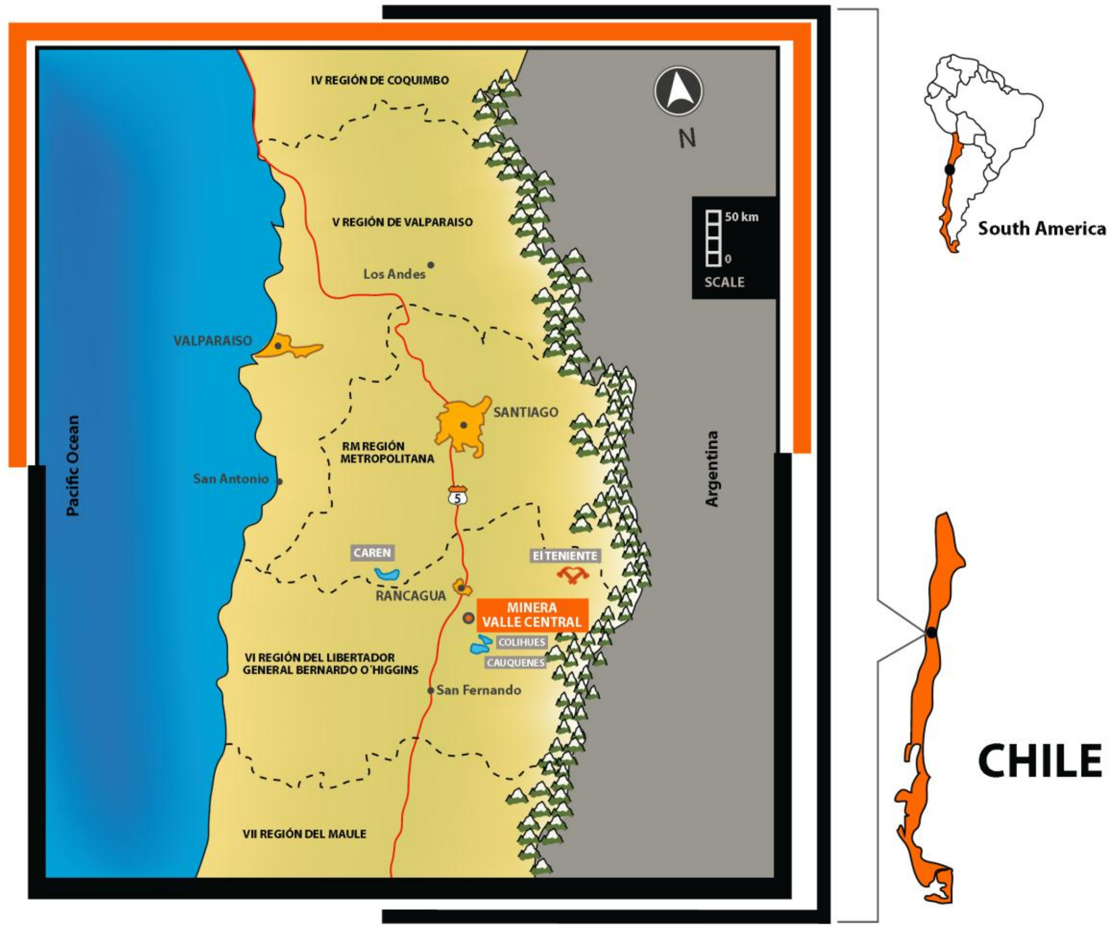
MVC has been in the business of processing copper tailings for the production of copper concentrate in Chile since 1992. These tailings are from the El Teniente mine, which is owned by Codelco and operated by its DET division. Amerigo acquired MVC in 2003. During the spring of 2005 the Company completed the construction of a molybdenum plant at the MVC site and MVC has been producing molybdenum concentrate since that time.

As of December 31, 2014 the Company had two employees at its head office in Vancouver and MVC had 385 employees at its operations in Chile. The Company also retains 3 subcontractors in Vancouver and MVC retains 30 contractors with 387 employees in Chile. All aspects of the Company's business require specialized skill and knowledge, particularly with respect to the areas of engineering and tailings processing, and legal and accounting services. The Company has found that it is able to locate and retain employees and contractors with such specialized skills and knowledge.

Minera Valle Central, S.A.

MVC's production facilities are located in Region VI (Libertador Bernardo O'Higgins Region) of central Chile. The site is 8 km east of the city of Rancagua and 90 km south of Santiago. Personnel and supplies are transported by road between the site and Rancagua or Santiago.

Location of the Minera Valle Central Operations



MVC has the right to process both Fresh Tailings (originally pursuant to an agreement (the "Fresh Tailings Agreement") dated September 9, 1991, as amended), historic tailings from the Colihues tailings deposit located south of the MVC plant (originally pursuant to an agreement (the "Colihues Agreement") dated April 30, 2009, as amended) and historic tailings from the Cauquenes tailings deposit located next to the Colihues deposit. MVC and DET entered into an agreement (the "Master Agreement") dated March 8, 2014 (the "Signing Date") for the purchase by MVC of the processing rights for the Cauquenes tailings deposit located near MVC's plant, extending MVC's economic life from December 31, 2021 to December 31, 2037 and amending certain provisions contained in the Fresh Tailings Agreement and the Colihues Agreement (please see Underlying Contracts with DET, below). Both the Spanish original and the English translation of the Master Agreement have been posted on SEDAR. The Fresh Tailings Agreement, the Colihues Agreement and the Master Agreement are collectively referred to as the "DET Agreements".

The Fresh Tailings are transported to MVC via a 36 kilometre long launder, and MVC currently mines the Colihues tailings deposit with hydraulic monitors. During Q4-2014 MVC processed approximately

126,000 - 136,000 tonnes per day of fresh tailings and 40,000 - 45,000 tonnes per day of historic tailings from Colihues.

The MVC processing facility has a capacity of 175,000 tonnes per day and consists of grinding and flotation plants to recover copper and molybdenum concentrates. Once the tailings have been reprocessed by MVC, they are returned to the DET tailings launder and deposited into DET's Carén tailings deposit located approximately 50 km to the west of the MVC site. In 2014 MVC processed 58 million tonnes of tailings and produced 41.038 million pounds of copper and 0.58 million pounds of molybdenum.

The Feasibility Study development plan for the Cauquenes project presents an expansion of the existing facilities in order to increase production from 45 to 90 million pounds of copper per year. The Cauquenes processing rate is estimated to be 60,000 tpd, with processing of the Colihues tailings deposit to be phased out and restarted when the Cauquenes tailings deposit is depleted, estimated to be by 2034. The Company has received all environmental and regulatory approvals for the Cauquenes project, and to December 31, 2014 incurred approximately $16 million in expansion costs. (please see **MINERA VALLE CENTRAL TECHNICAL REPORT**, below).

Underlying Contracts with DET

The Master Agreement includes the terms and conditions set out below.

Until the date certain production levels are reached in Cauquenes, but not later than August 1, 2015 (the "Production Date"), Fresh Tailings are subject to the DET copper royalty provided for under the Fresh Tailings Agreement, which is calculated using a formula that takes into account both the price of copper and the copper content in the tailings. No royalties are payable if the average LME copper price is below $0.80 per pound (for copper content in tailings between 0.09% and 0.1499%); if the copper price is between $0.80 and $0.95 per pound the royalty varies on a sliding scale from 0 to 10%; if the copper price is between $0.95 and $1.30 per pound the royalty is 10%; and if the copper price is $1.30 per pound or higher, a maximum royalty of 13.5% is payable.

Copper royalty payments in respect of Fresh Tailings are calculated using the LME Price for copper for the month of delivery of the tailings, and invoiced by DET in Chilean Pesos ("CLP") using the higher of either the "Dolar Acuerdo" or the "Dolar Observado" exchange rates. Such calculations are made on a monthly basis within 30 days of the end of the third month following the month of delivery of the tailings. Payment to DET is made within 10 days of receipt of invoices. Until the Production Date, molybdenum production from Fresh Tailings attracts a royalty of a flat 10% of net revenue received from the sale of molybdenum concentrates.

Effective the Production Date, the Fresh Tailings copper royalty to DET will be changed as follows.

The "Dolar Acuerdo" and "Dolar Observado" exchange rate provisions will be eliminated, and all calculations will be made using the "Dolar Observado" exchange rates. During 2014 the exchange rate provisions contained in the Fresh Tailings Agreement resulted in an increase in MVC's royalty costs of approximately $2.7 million.

The Fresh Tailings copper royalty rate will also be adjusted to a sliding scale:

- For copper prices greater than or equal to $1.95 per pound and less than $4.27 per pound, the Fresh Tailings royalty will be 13.5% plus the amount obtained when the difference between the LME average monthly copper price and $1.95 is multiplied by 0.00055; and

- For copper prices greater than or equal to $4.27 per pound and less than $4.80 per pound, the Fresh Tailings royalty will be 17% plus the amount obtained when the difference between the LME average monthly copper price and $1.95 is multiplied by 0.00040.

The Master Agreement contains a provision requiring the parties to revise the economic and technical parameters of the Fresh Tailings copper royalty formula where the LME Price remains lower than $1.95/lb or higher than $4.80/lb for 2 consecutive months and projections indicate that such condition will persist over time. There also is a table in the Master Agreement that sets out a schedule (as of January 2014) for the supply of Fresh Tailings from DET to MVC for the years 2014 to 2038 inclusive.

The term of the Colihues Agreement has been extended from the earlier of December 31, 2019 or depletion of the Colihues tailings deposit, to the earlier of December 31, 2037 or depletion of the Colihues deposit. MVC has the right to treat up to 45,000 tpd of Colihues tailings.

The Colihues copper royalty is sliding scale and takes into account grade and recovery parameters. The royalty for Colihues tailings is 3% at a copper price of $0.80 per pound, rising to a rate of 15% at a copper price of $1.95 per pound and then increasing on a sliding scale basis to 30% at a copper price of $4.27 per pound.

The Master Agreement contains a provision requiring DET and MVC to meet in June and December of each year to adjust the Colihues royalty effective the following 1st of January and 1st of July based on the formula's grade and recovery parameters during the previous evaluation period. In addition, the parties are required to revise the economic and technical parameters of the Colihues royalty formula where the copper price remains lower than $1.95 per pound or higher than $4.27 per pound for 3 consecutive months.

Until the Production Date, the royalty rates for molybdenum produced from the Colihues tailings deposit are 11.9% for molybdenum prices lower than $35 per pound, and 12.4% for molybdenum prices greater than or equal to $35 per pound.

Colihues royalty payments are based on the average LME published price for the month of delivery of the tailings, and invoiced by DET three months following the month of delivery. Royalties are payable within ten days of receipt of invoice.

The term of the Cauquenes Agreement is to the earlier of December 31, 2033 or depletion of the Cauquenes tailings deposit. MVC has the right to treat up to 85,000 tpd of Cauquenes tailings.

Until the Production Date, copper and molybdenum produced by MVC from the processing of Cauquenes tailings are subject to the royalty rates for Colihues tailings.

After the Production Date, copper production from the Cauquenes deposit will be subject to a sliding scale royalty for copper prices greater than or equal to $1.95 per pound and less than $5.50 per pound. For prices inside this range, the royalty will be 16% plus the amount obtained when the difference between the average LME copper price and $1.95 is multiplied by 0.065. There also is a provision requiring the parties to revise the economic and technical parameters of the Cauquenes copper royalty formula where the copper price remains lower than $1.95 per pound or higher than $5.50 per pound for 2 consecutive months and projections indicate that such condition will persist over time.

Effective the Production Date the royalty payable on molybdenum production from all sources, including Fresh Tailings and tailings from Colihues and Cauquenes, will be as follows:

- For molybdenum prices greater than or equal to $7.31 per pound and less than $12.00 per pound, 9% plus the amount obtained when the difference between the molybdenum price and $7.31 is multiplied by 1.210; and

- For molybdenum prices greater than or equal to $12.00 per pound and less than $40.00 per pound, 13.8% plus the amount obtained when the difference between the molybdenum price and $7.31 is multiplied by 0.180.

There is a provision requiring the parties to revise the economic and technical parameters of the molybdenum royalty formula where the molybdenum price remains lower than $7.31 per pound or higher than $40 per pound for 2 consecutive months and projections indicate that such condition will persist over time.

The Master Agreement also contains three early exit options exercisable by DET due to changes of any nature unforeseen as of the Signing Date. A summary of the early exit options is set out in the following table:

Exit Option	Notice Date	Termination Date	Terms of Exit	Consideration to MVC
1	Within 2021	1 year from notice date	DET would acquire 100% of MVC's PPE	90% of NPV of future cash flows
2	Within 2024	3 years from notice date	Termination of contractual relationship between DET and MVC	MVC retains ownership of its assets provided they are removed from site within a year of termination.
3	Within 2024 and every 3 years thereafter	1 year from notice date	DET would acquire 100% of MVC's PPE	The lesser of 80% of the NPV of future cash flows and the commercial value

In the event it is agreed DET may exercise one of the first or third exit options, there is a provision in the Master Agreement stating that if there is a period of inflation or fluctuations in prices or costs that significantly distort the compensatory value, the parties agree to meet to revise the parameters of the formulas for the exit options.

The Company has concluded that there is a remote possibility DET will exercise early exit option 2 or decide not to take ownership of MVC's property, plant and equipment on the termination of the Master Agreement, and the asset retirement obligation (ARO) weighted for probability is therefore immaterial. The Company's judgment in relation to the probability of DET choosing to exercise an early exit option will be reassessed on each reporting date.

Through a first modification to the Master Agreement dated August 29, 2014, DET and MVC agreed to defer up to $9.1 million in royalty payments for the months of August to December, 2014, in order for MVC to expedite certain works associated with the Cauquenes expansion. The deferred amounts were subject to interest at a rate of 0.6% per month, and a total of $8.1 million was actually deferred during 2014. All deferred amounts and applicable interest were paid in full to DET in January, 2015.

In 2015 MVC and DET agreed to a second modification to the Master Agreement dated December 31, 2014 which provided for the following:

- The delivery to DET of all copper concentrates produced by MVC during the period from January 1, 2015 to December 31, 2022 pursuant to a "maquila" or tolling arrangement, subject to similar terms and conditions contained in the Enami concentrate sales agreement that was terminated effective December 31, 2014. MVC's compensation will be determined in accordance with the LME copper price and industry benchmark treatment and refining charges, and it is expected that MVC will receive the same net economic benefits it received from Enami in prior years.

- In exchange for the copper concentrate agreement described above, DET has agreed to provide a price support agreement to assist MVC with the Cauquenes expansion in an amount of up to $17 million (the "DET Facility"). MVC will draw down $1 million from the DET Facility for each month during the years 2015 and 2016 in which the average copper final settlement price to MVC is less than $2.80/lb copper, up to the $17 million maximum. The DET Facility will bear interest at a rate of 0.6% per month and will be subordinate to MVC's bank financing.

Bank Syndicate Financing Agreement

On March 25, 2015 MVC and a bank syndicate consisting of Banco Bilbao Vizcaya Argentaria ("BBVA") and Export Development Canada ("EDC") entered into an agreement for a loan facility (the "Bank Facility") for up to $64.4 million Tranche A construction financing and the Chilean peso equivalent of up to approximately $9 million Tranche B "IVA" (value added tax) financing for the expansion of MVC's operations. The expansion will enable MVC to process the higher grade tailings contained in the Cauquenes deposit, the rights to which MVC obtained on the signing of the Master Agreement and that also extended MVC's rights to process El Teniente tailings from 2021 to 2037. Terms of the Tranche A portion of the loan include interest at a fixed rate of 6.11% during construction and 5.86% thereafter for 75% of the facility. The remaining 25% of the Tranche A facility is subject to a variable rate based on the US Libor 6 month rate, which as of March 25, 2015 would be 4.15% during construction and 3.90% thereafter. The Tranche A facility has a maximum repayment term of 5 years commencing in 2016 that may be shortened without penalty in accordance with the provisions of the agreement. The Tranche B Portion of the Loan will bear interest at a variable rate, which as of March 25, 2015 would be 5.47% per annum, with all principal and interest payable on or before June 30, 2016. The agreement also provides for a commission of 1% of the loan amount payable to each of BBVA and EDC, an additional fee of 1% to BBVA for services provided as lead bank and a standby fee to each of BBVA and EDC on the undrawn amount of the Tranche A loan equal to 35% of the applicable margin and calculated and payable on a monthly basis.

Standby Line of Credit

Concurrent with the Bank Facility, the Company entered into an agreement for a $13 million standby line of credit (the "Standby LOC") to be provided by three Amerigo shareholders and that may be drawn down at Amerigo's option if required. Terms of the Standby LOC include a standby fee of 1% of the undrawn principal amount, with the first year standby fee payable in advance, a fee of 1.5% on all drawdowns and interest at a rate of 1.5% per month. Kestrel Holdings Ltd., Geologic Resource Partners LLC and Zeitler Holdings Corp., the three shareholders who are parties to the Standby LOC agreement, are "related parties" to the Company and the Standby LOC is a "related party transaction" in accordance with applicable securities legislation. Management does not anticipate that it will be necessary to draw down funds pursuant to the Standby LOC. The Standby LOC agreement is described in more detail in a material change report which was filed by the Company on SEDAR together with the Standby LOC agreement.

Concentrate Sales Agreement with Empresa Nacional de Mineria ("Enami")

All copper concentrate produced by MVC during 2014 was sold under a sales agreement with Enami. Treatment and refining charges in respect of concentrates delivered pursuant to the Enami contract were negotiated each year based on industry standard Benchmark pricing. The Enami contract was terminated by the Company effective December 31, 2014.

Molybdenum Concentrate Smelting and Refining Contract

MVC and Molibdenos y Metales S.A. ("Molymet") entered into a sales agreement dated January 1, 2005 for a term of 3 years pursuant to which MVC sells its molybdenum concentrates to Molymet. The Molymet contract is automatically extended annually for one year (such that the agreement continues to have a three year term), unless one of the parties informs the other party in writing of its decision not to extend no later than June 30th of each year.

It is anticipated that MVC's molybdenum concentrates will continue to be sold to Molymet. Although the Company has not yet completed a detailed assessment of Cauquenes molybdenum concentrate quality and marketability, the quality of the molybdenum concentrates produced from Cauquenes tailings is expected to be similar to that of the molybdenum concentrates MVC currently produces.

Power Supply Contracts

Power is MVC's largest single operating cost and the shortage of power supply in Chile continues to be a strategic issue for the Chilean mining industry. MVC entered into a contract (C1) dated October 15, 2008 with Empresa Electrica Pehuenche S.A. ("Pehuenche"), a subsidiary of Endesa, S.A., one of the largest electric power companies in the world, for the annual supply of up to 31.5 MW from the National SIC grid from January 1, 2009 to December 31, 2017. For the first four years of the contract (to December 31, 2012), the cost of power was variable and based on the marginal cost of power in the S/E Rancagua 154KV system. For the final five years of the contract (2013 to 2017, inclusive), the cost of power to MVC is fixed, subject only to increases based on the USA Consumer Price Index.

MVC entered into an additional contract (C2) with Pehuenche dated October 1, 2010 for the annual supply of up to 7 MW from the National SIC grid from October 1, 2010 to December 31, 2017 to meet MVC's power needs in excess of the power supplied pursuant to the C1 contract. The cost of power provided to MVC under this contract C2 is calculated based on a formula that takes into account the marginal cost of power from the system.

By agreement dated February 19, 2015, MVC and Pehuenche entered into a contract for the supply of in excess of 70% of MVC's estimated annual power requirements for the period from January 1, 2018 to December 31, 2024, including up to 33.5 MW of electricity during peak hours and 35 MW during off-peak hours (the "2015 Contract"). This contract provides for a fixed price for power purchased subject to adjustment for changes in the Consumer Price Index (USA) published by the US Bureau of Labor. MVC also entered into contracts modifying each of the C1 and C2 contracts in conjunction with the signing of the 2015 Contract.

MVC's average cost of power was $0.1895/kWh in 2012, $0.0939/kWh in 2013 and $0.0916/kWh in 2014.

Maricunga Tolling Contract

MVC entered into a tolling agreement dated October 1, 2013 with Maricunga for the processing of copper concentrates. The contract provides for the purchase by MVC of Maricunga copper concentrate, which is blended with MVC's concentrates and sold through MVC's copper sales contract. The agreement has been extended through 2015. During 2014 MVC processed and sold 2.1 million pounds of copper from Maricunga (2013: 1.5 million pounds), and MVC expects this contract to result in the addition of close to 4 million pounds of copper to MVC's 2015 production.

Other Royalties

Pursuant to an agreement dated March 15, 2003 (the "Assignment Agreement") and approved by the Company's shareholders in June 2003, Steven G. Dean and Klaus M. Zeitler assigned to the Company an option to acquire MVC (the "Option"). The Assignment Agreement provided that, as consideration for the assignment of the Option to the Company, Messrs. Dean and Zeitler could choose to receive 7,500,000 common shares of the Company or a production royalty (the "MVC Royalty"). Messrs. Dean and Zeitler chose to receive the MVC Royalty. The parties agreed to set up AIHC and the Offshore Companies so that the Company's obligation to pay the MVC Royalty could be discharged through the payment of a monthly royalty dividend ("Royalty Dividend") through AIHC, and Messrs. Dean and Zeitler obtained indirect interests in the Class A Common Shares in the capital of AIHC.

During 2005 it was brought to the attention of the Company's board of directors that, by virtue of a mutual mistake in documentation among the Company and Messrs. Dean and Zeitler, the description of the MVC Royalty was incomplete. Based on independent legal advice from external counsel, the Company agreed to take the steps necessary to rectify the description of the MVC Royalty to reflect the original intent and agreement of the parties. As a result, the parties agreed that the Royalty Dividend calculation should be changed to be on a copper equivalent basis to recognise the inclusion of other metals in addition to copper. The shareholders of AIHC agreed to amend AIHC's articles to make this change and several other amendments in connection with the rectification. The Royalty Dividend is now calculated as follows:

- $0.01 for each pound of copper equivalent produced by MVC or any successor entity to MVC from El Teniente tailings if the price of copper is under $0.80, or
- $0.015 for each pound of copper equivalent produced by MVC or any successor entity to MVC from El Teniente tailings if the price of copper is $0.80 or more.

The Class A Common Shares of AIHC are owned indirectly by Mr. Dean, an associate of Mr. Dean, Dr. Zeitler and an associate of Dr. Zeitler. Dr. Zeitler is a director and an officer of AIHC and Mr. Dean is a director of AIHC. In the event of the liquidation, dissolution or winding up of AIHC, or other distribution of the assets of AIHC among the members for the purpose of winding-up its affairs, each holder of Class A Common Shares will be entitled to receive, in preference to and priority over any distribution to the Class B Common Shareholders, a pro rata portion of the net present value of the Royalty Dividend.

The shareholders of AIHC are also party to a shareholders' agreement setting the number of directors of AIHC at five. The Company, through its holding of Class B Common shares, has the right to elect three directors, and the holders of the Class A Common Shares have the right to elect two of the directors of AIHC.

RISK FACTORS

An investment in the securities of the Company should be considered speculative due to the nature of the business of the Company, and involves significant risks which should be carefully considered by prospective investors. In addition to the other information set forth elsewhere in this AIF, the following risk factors should be given special consideration when evaluating trends, risks and uncertainties relating to the Company's business. Any of the following risks could have a materially adverse effect upon the Company, its business and future prospects. In addition, other risks and uncertainties not presently known by management of the Company could impair the Company's business in the future.

Availability of Tailings

The supply of Fresh Tailings to MVC forms an important part of the Company's operations. During 2006 DET reduced the flow of Fresh Tailings to MVC and prohibited MVC from processing historic tailings for a period of approximately 4 months, while it took steps to reinforce a bridge which forms part of DET's tailings launder. This had an adverse effect on the Company's production and financial results for 2006. DET continued to prohibit the Company from processing historic tailings until Q4-2007 and the flow of Fresh Tailings was stopped for an additional period during Q2-2007 in order for final repairs to be made to the bridge, both of which had an adverse effect on the Company's production and financial results for 2007. The tailings launder was also damaged as a result of a massive earthquake that struck Chile on February 27, 2010, at which time MVC's operations were suspended for approximately one week until power and tailings flow were restored to MVC's plant. During 2011 a strike by contractors working for DET resulted in the restriction of the flow of Fresh Tailings to MVC, and the loss of approximately 2,500 tonnes of copper production. DET also reduced the Fresh Tailings flow during the month of August, 2012 and there was an unplanned stoppage of Fresh Tailings flow for 1.5 days in September, 2012. DET recently commenced a significant capital expenditure program involving the addition of a new mine level and projected increase in El Teniente's mine life, and during the past year MVC's operations have been affected by resulting changes in El Teniente's mine plans. A mine slide and pit wall failure that occurred in April 2013 has adversely affected MVC's production since that date and in 2013 resulted in increased capex in Colihues of approximately $1.5 million.

In future, the Company may encounter similar or more severe interruptions, disruptions or reduced quality in Fresh Tailings and historic tailings for similar or different reasons or mining events such as cave-ins, fires, earthquakes or other natural disasters, or non-mining events such as falling commodity prices, changing environmental or tax regulations or legislation, or labour disputes.

The El Teniente mine has been in operation for more than 100 years, and there is a mine plan and planned capital expenditures that are projected to increase the mine life by a number of decades at present production rates. However, there is no guarantee that DET's operations will continue uninterrupted in the future.

There is no guarantee that the Company will be able to successfully extract historic tailings from the Colihues and Cauquenes deposits in future. In addition, there is a degree of uncertainty attributable to the calculation of the inferred mineral resource tonnage and grade of the Fresh Tailings and the historic tailings in the Colihues and Cauquenes deposits, which calculation is contained in the technical report prepared by Robert Henderson, P.Geo., dated December 31, 2013, and referenced under the heading "Minera Valle Central Technical Report" below. Although the inferred mineral resource figure has been carefully prepared by a mining expert, this amount is only an estimate. There are no guarantees with respect to the amounts of copper and molybdenum that the Company will extract from Fresh Tailings or historic tailings.

Fluctuating Metal Prices

Major declines in copper and molybdenum prices, such as those that occurred at the time of the 2008 global financial crisis, may significantly and adversely affect the Company's financial results and the price of the Company's common shares. Copper and molybdenum prices may fluctuate significantly and are affected by numerous factors beyond the Company’s control such as interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, speculative activities, increased production due to new extraction developments and improved extraction and production methods, and the political and economic conditions of major copper-producing and consuming countries throughout the world. Future additional price declines could cause continued development of and commercial production from the Company’s projects and operations to be uneconomical. During 2009 the Company hedged approximately 45-50% of its production for the months from June 2009 to May 2010, inclusive, by entering into minimum/maximum pricing arrangements with Enami. The Company may decide to enter into similar transactions in future but, despite such transactions and depending on the prices of copper and molybdenum, cash flow from operations may not be sufficient and the Company may not be able to fund future expansion plans or may be forced to discontinue production altogether.

Recent global financial conditions and commodity markets have been volatile. From time to time, access to financing has been negatively affected by many factors, including the financial distress of banks and other credit market participants. This volatility has from time to time affected and may in the future affect our ability to obtain equity or debt financing on acceptable terms, and may make it more difficult to plan our operations and to operate effectively. If volatility and market disruption affect our access to financing on reasonable terms, our operations and financial condition could be adversely affected.

History of Profits and Dividends

The Company has had a history of profitability only since the acquisition of MVC in July 2003. The Company began paying dividends on its shares in September 2005 and paid approximately $33 million in dividends from then until 2009 when dividend payments were suspended as a result of the global financial crisis. On March 28, 2011 the Company reintroduced the declaration of a dividend on its shares, and paid a total of approximately $14 million in dividends during 2011 and 2012. The Company’s policy in respect of dividends is, after taking into account the Company’s cash flow and short and long term needs and objectives, to declare and pay dividends on the Common Shares averaging at least one-third of reported net earnings calculated over a period of years. Although the policy remains in place, the Company did not pay dividends in 2013 or in 2014 (please see “Dividends” below). Payment of dividends in future is dependent upon, among other things, the Company’s cash flow and short term and long term needs and objectives, and therefore cannot be guaranteed.

Working Capital

In the past the Company has had positive working capital generated through MVC, and has utilized this working capital to expand MVC's operations. Although the Company has generally had positive working capital in the past, including as of December 31, 2014, but the global financial crisis resulted in a negative working capital position for the Company during the latter part of 2008 and throughout all of 2009. In 2012, the Company also had negative working capital as a result of the expenditure of a substantial amount of funds for capital expansion. There is no guarantee the Company will have positive working capital in future, or that the working capital generated from MVC’s operations will be sufficient to undertake any expansion plans or be sufficient for future acquisitions. The Company may be required to raise funds from the sale of equity capital of the Company, the sale of an interest in its assets (including inventory) or its investments in other reporting issuers, if any, debt financing or the exercise of outstanding share purchase options or warrants. There can be no assurance that the Company will be able to raise funds by any of these methods.

Financial and Other Covenants

We are party to a number of financing agreements, including the Bank Facility, which contain financial or other covenants. If we breach covenants contained in our financing agreements, we may be required to redeem, repay, repurchase or refinance our existing debt obligations prior to their scheduled maturity and our ability to do so may be restricted or limited by the prevailing conditions in the capital markets, available liquidity and other factors. If we are unable to refinance any of our debt obligations in such circumstances, our ability to make capital expenditures and carry out planned expansions and our financial condition and cash flows could be adversely impacted.

In addition, from time to time, new accounting rules, pronouncements and interpretations are enacted or promulgated which may require us, depending on the nature of those new accounting rules, pronouncements and interpretations, to reclassify or restate certain elements of our financing agreements and other debt instruments, which may in turn cause us to be in breach of the financial or other covenants contained in our financing agreements and other debt instruments. If future debt financing is not available to us when required or is not available on acceptable terms, we may be unable to grow our business.

Operating and Development Risks

The Company's operations involve a degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to overcome. During April 2013 there was a slide in an area of the Colihues tailings deposit that resulted in a pit wall failure and adversely affected MVC's production and the Company's financial results for the remainder of 2013 and in all of 2014. There is no guarantee MVC will not experience additional operational problems in future which could have a material adverse effect on the Company's operations and profitability. There is also no guarantee that MVC will in future receive a lower volume of Fresh Tailings due to similar risk with respect to DET's operations.

The Company may become subject to liability for pollution, accidents, environmental hazards, the discharge of toxic chemicals and other hazards. Such occurrences, against which it cannot insure, or may elect not to insure, may delay production, increase production costs or result in liability to the Company. The payment of any liabilities caused by such occurrences may have a material, adverse effect on the Company's financial position.

Prices and availability of commodities consumed or used in connection with mining, smelting and refining, such as natural gas, diesel, oil and electricity, as well as reagents and grinding balls, fluctuate and these fluctuations affect our costs of production. The treatment charges we negotiate fluctuate depending on market conditions. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of our expansion projects. Our general policy is not to hedge our exposure to changes in prices of the commodities we use in our business.

Foreign Operations

The Company's operations are in Chile. Although Chile has proven to be a stable democracy, operations in any foreign country may be exposed to economic and other risks and uncertainties which may include, but are not limited to, terrorism; hostage taking; military repression; expropriation; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing leases, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies or shifts in political attitudes in Chile may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, new production royalties, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local peoples, water use and mine safety.

In September 2014 the Chilean government implemented a number of tax reforms which are expected to increase MVCs tax rate from 20% in 2013 to 27% from 2018 onwards, and will negatively impact the Company's financial results.

Environmental and Other Regulatory Requirements

The current or future operations of the Company, including development activities and expansion of production on its projects, may require permits from various federal and local governmental authorities. Such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities, including those with respect to the Cauquenes expansion. There can be no assurance, however, that all permits which the Company may require for the conduct of its operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which the Company might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in such operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Regulatory requirements and environmental standards are subject to constant evaluation and may become more onerous, which could have a significantly adverse effect on the business of the Company. Any operations involving the Company may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation often includes provisions relating to restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that requires stricter standards and enforcement, and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with environmental legislation and changes in such legislation has the potential to reduce the profitability of operations below an acceptable level. Stricter standards in environmental legislation may be imposed on the industry, the Company or DET in the future, which could materially and adversely affect the business of the Company or its ability to develop its projects on an economic basis. In addition, should the Company be found to be in serious non-compliance with any environmental legislation, regulatory requirements or environmental standards, there may be a possibility of the cancellation of the Company's contractual and other arrangements with DET and Codelco.

Competition for Acquisitions

Significant and increasing competition exists for mineral acquisition opportunities, some of which is with large established mining companies with substantial capabilities and far greater financial and technical resources than the Company. As a result, the Company may be unable to acquire additional attractive resource projects and business opportunities on terms it considers acceptable.

Repatriation Of Earnings

There is no assurance that Chile or any of the countries in which the Company may operate in future will not impose restrictions on the repatriation of earnings to foreign entities.

Currency Fluctuations

The operations of the Company in Chile or any of the countries in which the Company may operate in future are subject to currency fluctuations against both the Canadian and US dollar, and such fluctuations may materially affect the financial position and results of the Company.

Foreign Exchange Controls

The Company may be subject from time to time to foreign exchange controls in Chile and in other countries in which it may operate outside of Canada.

Uninsurable Risks

In the course of mineral project exploration, development and production, certain risks, and in particular, unexpected or unusual operating conditions including, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons, or the amounts of its insurance may not be sufficient to fully insure against risks covered by insurance. Should liabilities arise as a result of insufficient insurance or uninsured risks, they could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the securities of the Company.

Price Volatility of Public Stock

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for the common shares of the Company will be subject to market trends generally, notwithstanding any potential success of the Company’s projects, and there may be significant fluctuations in the price of the Company's common shares.

Shares Reserved For Future Issuance

The Company has reserved shares for issuance in respect of stock options granted to date. The Company may also enter into commitments in the future which could result in the issuance of additional common shares, and the Company may grant share purchase warrants and additional stock options. Any issue of shares reserved for future issuance may result in dilution to the existing shareholdings of the holders of Company shares.

Management

The business of the Company is highly dependent on the technical and financial ability of the Company’s management. Any change in management of the Company could therefore have a negative effect on the business of the Company. The Company does not have key person insurance in place.

Conflicts of Interest

Some of the directors and officers of the Company are, or may be, on the boards of other natural resource companies from time to time resulting in conflicts of interests. In addition, Dr. Zeitler is a director of the Company and is indirectly entitled to a royalty on all of MVC's production, which is being paid as a royalty dividend from AIHC. There is the potential for a conflict of interest between the Company and its directors and officers. Any such conflict will be resolved in accordance with the governing legislation regarding conflicts of interests.

ASSET-BACKED SECURITIES

The Company does not have, and has never had, any asset-backed securities.

MINERA VALLE CENTRAL TECHNICAL REPORT

The following is a summary of the technical report prepared by Robert D. Henderson, P. Eng., President and COO of the Company (the "Technical Report") and filed on April 8, 2014. The Technical Report is dated April 8, 2014 and has an effective date of December 31, 2013, and may be found on the Company's website and in the Company's filings at www.sedar.com. The Technical Report is incorporated in this summary by reference.

Introduction

MVC is a wholly owned subsidiary of Amerigo, a company listed on the Toronto Stock Exchange. MVC and DET entered into an agreement dated April 8, 2014 granting to MVC the rights to process the historic tailings in the Cauquenes deposit and amending each of the contracts with Codelco for the processing of tailings from the current production of the El Teniente mine (Fresh Tailings) and tailings from the Colihues deposit. The term of the Fresh Tailings contract has been extended from 2021 to 2037. An expansion project is planned to increase MVC's production from 45 million pounds of copper per year to 90 million pounds of copper per year.

The MVC operation is located in Region VI (Libertador Bernardo O'Higgins Region) in central Chile, approximately 90 km south of Santiago, at an elevation of 650 m above sea level. The area has a Mediterranean-type climate characterized by long, warm, dry summers (8 months) and mild, rainy winters (4 months).

MVC has been in operation since 1992 and produces copper and molybdenum concentrates by reprocessing tailings generated from the El Teniente mine, which is owned and operated by Codelco. The Fresh Tailings are transported to MVC via a 36 km long launder. MVC currently mines the Colihues deposit with hydraulic monitors and plans to mine the Cauquenes deposit using the same method.

The MVC processing facility has a capacity of 175,000 tonnes per day and consists of grinding and flotation plants to recover copper and molybdenum concentrates. Once the tailings have been reprocessed by MVC, they are returned to DET's tailings launder and transported to DET's Carén tailings reservoir located approximately 50 km to the west of the MVC site. In 2013, MVC processed 56 million tonnes of tailings and produced 20,717 tonnes of copper and 366 tonnes of molybdenum.

Geology and Mineralization

El Teniente is a porphyry copper-molybdenum deposit located in the Andes of central Chile. Most of the high grade copper ore at El Teniente is hosted by vertically extensive hydrothermal breccia pipes hosted in a mafic intrusive complex. The deposit is zoned from a barren core through a narrow zone of bornite rich mineralization outwards into the main chalcopyrite dominant mineralized breccias. Several phases of breccia emplacement with associated copper and molybdenum mineralization occurred over a period of 2 million years. Focused intrusive activity with attendant mineralization at the intersection of major structures over such an extended period of time resulted in the formation of the El Teniente deposit. El Teniente has been in production since 1904, and in 2013 the mine produced 450,000 tonnes of fine copper. In 2017 DET plan to complete the New Mine Level project at El Teniente at a cost original estimated at US$3.4 billion. With this initiative, the world's largest underground mine is expected to be able to extend its useful life by 50 years. El Teniente's total ore reserves (Proved and Probable to JORC code) are 1,538 million tonnes of ore at a grade of 0.99% copper containing 15.2 million tonnes of fine copper.

DET's historical records of El Teniente's mill tailings represent a detailed account of the tonnage and grade of material stored in the Cauquenes and Colihues impoundments. From 1935 to 1977 approximately 364 million tonnes of tailings at a 0.31% Cu grade were deposited in the Cauquenes tailings impoundment. From 1977 to 1986 approximately 216 million tonnes of tailings at a 0.26% Cu grade were deposited in the Colihues tailings impoundment. A limited amount of drilling has been conducted on both deposits and independent resource estimates have been completed on Cauquenes and Colihues.

Drilling, Sampling and Analysis

A total of 30 holes have been drilled on the Cauquenes deposit in four separate campaigns. The most recent drilling by MVC in September 2012 consisted of six reverse circulation (RC) drill holes to obtain confirmatory samples for grade, mineralogy and metallurgy tests. The drilling was performed in 6 inch diameter casings and the holes were vertical, down to a depth of 30m.

Metallurgical Test Work

MVC has been processing El Teniente's Fresh Tailings since 1992. The current processing plant at MVC employs primary cyclone classification to separate coarse and fine fractions. The fine fraction is processed in unconventional scavenger cascade flotation cells and the coarse fraction is ground in ball mills and then processed in conventional rougher and cleaner flotation circuits to produce a sulphide concentrate. Average annual copper recovery from the Fresh Tailings is expected to remain consistent between 22% and 24%.

MVC has been processing tailings from the Colihues deposit since 2003 and the average copper recovery over this period has been 31%. Copper recovery from Colihues is dependent on the relative quantities of clays and fine material present in the tailings. Average annual copper recovery from future processing of the Colihues deposit in the new plant is anticipated to be 34%.

Mineralogical test work on the Cauquenes deposit has confirmed that copper is present in chalcocite and covellite with lesser amounts in chalcopyrite and oxides. Metallurgical test work has demonstrated that a recovery process consisting of regrinding and flotation is appropriate. The coarse fraction and the fine fraction should be processed separately in order to maximise recovery. Average annual copper recovery for Cauquenes is estimated to be 48%. Historically the El Teniente mine and MVC have produced high quality concentrates. Although the Company has not yet completed a detailed assessment of Cauquenes copper concentrate quality and marketability, the quality of the copper concentrates produced from Cauquenes tailings is expected to be the same as those MVC currently produces.

Mineral Resource Estimate

There is sufficient geological and economic evidence to conclude that MVC's contracts with DET for Fresh Tailings plus the Cauquenes and Colihues tailings deposits constitute an inferred mineral resource. MVC has a long operating record of economic extraction of copper and molybdenum from Fresh Tailings and Colihues tailings and MVC's 2014 feasibility study demonstrates that the Cauquenes deposit can be profitably extracted.

The Cauquenes tailings deposit has an inferred mineral resource estimate of 338 million tonnes at a grade of 0.267% Cu and 0.021% Mo with 961 million pounds of recoverable copper and 29 million pounds of recoverable molybdenum, at a zero grade cut-off and after application of mining and mill recovery losses.

MVC's total inferred mineral resource estimate as of December 31, 2013 for the Fresh, Colihues and Cauquenes tailings, at a zero grade cut-off and after application of mining and mill recovery losses, is 1,494 million tonnes at a grade of 0.155% Cu and 0.012% Mo with 1,709 million pounds of recoverable copper and 43 million pounds of recoverable molybdenum.

Summaries of MVC's inferred mineral resources estimated at a zero grade cut-off and after application of mining and mill recovery losses, are presented in Table 1-1 and Table 1-2.

Table 1-1 MVC Copper Inferred Mineral Resource Estimate – Dec 31, 2013

Tailings Deposit	Tonnes (t)	Grade (% Cu)	Mill Recovery (%)	Recoverable Copper (M lbs)
Colihues	68,231,000	0.229	34	117
Cauquenes	338,139,000	0.267	48	961
Fresh	1,087,444,000	0.115	23	631
Total	1,493,814,000	0.155	34	1,709

Table 1-2 MVC Molybdenum Inferred Mineral Resource Estimate – Dec 31, 2013

Tailings Deposit	Tonnes (t)	Grade (% Mo)	Mill Recovery (%)	Recoverable Molybdenum (M lbs)
Colihues	68,231,000	0.010	12	2
Cauquenes	338,139,000	0.021	18	29
Fresh	1,087,444,000	0.009	6	13
Total	1,493,814,000	0.012	11	43

Recovery Methods

The January 2014 Cauquenes Expansion Project Feasibility Study development plan presents an expansion of the existing facilities from 45 to 90 million pounds of copper per year at a processing rate in Cauquenes of 60,000 tpd. Processing of the Colihues deposit is expected to be phased out and restarted in 2034 after the Cauquenes deposit is depleted.

MVC's processing plant has a maximum capacity of 175,000 tonnes per day due to downstream constraints in the Carén tailings channel capacity. It is expected that surplus lower grade fine Fresh Tailings tonnage will not be processed and will be diverted first into the Colihues void, and then into the

Cauquenes void. The Cauquenes tailings are expected to be hydraulically extracted and pumped to the modified existing processing circuit. New plant equipment will include grinding mills, rougher flotation cells, cleaner flotation cells, concentrate handling and reagent handling facilities.

Environmental Studies and Permits

MVC operates within the specifications and guidelines established by the Ministry of Mining, Sernageomin (National Mining and Geology Service), other local environmental authorities and relevant international conventions. MVC is not aware of any significant environmental, social or permitting issues that would prevent exploitation of the Cauquenes deposit.

The Cauquenes Expansion Project Environmental Impact Assessment study was filed with the Chilean authorities on January 7, 2013, requesting an increase in the historic tailings processing rate via an expansion to the MVC plant. Once the project is approved under the SEIA, MVC may then apply to individual agencies to obtain the necessary sectorial permits to commence construction.

Preliminary Economic Assessment

The results of the preliminary economic assessment represent forward-looking information that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those presented here. The preliminary economic assessment is preliminary in nature and it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the preliminary economic assessment will be realized.

The contract with DET extends MVC's mine life to 2037. Over this period, MVC plans to produce 1,709 million pounds of copper and 43 million pounds of molybdenum contained in sulphide concentrates, with metal production based on the inferred mineral resource estimates for Fresh Tailings and historic tailings from Cauquenes and Colihues.

Average annual production over the initial ten year period is estimated to be 88 million pounds of copper per year at a cash cost of production of $1.51/lb Cu, excluding royalties. Royalty payments to DET are estimated to be $0.71/lb Cu at the base case metal prices used in the economic analysis. The initial capital cost of the Cauquenes expansion has been estimated at $140 million, including contingency and excluding escalation. At an 8% discount rate, the unlevered after tax net present value for the Project is estimated to be approximately US$279 million at an assumed long term copper price of $2.95/lb Cu, rising to US$441 million at a price of $3.50/lb Cu. Over the life of the contract, assuming a copper price of $3.50/lb, total EBITDA for MVC is estimated to be $3.1 billion, of which $1.6 billion is payable to DET as royalties.

Using these parameters, the preliminary financial analysis summary in Table 1-3 indicates that MVC has a positive net cash flow and an acceptable internal rate of return and supports progression to construction and development of the Cauquenes deposit.

Table 1-3 Summary MVC Economic Analysis

Copper Price	(US$/lb)	2.50	2.75	3.00	3.25	3.50	3.75	4.00	Base case
NPV8% after tax	(US$ millions)	$99	$181	$259	$333	$403	$469	$530	$249
IRR	(%)	26%	35%	42%	49%	54%	59%	64%	42%
Payback Period of Capital	(years)	3	2	1	1	1	1	1	1

Conclusions and Recommendations

In the opinion of the Qualified Person the Project that is outlined in the Technical Report has met its objectives. Mineral resources have been estimated for the Project, and a feasible development plan has been presented. The data supporting the inferred mineral resource estimates were appropriately collected, evaluated and estimated, and the Project objective of identifying tailings mineralization that could potentially support future processing operations has been achieved. The recommendation of the QP is to proceed with construction of the MVC plant expansion and development of the Cauquenes deposit.

DIVIDENDS

In August 2005, the Board of Directors of the Company approved a policy of paying semi-annual dividends. The Company's dividend policy is, under normal circumstances and after taking into account the Company's cash flow and short and long term needs and objectives, to declare and pay dividends on the Common Shares averaging at least one-third of reported net earnings calculated over a period of years. The declaration of each dividend, however, is in the discretion of the Board of Directors which reserves the right to adjust or terminate the declaration and payment of dividends from time to time according to the prevailing business environment and cash needs of the Company.

Pursuant to the Company's dividend policy, on September 1, 2005, the Company paid its first dividend of Cdn$0.045 per common share. The Company also paid dividends of Cdn$0.045 per common share on each of April 7, 2006 and September 1, 2006. The Company then paid dividends of Cdn$0.065 per common share on each of April 4, 2007, August 31, 2007, April 2, 2008 and September 5, 2008.

The Company suspended the payment of dividends in 2009 as a result of the global financial crisis and the precipitous drop in copper and molybdenum prices, all of which had an extremely adverse effect on the Company's financial results and its cash position.

During 2011 the Company reinstated the payment of dividends, and paid semi-annual dividends of Cdn$0.02 per common share on each of May 5, 2011, November 30, 2011, May 25, 2012 and November 29, 2012.

In a May 7, 2013 Board meeting, the Company's directors decided that, due in part to volatility in the copper price, it would be prudent to defer the dividend decision until Q3-2013. In a November 6, 2013 Board meeting, the Company's directors decided that the Company should preserve cash rather than pay a dividend, given the Company's relatively low cash position at that time and its plan to fund a portion of the capital cost of the Cauquenes expansion through internal cash flow. No dividends were paid in 2014 for the same reasons.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The number of the Company's shares issued and outstanding as fully paid and non-assessable was 173,610,629 on December 31, 2014 and as of the date of this AIF. The holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the Company's shareholders, and each common share confers the right to one vote in person or by proxy at all such meetings. The holders of the common shares, subject to the prior rights, if any, of the holders of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

As of the date of this AIF the Company does not have any warrants issued and outstanding. The Company has a rolling maximum stock option plan (the "Plan") pursuant to which the directors of the Company are authorized to grant options to directors, officers, employees and consultants of the Company and the Offshore Companies on up to 10% of the issued and outstanding common shares of the Company. All options granted to date have a term of five years. As of the date of this AIF there are options to purchase a total of 10,600,000 common shares outstanding under the Plan (6.10% of the issued and outstanding common shares):

Number of Options/Shares	Expiry Date	Exercise Price
2,600,000	March 2, 2016	Cdn$1.32
600,000	May 11, 2016	Cdn$1.12
3,200,000	March 7, 2017	Cdn$0.77
700,000	June 5, 2017	Cdn$0.53
3,500,000	May 12, 2019	Cdn$0.435

The Company's common shares last traded on the TSX in 2014 at a price of $0.27 per share. Of the options outstanding on that date, none were in the money on December 31, 2014 or as of the date of this AIF.

MARKET FOR SECURITIES

Trading Price and Volume

The Company's shares are listed for trading on the TSX under the symbol "ARG". During the period from January 1, 2014 through to February 28, 2015, the Company's shares traded on the TSX as follows:

Month	Volume (Daily average)	High (Cdn$)	Low (Cdn$)
February 2015	56,147	0.32	0.24
January 2015	59,581	0.32	0.23
December 2014	80,588	0.34	0.23
November 2014	46,948	0.38	0.32
October 2014	66,648	0.40	0.33
September 2014	64,993	0.48	0.36
August 2014	67,133	0.48	0.43
July 2014	56,167	0.48	0.43

Month	Volume (Daily average)	High (Cdn$)	Low (Cdn$)
June 2014	35,382	0.44	0.41
May 2014	46,725	0.49	0.44
April 2014	125,922	0.54	0.42
March 2014	74,451	0.50	0.40
February 2014	90,371	0.48	0.41
January 2014	68,196	0.49	0.40

Escrowed Securities

The Company has no escrowed securities.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The name, province and country of residence, positions held with the Company, and principal occupation of each director and executive officer of the Company within the five preceding years as at the date of this AIF, is as set out in the following table.

Name, Province and Country of Residence, and Position with the Company	Principal Occupation within the five preceding years	Period of Service as a Director or Officer	Number of Shares and % of Class (1)
Klaus Zeitler(2)(3) British Columbia, Canada Chairman, CEO & Director	Businessman, President and CEO of the Company	April 2003 to Present	4,283,751 common shares, or 2.47%
Sidney Robinson Ontario, Canada Independent Director	Corporate Director; until January 1, 2004, Senior Partner of Torys LLP, Toronto	May 2003 to Present	753,000 common shares, or 0.43%
Robert Gayton(4) British Columbia, Canada Lead Independent Director	Chartered Accountant; financial consultant to the mineral exploration and technology industries since 1990	August 2004 to Present	40,000 common shares, or 0.02%
Ruston Goepel British Columbia, Canada Independent Director	Senior Vice President of Raymond James Ltd.; formerly founding partner and CEO of Goepel Shields & Partners	August, 2004 to Present	225,000 common shares, or 0.13%
Alberto Salas Santiago, Chile Independent Director	Mining entrepreneur, university professor, consultant, manager and senior executive or director of several mining companies; President of Sonami and director of Enami, Chile	May 2011 to Present	Nil
Miguel Grau Lima, Peru Independent Director	Corporate Lawyer with Estudio Grau; Consultant to foreign investors with respect to natural resources projects in Peru	May 2011 to Present	Nil
Geoffrey Castle British Columbia, Canada Independent Director	Director of Finance of SemiosBio Technologies Inc.; advisor to and shareholder representative of certain other corporate entities; Manages a proprietary investment fund for Vancouver-based Merlin Pacific Capital Corp.; previously Manager, Group Investments with Kestrel Holdings Ltd.	June 4, 2012 to present	25,000 common shares, or 0.01%
George Ireland Boston, Massachusetts Independent Director	Founder and portfolio manager of Geologic Resource Partners LLC	June 4, 2012 to present	22,016,500 common shares, or 12.68%
Rob Henderson(5) British Columbia, Canada President & COO	Professional engineer	June 4, 2012 to Present	75,000 common shares, or 0.04%
Michael Kuta British Columbia, Canada General Counsel and Corporate Secretary	Corporate and mining lawyer	August 2005 to Present	550,200 common shares, or 0.32%

Name, Province and Country of Residence, and Position with the Company	Principal Occupation within the five preceding years	Period of Service as a Director or Officer	Number of Shares and % of Class (1)
Aurora Davidson British Columbia, Canada Chief Financial Officer	Certified General Accountant; Chief Financial Officer to mining companies	January 2004 to Present	37,500 common shares, or 0.02%

(1) Includes direct and indirect holdings and shares over which a director exercises control or direction. As a group, all directors and executive officers beneficially own, directly or indirectly, or exercise control or direction over, a total of 28,005,951 common shares, representing 16.13% of the issued and outstanding common shares of the Corporation as of December 31, 2014 and as of the date of this AIF. In addition, Dr. Zeitler with an associate beneficially owns, directly or indirectly, or exercises control or direction over, a 50% interest in a private company which owns 1,900,000 Class A Common Shares of AIHC, representing 100% of the shares of that class.

(2) Ceased to be President effective October 1, 2013

(3) Appointed Chairman effective October 1, 2013

(4) Ceased to be Chairman and was appointed Lead Independent Director effective October 1, 2013

(5) Appointed President effective October 1, 2013

Dr. Klaus Zeitler received his professional education at Karlsruhe University from 1959 to 1966 and obtained a PHD in economic planning. Dr. Zeitler is a member of the Canadian Institute of Mining and Metallurgy and the Prospectors and Developers Association. Dr. Zeitler financed, built and managed base metal and gold mines worldwide (Europe, Africa, North America, South America, Pacific) with a total investment value of $4 billion. Dr. Zeitler was a managing director of Metallgesellschaft AG, a German metals conglomerate, and in 1986 founded and was a director and the first CEO of Metall Mining, later Inmet Mining Corporation, a Toronto Stock Exchange listed company that at one time had a market capitalization of close to $5 billion, and base metal and gold mines in different parts of the world. After having been a director of Teck and Cominco for many years, Dr. Zeitler joined Teck in 1997 as Senior Vice President and had responsibilities for the exploration and development of mines in Peru, Mexico and the USA. Since his retirement in 2002 from Teck Cominco and in addition to being Chairman, CEO and a director of Amerigo, Dr. Zeitler has been actively involved as a director in various junior base and precious metal companies.

Sidney Robinson was a senior partner at Torys LLP where he practiced corporate and mining law for over 30 years until he retired at the beginning of January 2004. He provided strategic and legal advice with respect to acquisitions, developments and financings to senior management and boards of directors of a number of Canadian and international mining companies. He sits on the boards of public and private corporations and has many years of experience as a director of mining companies in Canada and in the United States.

Dr. Robert Gayton, F.C.A., graduated from the University of British Columbia in 1962 with a Bachelor of Commerce degree and in 1964 earned the Chartered Accountant (C.A.) designation while at Peat Marwick Mitchell. Dr. Gayton joined the Faculty of Business Administration at the University of British Columbia in 1965, beginning 10 years in the academic world, including time at the University of California, Berkeley, earning a Ph.D. in business. Dr. Gayton rejoined Peat Marwick Mitchell in 1974 and became a partner in 1976 where he provided audit and consulting services to private and public company clients for 11 years. Dr. Gayton has directed the accounting and financial matters of public companies in the resource and non-resource fields since 1987, and is a director of a number of public companies.

Ruston Goepel is Senior Vice President at Raymond James Ltd. He entered the investment business in 1968 specializing in institutional sales with Ryan Investments and Pemberton Securities Ltd. In 1989, he was a founding partner and CEO of Goepel Shields & Partners, a national securities dealer which was acquired by Raymond James Inc. in January 2001. Mr. Goepel is past Chairman of the Business Council of British Columbia and was a Director and Chairman of the Nominating and Governance Committee of the Vancouver 2010 Olympic Organizing Committee. Mr. Goepel is a past member of the Executive

Committee of the Investment Dealers Association of Canada, a Past Governor of the Vancouver Stock Exchange and a director of a number of Canadian companies. Mr. Goepel was the recipient of the Queen's Jubilee Medal for Business Leadership and Community Service.

Alberto Salas is a mining engineer from the University of Chile with a diploma in corporate finance from the Adolfo Ibáñez University. He has thirty years of experience in Chile's private mining industry as a mining entrepreneur, university professor, consultant, senior executive and company director. He is also a former vice-president of the Chilean Institute of Mine Engineers, a director of the National Mining Company ENAMI and of the companies Quebrada Blanca, Carmen de Andacollo and Minera Valle Central and president of the Foundation of Mine Engineers of the University of Chile. He is currently president of Chile's National Mining Association and the Inter-American Mining Association.

Miguel Grau leads Estudio Grau, a highly respected Peruvian full service law firm specializing in corporate, M&A, mining, land, social, environmental, tax and labor issues. He studied law and political science at Universidad Catolica and San Marcos University in Lima before completing postgraduate studies at New York University. Dr. Grau has acted for and represents several mining, oil and gas companies in Peru, including Royal Dutch Shell Peru where he has acted as director since 1981, being instrumental in the Camisea Natural Gas Project; acts as Legal Representative for Rio Tinto Mining and Exploration Limited, and for more than 15 years has been a director of Bear Creek Mining and other Canadian mining companies; acted as chairman of Minera Milpo from 2000 to 2002, serving also as director of Compañía Minera Antamina until 2006, Peru's largest mining investment in over 30 years. Dr. Grau was appointed as director of the Sociedad Nacional de Minería, Petroleo y Energía – the Mining Society of Peru 2009-2013, being recognized by several international publications including Chamber & Partners as Peru's senior statesmen in Energy and Natural Resources – Mining. Dr. Grau currently participates in the advisory and consultancy team of one of the world´s largest recent discoveries, a Titanium (Ti02) project in Paraguay, and has the responsibility to conduct negotiations with the State and secure the legal structuring and administration and for the security of the large foreign investment being made.

Geoffrey Castle is a Vancouver-based businessman and investor. He currently serves as Director of Finance of SemiosBio Technologies Inc. In addition Mr. Castle serves as an advisor to and shareholder representative of certain other corporate entities. Mr. Castle has over ten years of experience as an investor with Canadian public and private investment funds. His background also includes four years of experience with global strategy consulting firm, Bain & Company. Mr. Castle holds Masters degrees in both Business Administration (University of Western Ontario – Ivey School of Business) and Environmental Studies (York University) and a Bachelors of Arts degree from the University of British Columbia.

George Ireland has over thirty years of experience in the resource sector in positions ranging from field geology to banking and venture capital. Mr. Ireland founded Geologic Resource Partners in 2004 and serves as Chief Investment Officer and Portfolio Manager. From 2000 to 2004, he was General Partner of Ring Partners, LP, an investment partnership which has been merged into Geologic Resource Partners. Mr. Ireland graduated from the University of Michigan with a BS from the School of Natural Resources. Mr. Ireland also serves on the boards of Kiska Metals Corporation, Taseko Mines Ltd., Rathdowney Resources Ltd. and Africo Resources Ltd.

Rob Henderson is a professional engineer with an MBA. Mr. Henderson has 28 years of international experience operating, building and acquiring mineral properties, and joined Amerigo after eight years with Kinross Gold Corporation where he attained the position of Senior Vice President Technical Services responsible for energy, mine planning, mineral resources and reserves. Prior to Kinross, Mr. Henderson worked in mine and tailings operations with Rand Mines and De Beers and then with SNC Lavalin and Hatch delivering engineering services to international mining clients.

Michael Kuta has been a director or officer of a number of companies in the mining industry since 2005. He also is a member of the British Columbia and Canadian Bar Associations, and has more than 30 years of experience in corporate commercial, securities and taxation law, in both private and public practice. Mr. Kuta was an associate lawyer at Thorsteinssons LLP, Tax Lawyers, Vice-President, Law at The Loewen Group and InsulPro Industries, and Director, Content Development for the Thomson Corporation. Mr. Kuta has experience in finance and domestic and international business acquisitions and combinations. He has an HBA (Honours in Business Administration) from the University of Western Ontario, and an LLB from the University of British Columbia. Mr. Kuta is also General Counsel and Corporate Secretary of Los Andes Copper Ltd., and is a director of Nikos Explorations Ltd., both TSXV listed companies.

Aurora Davidson holds a Certified General Accountant designation from the Certified General Accountants Association of British Columbia and a BSc in Business Administration from Alliant International University in San Diego, California. Ms. Davidson has more than 25 years of experience in financial and general business management having assisted private and public companies in the roles of Chief Financial Officer, Vice-president, Finance and Corporate Controller within the mineral exploration and technology sectors. She is also the Chief Financial Officer of Los Andes Copper Ltd. and Nikos Explorations Ltd., both of which are TSXV listed companies.

Directors' Term

In accordance with the Articles of the Company, each Director is elected annually and holds office until the next annual general meeting of the shareholders, his successor is elected or appointed or his position vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia). The term of office of each member of the Board of Directors expires at the annual general meeting.

Committees of the Board of Directors

The committees of the board of directors of the Company and the directors serving on each of the committees are described below:

Audit Committee

The members of the Company's audit committee are Robert Gayton (Chairman), Sidney Robinson and George Ireland, all of whom are independent directors. The audit committee oversees the Company's financial reporting obligations, financial system and disclosures, reviews the annual financial statements, monitors and assesses the integrity of the Company's internal control systems, meets with the Company's auditors and liaises between the board of directors and the auditors.

Nomination Committee

The members of the Company's nomination committee are Ruston Goepel (Chairman), Miguel Grau and Geoffrey Castle. This committee is responsible for reviewing the performance of the Company's senior management, the Board as a whole, and individual directors, and also oversees the orientation program for new recruits to the Board. When required the committee recommends nominees for election to the Board of Directors to fill Board vacancies and newly created director positions.

Compensation Committee

The members of the Company's compensation committee are Sidney Robinson (Chairman), Ruston Goepel, Alberto Salas and Geoffrey Castle. This committee is responsible for determining the compensation to be paid to the Company's executive officers and for reviewing their corporate goals and objectives.

Corporate Governance Committee

The Board of Directors has approved a Corporate Governance Charter which provides that all members of the board are responsible for corporate governance matters. Accordingly, the Board as a whole is responsible for developing and implementing the Company's approach to corporate governance. The Board's corporate governance mandate includes responsibility to develop, implement and monitor the Company's environmental and safety practices.

Disclosure Policy Committee

The Company also has in place a Corporate Disclosure Policy, the objective of which is to ensure that communications to the investing public about the Company and its direct and indirect holdings are timely, factual and accurate, and are broadly disseminated in accordance with all applicable legal and regulatory requirements. In accordance with the terms of the Corporate Disclosure Policy, the board approved the formation of a disclosure policy committee responsible for overseeing the Corporation's disclosure practices. The disclosure policy committee consists of Klaus Zeitler, Aurora Davidson, Geoffrey Castle, Rob Henderson and Michael Kuta.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate

The Company's audit committee has a charter (the "Audit Committee Charter") in the form attached to this AIF as Schedule "A".

Composition of the Audit Committee

The following are the members of the Company's Audit Committee:

Robert Gayton (Chairman)	Independent (1)	Financially literate (1)
Sidney Robinson	Independent (1)	Financially literate (1)
George Ireland	Independent (1)	Financially literate (1)

(1) As defined by National Instrument 52-110 ("NI 52-110").

Relevant Education and Experience

A description of the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member may be found above under the heading "Directors and Officers: Name, Occupation and Security Holding".

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on any of the exemptions in sections 2.4, 3.2, 3.3, 3.4, 3.5 or 3.6 of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110, or on section 3.8 of NI 52-110.

Audit Committee Oversight

At no time was a recommendation of the Company's audit committee to nominate or compensate an external auditor not adopted by the board of directors.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "Independent Auditors" of the Audit Committee Charter set out in Schedule "A" to this AIF.

External Auditor Services Fees (By Category)

The aggregate fees billed by the Company's external auditors in the last two fiscal years (all amounts are in Canadian dollars) in respect of all services provided to the Company, including MVC, are as follows:

Fee Summary	**2014**	**2013**
Audit of the financial statements	121,900	123,000
Review of quarterly financial statements	54,000	45,000
All Other Fees	-	-
Total Services	**175,900**	**168,000**

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

No director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company, that:

(a) was subject to a cease trade order, 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 (an "**Order**") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

(d) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company, has been the subject of any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting and will not participate in negotiating and concluding terms of any proposed transaction. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties, thereby allowing for their participation in a greater number of and larger programs, and reducing financial exposure in respect of any one program. A particular company may also assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time. See also "Description of the Business – Risk Factors – Conflicts of Interest", above.

PROMOTERS

No person has, within the two most recently completed financial years or during the current financial year, been a promoter of the Company or a subsidiary of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not a party to any material legal proceedings and is not aware of any such proceedings pending or contemplated. There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the last financial year or by a court or regulatory authority that would likely be considered important to a reasonable investor in making an investment decision. The Company did not enter into any settlement agreement with a court relating to securities legislation or with a securities regulatory authority during its last financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this AIF, within the Company's three most recently completed financial years no director, executive officer or principal shareholder of the Company, or any associate or affiliate of any of the above, has had any material interest, direct or indirect, in any transaction that has materially affected or will materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

The Company's transfer agent and registrar is Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9, and Computershare Trust Company of Canada, 4 King Street West, Suite 1101, Toronto, Ontario, M5H 1B6, is the Company's co-transfer agent and registrar.

MATERIAL CONTRACTS

During 2014 MVC entered into the Master Agreement, which is a material contract (Please see "Underlying Contracts with DET" above). Both the original Spanish version and an English translation of the Master Agreement were filed by the Company on SEDAR on April 22, 2014. A material change report in respect of the signing of the Master Agreement was also filed on SEDAR on the same date.

EXPERTS

Names of Experts

PricewaterhouseCoopers LLP ("PwC") of Suite 700, 250 Howe Street, Vancouver, British Columbia, V6C 3S7, are the auditors for the Company. PwC audited the annual financial statements of the Company for the year ended December 31, 2014. PwC reports that it is independent from the Company in accordance with the rules of professional conduct of the Canadian Institute of Chartered Accountants in British Columbia.

Robert D. Henderson, P.Geo., prepared the Technical Report (please refer to Minera Valle Central Operations, above). Mr. Henderson is remunerated by the Company for his services as President and COO of Amerigo Resources Ltd., and as a director of MVC.

Interests of Experts

Mr. Henderson did not hold any of the Company's outstanding common shares as of the date of the Technical Report. Mr. Henderson held 700,000 options to purchase common shares in the capital of the Company as of the date of the Technical Report at a price of $0.53, and subsequently received additional options to purchase 600,000 common shares in the capital of the Company at a price of $0.435 per share in May 2014. The Company's Compensation Committee also approved the payment of an annual bonus to Mr. Henderson in respect of the Company's 2013 financial year, part of which was settled by the issuance to Mr. Henderson of 75,000 common shares in the capital of the Company. Prior to publication of the Technical Report, Mr. Henderson had been appointed a director of MVC. Other than as set out in this AIF, and as disclosed in all other documents filed by the Company on SEDAR, Mr. Henderson, when or after he prepared the Technical Report, did not receive or was about to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of the

Company's associates or affiliates (based on information provided to the Company by him) or was expected to be elected, appointed or employed for the first time as a director, officer or employee of the Company or of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Company's Information Circular for its most recent annual general meeting of securityholders that involved the election of directors.

Additional financial information is provided in the Company's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2014.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER
Amended March 24, 2009

A. AUDIT COMMITTEE PURPOSE

The Board of Directors of the Amerigo Resources Ltd. (the "Company") has an overall responsibility to oversee the affairs of the Company for the benefit of the shareholders. The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- Ensure the effectiveness of the overall process of identifying and addressing principal business risk and the adequacy of the related disclosure;
- Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance;
- Monitor the independence and performance of the Company's independent auditors;
- Provide an avenue of communications among the independent auditors, management and the Board of Directors; and
- Encourage adherence to, and continuous improvement of, the Company's policies, procedures and practices at all levels.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

B. AUDIT COMMITTEE COMPOSITION AND MEETINGS

Audit Committee members shall meet the requirements of the TSX. The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Committee shall have accounting or related financial expertise.

Audit Committee members shall be appointed by the Board. If the Audit Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the independent auditors and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed.

C. AUDIT COMMITTEE RESPONSIBILITIES AND DUTIES – DETAIL

Review Procedures

1. Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

2. Review the Company's annual audited financial statements and management discussion and analysis prior to filing or distribution. Review should include discussion with management and independent auditors of significant issues regarding accounting principles, practices and judgments.

3. In consultation with management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the independent auditors together with management's responses.

4. Review with financial management the Company's quarterly financial results and management discussion and analysis prior to the release of earnings. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors.

Independent Auditors

5. The independent auditors are accountable directly to the Audit Committee. The Audit Committee shall review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the independent auditors or approve any discharge of auditors when circumstances warrant.

6. Approve the fees and other significant compensation to be paid to the independent auditors, and pre-approve any non-audit services that the auditor may provide.

7. On an annual basis, the Committee should review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditor's independence.

8. Review the independent auditors audit plan and engagement letter.

9. Prior to releasing the year-end earnings, discuss the results of the audit with the independent auditors.

10. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

Other Audit Committee Responsibilities

11. On at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

12. The Chairman of the Committee will review all disclosure documents to be issued by the Company relating to financial matters, including news releases, annual information forms and information circulars.

13. Establish a procedure for the: (i) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and (ii) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.