



**ANNUAL INFORMATION FORM  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018**

**March 29, 2019**

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## GENERAL

Reference is made in this annual information form (the “**Annual Information Form**” or “**AIF**”) to the audited financial statements (the “**Financial Statements**”) together with the auditor’s report thereon and management’s discussion and analysis (the “**MD&A**”) for Geodrill Limited (“**Geodrill**” or the “**Company**”) for the fiscal years ended December 31, 2018 and December 31, 2017.

The Financial Statements and MD&A are available for review under the Company’s SEDAR profile located at [www.sedar.com](http://www.sedar.com). All financial information in this Annual Information Form is prepared in accordance with International Financial Reporting Standards (“**IFRS**”).

Unless otherwise noted herein, information in this AIF is presented as at December 31, 2018. In this AIF, references to “\$” are to U.S. dollars, unless otherwise noted.

All references in this AIF to the Company also include references to all subsidiaries of the Company as applicable, unless the context requires otherwise.

## STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain information contained in this Annual Information Form constitutes “forward-looking information” under Canadian securities legislation, which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its subsidiaries, future growth, results of operations, capital needs, performance, business prospects and opportunities. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “believes” or variations (including negative variations) of such words or by the use of words or phrases that state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking information is based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained in this AIF, including but not limited to risks related to: cyclical downturns, competition, global financial condition, foreign currency exposure, concentration of currency, dependence on certain key personnel, political instability, debt level, revenues and EBITDA, sensitivity to general economic conditions, dependence on customers with capital raising challenges, cybercrime, specialized skills and cost of labour increases, increased cost of sourcing consumables and drilling equipment, inability to sustain revenue levels, client contracts, international expansion and instability, operational risks and liability, business interruptions, risk to the Company’s reputation, environment, labour, health and safety requirements and related considerations, insurance limits, uncertain legal and regulatory frameworks, tax risk, credit risk, geographic expansion, supply of consumables, risks due to foreign incorporation, equity market risks, influence of existing shareholders and future sales by The Harper Family Settlement and Dave Harper, dilution and lack of dividend payments.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking information, there may be other factors that may cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

## CORPORATE STRUCTURE

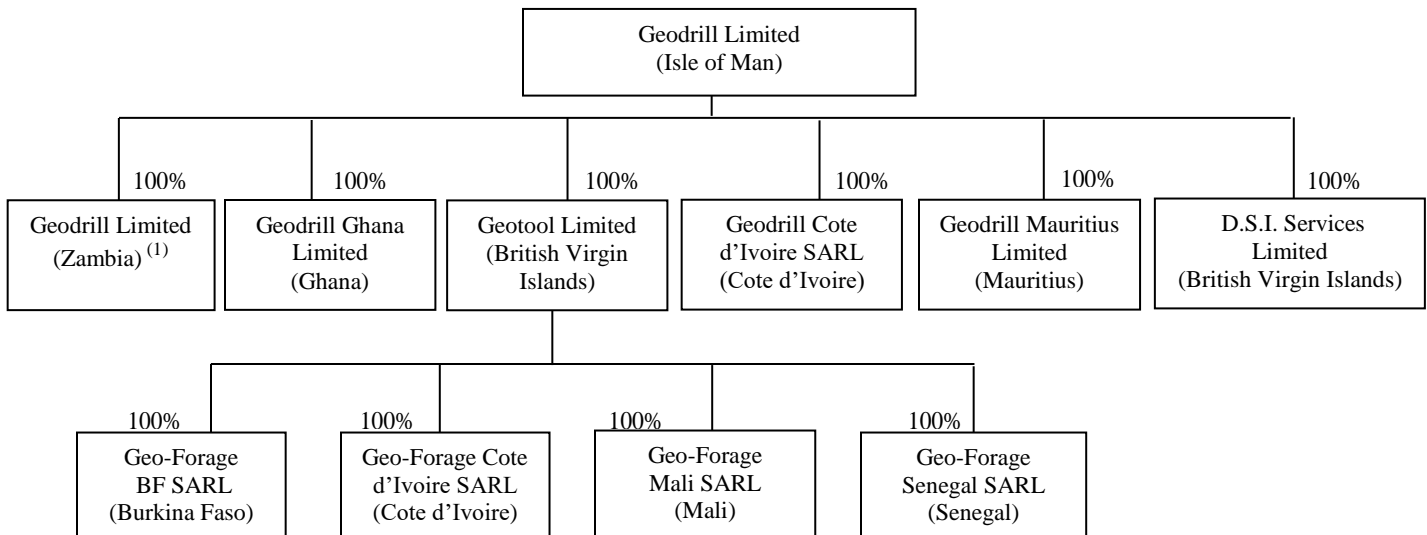
### *Name, Address and Incorporation*

Geodrill Limited was incorporated in the Isle of Man under the *Companies Act 1931 to 1993* on April 15, 1998 as a private company limited by shares. On May 9, 2007, the Company was re-registered under the *Isle of Man Companies Act 2006* (the “**IOM Act**”). On November 15, 2010, the Company amended and restated its memorandum and articles of association to remove the private company restrictions contained therein and adopted memorandum and articles of association for a public company. The Company’s head and registered office is located at Ragnall House (South Suite), 18 Peel Road, Douglas, Isle of Man IM1 4LZ. The registered agent for the Company is Clearwater Fiduciary Services Limited.

### *Inter-corporate Relationships*

The Company has nine wholly-owned subsidiaries, Geodrill Ghana Limited (which enters into and services contracts in Ghana), D.S.I. Services Limited (whose role is to purchase certain inventory and capital equipment and pay certain expenses), Geotool Limited (which serves as a holding company for certain companies in the group), Geo-Forage BF SARL (which serves as the administrative company in Burkina Faso), Geo-Forage Cote d’Ivoire SARL (which enters into and services contracts in respect of drilling operations in Cote d’Ivoire), Geodrill Cote d’Ivoire SARL (which enters into and services contracts in respect of drilling operations in Cote d’Ivoire), Geo-Forage Mali SARL (which serves as the administrative company in Mali), Geo-Forage Senegal SARL (which enters into and services contracts in respect of drilling operations in Senegal but is currently inactive) and Geodrill Mauritius Limited (which has recently been incorporated and has not conducted any activity). The Company also has one wholly-owned branch, Geodrill Limited (which enters into and services contracts in Zambia).

The following chart illustrates the Company’s corporate structure, including the jurisdiction of incorporation of each subsidiary and branch and the percentage of voting securities held by the Company in each subsidiary and branch.



**Note:**

<sup>(1)</sup> Geodrill Limited is considered a branch, not a subsidiary, under Zambian law.

## **GENERAL DEVELOPMENT OF THE BUSINESS**

The Company was founded by Dave Harper and commenced operations in Ghana in September 1998 with one drill rig. From 1998 to December 2010 the Company operated as a private exploration drilling company as was able to expand its rig fleet from one rig to 18 rigs and had expanded its geographical footprint from Ghana to neighbouring Burkina Faso and Cote d'Ivoire.

In December, 2010, the Company completed an initial public offering and listing on the Toronto Stock Exchange (the "TSX"). In 2011 and 2012 the demand for exploration drilling in West Africa continued to increase so the Company utilized the cash it raised and expanded its rig fleet in 2011 and 2012 such that by the end of 2012 the Company had 37 rigs and was operating in Ghana, Burkina Faso, Cote d'Ivoire and Niger.

In 2013 and 2014, there was an industry wide slowdown in drilling activities as there was pressure on early stage exploration companies as financing from the capital markets was challenging and there was also pressure on producing companies as they continued to need to manage their exploration costs in conjunction with their operating costs on the production side of their business and the price of certain minerals during 2013 and 2014. As a result of the industry wide slowdown, the Company slowed down its growth and expanded its rig fleet to 39 rigs at December 31, 2014.

In 2015, the Company increased its revenue by 34% compared to 2014 despite the industry wide slowdown that was occurring. In 2015 the Company was successful in expanding its client base to include a mix of majors, intermediates clients and was also able to expand its service offering to assist clients on the mining side of the business with their grade control drilling. As a result of 2015, being a turnaround year, the Company was able to add another three drill rigs to its fleet.

In 2016, the Company was able to continue the trend of increasing its revenue, as the Company increased its revenue by 53% compared to 2015 and was able to also further expand its list of intermediate and major clients. One of the Company's greatest attributes is its ability to maintain a readily available modern fleet of drill rigs and related equipment. The Company understands the importance of this and continually invests in its property, plant and equipment. Plant and equipment additions in 2016 totaled US\$8.9M and included the cost of five additional drill rigs. In addition to the significant investment in CAPEX in 2016, the Company was able to increase its net cash position to approximately US\$5.0M at December 31, 2016.

In 2017, the Company's revenue increased by 13% compared to 2016. In 2017, the Company invested US\$10.6M into property plant and equipment and added another 13 rigs. In 2017, the Company was able to achieve another milestone as it was awarded its first underground contract in the second quarter of 2017 and was then able to secure a second underground contract in the fourth quarter of 2017. In 2017 the Company increased its drill rig fleet to 58 drill rigs.

In 2018, the Company realized its fifth consecutive year of continued revenue growth. The Company's revenue increased by 7% compared to 2017. Such revenue growth was largely attributable to increased drilling activities by the Company. In 2018, the Company drilled a total of 1,154,062 meters compared to 975,754 meters in 2017. The Company drilled 468,420 meters in Ghana and 685,642 meters in Burkina Faso, Cote d'Ivoire, Mali and Zambia, collectively. In addition to increasing revenue, the Company was also able to execute on its objective of increasing its service offering to major and intermediate mining companies as evidenced in the meter mix. The Company was able to drill a higher percentage of grade control meters and underground core meters on existing mine sites for major mining companies. The Company continued its growth strategy by investing an additional US\$10.5M into property plant and equipment. The investment in property, plant and equipment was both strategic and in response to our client's requirements. In 2018, the Company completed its base in Bamako, Mali to ensure that it has a

laydown area for rigs and ancillary equipment, fully stocked stores and a base for employees in response to the increased demand and drilling activity that was experienced in 2018. The Company also expanded its base in Anwiankwanta, Ghana in relation to the increased activity in Ghana. The existing warehouse and service bay was expanded and a second top warehouse was built to store drilling inventories. In addition to physical property, plant and equipment additions, the Company expanded its rig fleet by another six rigs. In response to client demand, the Company acquired another four brand new underground rigs and the Company added another two used drill rigs that it was able to opportunistically purchase from a long standing customer. By the end of 2018, the Company was able to increase its fleet to 64 drill rigs.

The Company strives to be the preferred drilling partner in Africa by providing the safest, most cost-effective drilling services with minimal environmental impact. The Company plans to maintain its relationships with existing customers and develop new customers, both in existing markets and in new markets (geographical and drilling service markets). In order to achieve its goals, the Company will work towards achieving the highest safety standards and focus on customers' needs by committing to a rapid response time.

Based on the continued increase in the Company's drilling activity level, the stabilization of prices, and the continued strength in the types of offered drilling services, the Company believes that the industry wide slowdown has reversed as the Company experienced strong demand across its client base and strong demand for a multitude of drilling services throughout 2016, 2017 and 2018. The Company believes the strong demand will continue in 2019.

## **DESCRIPTION OF BUSINESS**

### ***General***

Geodrill Limited is a leading West African based drilling company providing exploration and development drilling services to major, intermediate and junior mining companies with exploration, development and production operations in West Africa and the African Copperbelt.

Over the course of the Company's operations in West Africa, the Company has built up a diverse client base, including:

- (i) producing companies eager to increase their production profile and replace depleting mineral resources and mineral reserves;
- (ii) development and emerging producers looking to advance their projects by converting mineral resources to mineral reserves, which requires tighter drilling patterns; and
- (iii) exploration companies looking to increase prospects for project development.

In light of the recent global economic market conditions, the Company has placed an emphasis on targeting major and intermediate mining companies so that its client mix is more heavily weighted on companies that not only have greater financial resources to continue drilling operations but are also more reliant on drilling operations to replace depleting mineral resources and mineral reserves or advance their projects. This strategy provides the Company with greater opportunity to utilize an increased number of rigs and improve financial security while it operates in challenging financial markets.

### ***Drilling Services and Operations***

Geodrill provides a broad selection of diverse drilling services (both exploration and delineation) to meet the specific needs of its clients. By offering surface drilling as well as specialized and more routine drilling services, the Company has established itself as a “one-stop shop” for drilling services, which it believes is a strong selling feature. In providing this diverse range of drilling services, the Company is able to leverage its performance in one aspect of the drilling cycle to position itself favourably for other projects for the client. Geodrill continually evaluates its suite of offered services with a view to maintaining a leadership position in the industry.

Geodrill’s President and Chief Executive Officer, Dave Harper, was a pioneer of the Multi-Purpose drilling technique (“**Multi-Purpose**”). Multi-Purpose rigs offer the versatility of being able to perform both reverse circulation (“**RC**”) and diamond core (“**Core**”) drilling (as discussed in more detail below) and can be switched interchangeably mid-way through a hole with little effort or down-time. This provides clients with the advantage of drilling both RC – the method of choice due to its cost savings and high productivity – and Core to complete the hole, avoiding the need to have two types of rigs on site. Having the ability to perform both RC and Core drilling saves the client standby charges, preparation charges and mobilization charges that would normally be associated with switching rigs, effectively reducing the actual cost per metre associated with a drill program. Geodrill also provides: (i) Air-core drilling which is relatively inexpensive and as such is often used in first pass exploration drill programs by exploration mining companies; (ii) in-pit Grade Control drilling that is used in open cut mines to define ore grades and also provide knowledge for mine planning and blasting; (iii) Underground drilling that aims to effectively delineate and sample underground mineral resources at various scales and stages whilst providing advanced information from which mine designs and excavation strategies can be developed; and (iv) Water borehole drilling involves drilling and casing a hole to access groundwater.

The respective benefits of Geodrill’s principal types of drilling services, RC, Core, Air-core, Grade Control, Underground and Water borehole are as follows:

Reverse Circulation – RC drilling is the most common type of drilling undertaken and is typically used to drill to depths of approximately 400 metres. RC drilling is generally faster than diamond core drilling and generally produces better samples and better penetration than rotary air blast drilling (“**RAB**”). This method is more expensive than Air-core drilling but less expensive than Core drilling. RC drilling produces rock chips rather than a core sample. This method collects samples from depth by pulverizing the rock which is then blown up through an inner tube and collected in a sample bag. This method is often used for reconnaissance and exploration drilling.

Core – Core drilling is used to drill to depths of up to 2,000 metres and utilizes an annular diamond impregnated drill bit attached to the end of hollow drill rods to cut a cylindrical core of solid rock. The core sample is removed at intervals and catalogued. The system is sometimes referred to as “wire-line coring”. The Core drilling process is slower and more expensive than RC drilling but can penetrate greater depths and provide excellent representative samples.

Air-core – Air-core drilling uses steel or tungsten blades to bore a hole into unconsolidated ground. The drill cuttings are removed by the injection of compressed air into the hole. This method of drilling is used to drill the weathered regolith (loose, heterogeneous material covering solid rock) as the drill rig and steel or tungsten blades cannot penetrate fresh rock. Where possible, Air-core drilling is preferred over RAB drilling as it provides a more representative sample. Air-core drilling is relatively inexpensive and is often used in first pass exploration drill programs but is limited to depths of 50-60 metres and is drilled using a smaller rig.

Grade Control – RC drilling (in-pit Grade Control) (“**Grade Control**”) is used in open cut mines to define ore grades and also provide knowledge for mine planning and blasting. This information is critical to reduce waste rock (dilution) in concentrator feed as dilution can vary greatly. RC

Grade Control is the most cost effective and accurate way to define boundaries between waste rock and ore bodies.

Underground – Geodrill provides underground drilling services covering mineral exploration and grade control drilling using a fleet of LM 90 drill rigs. The LM 90 modular diamond drill rig features easily interchangeable components, allowing for operations to continue within space constraints without sacrificing depth requirements. The standard modular design includes a mobile platform in order to service larger underground mines, making movement between drill sites efficient and is capable of drilling holes at all angles from vertically up to vertically down.

Underground diamond drilling aims to effectively delineate and sample underground mineral resources at various scales and stages whilst providing advanced information from which mine designs and excavation strategies can be developed. Diamond drilling aims to test multiple domains within the established Mineral Resource at wide and close-spacings.

Water borehole – Water borehole drilling involves drilling and casing a hole to access groundwater. Two broad classes of water borehole drilling are shallow or unconfined wells completed within the uppermost saturated aquifer at that location, and deep or confined wells, sunk through an impermeable stratum into an aquifer beneath. Water borehole drilling is often used in mine application to provide water feed for a processing plant (mill) i.e. water borehole field. Water borehole drilling can also be used in the application of construction dewatering. On a construction or mine site, this dewatering may be implemented before subsurface excavation for foundations or mining to lower the water table. This frequently involves the use of a submersible “dewatering” pump.

In general, drilling services contracts are awarded following a bidding process. During the process, drilling contractors are solicited by clients to provide quotes with respect to a specific program. Prices are typically quoted on a per metre (or foot) basis (with prices increasing according to depth), including some specified additional charges and, in certain circumstances, a day rate per drilling rig. Costs associated with mobilizing and demobilizing the rigs and ancillary equipment are typically covered by the client. Additional ‘worktime’ charges (being time spent on the program but not producing chargeable metres, including tasks such as hole collaring, running casings, hole surveys and standby time) are also normally charged to the client. Accordingly, careful quoting, efficient drilling, the drill operators’ skills and the reliability of equipment are critical factors in determining the profitability of a program.

The drilling programs are typically short drill programs (three months to one year). Most of Geodrill’s contracts are designed with similar durations. However, due to the high satisfaction rates in respect of Geodrill’s services and the Company’s long-term relationships with its clients, as discussed above, many of these short-term contracts have parlayed into program extensions that in turn have led to the Company’s rigs remaining with specific clients for extended periods of time.

As stated above, in 2018, the Company drilled a total of 1,154,062 meters compared to 975,754 meters in 2017. The Company drilled 468,420 meters in Ghana and 685,642 meters in Burkina Faso, Cote d’Ivoire, Mali and Zambia, collectively.

#### *Meters Drilled Per Country*



Location	Fiscal 2018	%	Fiscal 2017	%	Fiscal 2016	%
Ghana	468,420	41%	357,493	37%	345,791	34%
Burkina Faso and other <sup>(1)</sup>	685,642	59%	618,261	63%	661,758	66%
	1,154,062	100%	975,754	100%	1,007,549	100%

**Notes:**

(1) Included in Burkina Faso and other is Burkina Faso, Cote d'Ivoire, Mali and Zambia.

*Meters Drilled Per Type for 2018 and 2017*

Meter Type Percentages	Fiscal 2018	Fiscal 2017
Reverse circulation	41%	38%
Grade control	29%	24%
Surface core	14%	25%
Air core	13%	12%
Underground core	3%	0%
Water bore	0%	1%
	100%	100%

In connection with Geodrill's increased focus on intermediate and major mining companies, the Company has continued to see the majority of the meters drilled being RC, Grade control and Core over the past few years. RC and Core drilling are typically utilized by larger companies that are performing more precise drilling programs in order to replace mineral resources and mineral reserves and to advance their projects. Also, by working with major mining companies and by retooling certain Air-core rigs to be able to drill Grade Control, the Company has been drilling more Grade Control meters. Grade Control meters increased to 29% of total meters drilled in 2018, are associated with mining operations and provide a more stable, reliable stream of revenue versus exploration drilling.

***Drilling Rigs and Equipment***

In addition to Geodrill's fleet of Multi-Purpose, Core, Air-core, Grade Control and Underground drill rigs, the Company also owns drilling support equipment, including a fleet of boosters and auxiliary compressors which enable Geodrill to achieve high quality sampling and operations to greater depths.

*Drill Rig Fleet*

As at December 31, 2018, the Company had 64 drill rigs, of which 59 drill rigs were available for operation and five drill rigs were in the workshop. All of Geodrill's crawler mounted Multi-Purpose drill rigs have on board compressor boosters, which minimize the equipment footprint in environmentally sensitive locations.

Geodrill also owns and operates a significant fleet of trucks, track support vehicles and light vehicles. Geodrill's fleet of drill rigs and support equipment incorporate a fleet of boosters and auxiliary compressors which the Company believes to be essential in enabling it to undertake its drilling deeper, drier and faster than most competitors. The Company's drill rig fleet and the drill rigs deployed or planned to be operational in the field are noted below:

Make - Model	Type	Available for Operation as at Mar 31, 2018 No. of Rigs		Available for Operation as at Jun 30, 2018 No. of Rigs		Available for Operation as at Sep 30, 2018 No. of Rigs		Available for Operation as at Dec 31, 2018 No. of Rigs		Planned to be available for Operation as at Dec 31, 2019 No. of Rigs	
UDR - 650	Multi-Purpose	2	1x1996 1x2003	2	1x1996 1x2003	2	1x1996 1x2003	2	1x1996 1x2003	2	1x1996 1x2003
UDR - KL900	Multi-Purpose	3	1x1998 1x1999 1x2003	3	1x1998 1x1999 1x2003	3	1x1998 1x1999 1x2003	3	1x1998 1x1999 1x2003	3	1x1998 1x1999 1x2003
Sandvik - DE840	Multi-Purpose									1	1x2008
Sandvik - DE820	Multi-Purpose	5	1x2007 4x2008	5	1x2007 4x2008	4	1x2007 3x2008	4	1x2007 3x2008	5	1x2007 4x2008
Sandvik - DE810	Multi-Purpose	8	1x2010 7x2012	8	1x2010 7x2012	8	1x2010 7x2012	8	1x2010 7x2012	8	1x2010 7x2012
EDM - 2000	Multi-Purpose	4	2x2010 1x2011 1x2017	4	2x2010 1x2011 1x2017	4	2x2010 1x2011 1x2017	4	2x2010 1x2011 1x2017	5	3x2010 1x2011 1x2017
Austex - X900	Multi-Purpose	8	4x2011 1x2012 1x2016 2x2017	8	4x2011 1x2012 1x2016 2x2017	8	4x2011 1x2012 1x2016 2x2017	8	4x2011 1x2012 1x2016 2x2017	8	4x2011 1x2012 1x2016 2x2017
UDR - 200	Core	1	1x2008	1	1x2008	1	1x2008	1	1x2008	1	1x2008
Sandvik - DE710	Core	9	2x2008 1x2009 6x2010	9	2x2008 1x2009 6x2010	9	2x2008 1x2009 6x2010	9	2x2008 1x2009 6x2010	9	2x2008 1x2009 6x2010
Sandvik - DE740	Core	6	2x2008 1x2009 1x2011 2x2012	8	3x2008 1x2009 2x2011 2x2012	8	3x2008 1x2009 2x2011 2x2012	8	3x2008 1x2009 2x2011 2x2012	8	3x2008 1x2009 2x2011 2x2012
Austex - X300	Aircore Grade Control	6	2x2010 3x2011 1x2016	6	2x2010 3x2011 1x2016	6	2x2010 3x2011 1x2016	6	2x2010 3x2011 1x2016	7	2x2010 3x2011 1x2016 1x2018
Austex - X350	RC Grade Control	1	1x2016	1	1x2016	1	1x2016	1	1x2016	1	1x2016
Schramm - GT450	RC / Grade Control									1	1x2013
Boart Longyear - LM90	Underground	3	1x2017 2x2018	5	1x2017 4x2018	5	1x2017 4x2018	5	1x2017 4x2018	5	1x2017 4x2018
<b>Total Drill Rigs Available for Operation</b>		<b>56</b>		<b>60</b>		<b>59</b>		<b>59</b>		<b>64</b>	

	As at Mar 31, 2018		As at Jun 30, 2018		As at Sep 30, 2018		As at Dec 31, 2018	
	No. of Rigs	Type	No. of Rigs	Type	No. of Rigs	Type	No. of Rigs	Type
Available for Operation	30	Multi-Purpose	30	Multi-Purpose	29	Multi-Purpose	29	Multi-Purpose
	16	Core Only	18	Core Only	18	Core Only	18	Core Only
	6	Air core / grade control	6	Air core / grade control	6	Air core / grade control	6	Air core / grade control
	1	RC Grade Control	1	RC Grade Control	1	RC Grade Control	1	RC Grade Control
	3	Underground	5	Grade control	5	Underground	5	Underground
<b>TOTAL AVAILABLE FOR OPERATION</b>	<b>56</b>		<b>60</b>		<b>59</b>		<b>59</b>	
In W/Shop	2	Core Only	1	Multi-Purpose	2	Multi-Purpose	3	Multi-Purpose
	1	Grade control	1	Air core / grade control	1	Air core / grade control	1	Air core / grade control
	1	Multi-Purpose					1	RC Grade Control
<b>Total in W/Shop</b>	<b>4</b>		<b>2</b>		<b>3</b>		<b>5</b>	
Manufacturing - in production								
<b>Total Manufacturing</b>								
In transit	2	Underground						
<b>Total in transit</b>	<b>2</b>							
<b>TOTAL DRILL RIGS</b>	<b>62</b>		<b>62</b>		<b>62</b>		<b>64</b>	
<b>Split</b>								
Multi-Purpose	31		31		31		32	
Core Only	18		18		18		18	
Air Core / grade control	7		7		7		7	
RC Grade Control	1		1		1		2	
Underground	5		5		5		5	
<b>TOTAL</b>	<b>62</b>		<b>62</b>		<b>62</b>		<b>64</b>	

### Multi-Purpose Rigs

Multi-Purpose rigs offer the versatility of being able to perform both RC and Core drilling and can be switched interchangeably mid-way through a hole with little effort or down-time. This provides clients with the advantage of drilling both RC – the method of choice due to its cost savings and high productivity – and Core to complete the hole, avoiding the need to have two types of rigs on site. The Company currently has 32 Multi-Purpose rigs.

### Core Rigs

Core rigs are smaller than Multi-Purpose rigs and are used where the terrain requires use of a smaller rig and equipment, such as in steep jungle terrain and environmentally sensitive areas where minimal disturbance (i.e. site clearance) is required. The Company currently has 18 Core rigs.

### Air-core Rigs / Grade Control Rigs

Air-core rigs are specifically for clients with large concessions who require shallow RC reconnaissance programs. These programs have historically proven important in identifying follow-on RC and Core programs. Several Air-core rigs have been retooled and are capable of Grade Control drilling. The Company currently has seven Air-core / Grade Control rigs.

### RC/Grade Control Rig

The X350 is a compact yet powerful shallow RC/Grade Control rig with a small footprint. The X350 is suitable for 150m RC drilling where minimal site clearing or limited access, is a requirement. It is a self-contained rig; its design includes a side-loading rod bin with holding capacity 25 x 6m 4.5” rods, KL rod handler for added safety, can be switched with a 48m (8 x 6m) rod carousel for drilling in-pit Grade Control and is fitted with dust suppression / cone sampling system. The X350 is mounted on Caterpillar

325 tracks and has a high pressure on-board Sullair 500psi/1150cfm compressor. The Company currently has two RC/Grade Control rig.

### Underground Rigs

Geodrill provides underground drilling services covering mineral exploration and grade control drilling using a fleet of LM 90 drill rigs. The LM 90 modular diamond drill rig features easily interchangeable components, allowing for operations to continue within space constraints without sacrificing depth requirements. The standard modular design includes a mobile platform in order to service larger underground mines, making movement between drill sites efficient, and is capable of drilling holes at all angles from vertically up to vertically down.

Underground diamond drilling aims to effectively delineate and sample underground Mineral Resources at various scales and stages whilst providing advanced information from which mine designs and excavation strategies can be developed. Diamond drilling aims to test multiple domains within the established Mineral Resource at wide and close-spacings. The Company currently has five underground rigs.

### KL Rod Handlers

KL Rod Handlers are an integral part of the UDR – KL900/Sandvik – DE820 series Multi-Purpose drill rigs and provide a safer working environment for the Company's employees.

The KL Rod Handler was developed to increase safety in the drilling industry by mechanizing the task that most endangers workers, which is lifting rods to and from the rested position to the drilling position. The KL Rod Handler is designed for improved reliability, safety and productivity with extreme versatility.

The KL Rod Handlers fitted to Geodrill's drill rigs have decreased rod-handling related injuries. Due to the safety benefits of the KL Rod Handler, it has become a standard piece of equipment in Australia and is being introduced on mine sites throughout the world.

### Boosters and Auxiliary Compressors

The ability of any RC drill rig to perform effectively is dependent on the air pressure available. Each Multi-Purpose drill rig has a primary compressor onboard in order to perform basic drilling operations. Geodrill maintains, for every Multi-Purpose rig a separate truck or crawler mounted booster and auxiliary compressors which, coupled with the onboard system, raises the available air pressure significantly, allowing drilling to be performed to greater depths and with greater efficiency than would be possible with the onboard compressor only. This is a particular advantage when drilling below the water table since the additional air pressure that is available holds back the groundwater to permit deeper, drier drilling.

### Support Vehicles

Geodrill operates a wide variety of support vehicles. The Company maintains a fleet of Toyota Landcruiser 4x4 pick-up trucks, MAN trucks 8x8, 8x6, 6x6, 6x4 and 4x4 and numerous other trucks. Purpose-built crawler-mounted support vehicles and 4x4 Bell Tractors assist with smooth drilling operations and allow workers to do their jobs safely in steep terrain without delay.

### ***Client Mix and Market Position***

Geodrill has been successful in establishing a leading market position in Ghana, Burkina Faso, Cote d'Ivoire and Mali. The Company began drilling in Zambia in 2016. The Company also has operated in other West African jurisdictions including Togo, Niger and Guinea.

Geodrill's current client mix is made up majors, intermediates and juniors that are exploring for gold and other minerals. The fact that Geodrill operates in four West African countries and Zambia, coupled with the different drilling services that Geodrill provides, enables the Company to continue to bid competitively for work. Further, the Company's focus on generating a greater proportion of its revenues from intermediate and major mining companies has allowed the Company to increase its drilling service offering to include Grade Control drilling and Underground drilling. Further, this strategy allows the Company increased opportunity to retain and renew drilling contracts due to the greater financial resources of such companies and their need to replace depleting mineral resources and mineral reserves and advance their projects.

The Company has performed drilling services to major, intermediate and junior mining companies, including:

- Acacia Mining PLC
- Akoko Goldfields Limited
- Afrique Gold Bonikro
- Amagoldfields (GUIMBI GOLDCO SARL)
- Ampella Mining Limited
- AngloGold Ashanti Limited
- Anglo Exploration Zambia Ltd.
- Apollo Gold Corporation
- Asanko Gold Inc.
- Ashanti Gold Corporation
- Avocet Mining PLC
- Avnel Gold Mining Limited
- Azumah Resources Limited
- Benzu Resources Limited
- Carbine Resources Limited
- Cardinal Resources Ltd.
- Castle Minerals Limited
- Cassius Mining Ltd
- Endeavour Mining Corporation
- Eurasian Natural Resource Corporation (ENRC) / Central African Mining & Exploration Company PLC (CAMEC)
- First Quantum Minerals Ltd.
- GeoReCo
- Golden Rim Resources Ltd.
- Ghana Manganese Corp.
- Golden Star Resources Ltd.
- Goldfields Ghana Limited
- Goldstone Resources Ltd.
- Gryphon Minerals Limited
- IronRidge Resources (Green Metals Resources)
- Jofema Mineral Resources SARL
- Kinross Gold Corp.
- Kodal Minerals Plc
- Legend Gold Corp
- Mafula Energy Ltd
- Mako Gold d'Ivoire Sarl (Occidental Gold Sarl)
- Newcrest Mining Limited
- Newmont Mining Corporation
- Norgold Inc.
- Oklo Resources Ltd (African Mining Sarl)
- Orbis Gold Ltd.
- Orca Gold (RED BACK MINING CDI SARL)
- Pan African Minerals Limited
- Petroma Inc
- Perseus Mining Limited
- Poak Resources Limited
- PW Ghana Limited
- Resolute Mining Limited
- Rio Tinto exploration Zambia Limited
- Roscan Mineral Corporation
- Roxgold Inc.
- Savary Gold Corp.
- Semafo Inc.
- Sodinaf Ci
- Somika S.A.R.L.
- Srika Gold SARL
- Star Goldfields Ltd.
- Taruga Gold Limited
- Tietto Minerals Limited
- Transafrica Mail SA
- Vital Metals Ltd.
- Wassoul'Or SA
- West Africa Resources Limited

The Company has strong client relationships. Most longer term client relationships of the Company originally commenced as short term drill contracts won under competitive bidding processes, which have historically been renewed.

Given the short-term nature of certain drilling contracts and the current financial markets there can be no assurance that any contract that the Company currently services will be extended or renewed on favourable terms to the Company, however, the Company remains hopeful that demand for its services will stay strong as the economic environment continues to stabilize. Geodrill is readily available to provide drilling services for precious and base metals, such as iron ore, uranium and manganese, instead of being just a gold specific driller. Geodrill has in the past and is currently able to drill for other minerals, which allows the Company to take advantage of opportunities which may not follow the same economic cycles as precious metals. The Company's drill rigs do not need to be re-tooled or retro-fitted to conduct drilling activities relating to other precious and base metals and the skill-set of the Company's workers can equally be applied to non-gold drilling activities.

### ***Operations Bases and Workshops***

Geodrill operates a base in Anwiankwanta, Ghana, that includes office and housing facilities for some of the Company's workforce, as well as a workshop from which it constantly maintains and updates its rigs and equipment to the highest industry standards. This state-of-the-art workshop and supply base provides a centralized location for repair and storage of equipment and supplies, which in turn minimizes trucking, shipping and supply costs and allows the rigs to be mobilized to drill sites with minimal delay. The workshop includes manufacturing capabilities which allow the Company to minimize its reliance on supplier relationships in connection with certain essential consumables, thereby reducing price fluctuations and delays in delivery times that it might otherwise experience using external suppliers. The Company manufactures over 700 different consumable items in the workshop. The Company's high level of productivity per drill rig reflects the well maintained nature of its rigs.

Geodrill also operates state-of-the-art workshops and supply bases in Ouagadougou, Burkina Faso, Bouake, Cote d'Ivoire, and offices in Bamako, Mali. The Company has also leased a plot of land consisting of a warehouse, workshop and offices in Chingola, Zambia. The Company uses its Zambian facility to support drilling in Zambia and as a base to expand into the African Copperbelt.

The well resourced, strategically located operations bases in Ghana, Burkina Faso, Cote d'Ivoire, Mali and Zambia provide Geodrill with the ability to mobilize drill rigs, associated ancillary equipment and its skilled labour force within a few days of receiving a request from a client. Additionally, the workshops reduce downtime if repairs or replacement parts are needed at the drill sites as the Company can fairly quickly reach most of its current customer sites. The workshops are also able to produce custom-built equipment that it uses to transport all supplies needed for different drill operations, thereby reducing the cost of transport and the number of mobilizations required for any particular program. The location of its operations bases also eliminates the need for multiple regional or branch offices or facilities for Geodrill's current operations.

The Company has and continues to monitor other African jurisdictions where many of its clients are operating in order to determine where future base camps may be constructed. The Company would consider other strategic locations to add further bases which may be necessary to support new contracts in areas not currently serviced by the Company.

### ***Management, Operational Structure and Workforce***

An experienced workforce and management, a modern fleet of drill rigs, state-of-the-art workshops and supply bases have contributed to Geodrill's reputation as a results-oriented drilling company that strives to achieve greater drilling depths and provide better quality samples than its competitors in the shortest possible time, safely and in a cost-effective and environmentally conscious manner. The Company works to achieve this by making it a goal to have well-trained staff, industry leading equipment coupled with mechanical and logistical support, dedication to client service and client sensitivities and a rigorous health, safety and environmental protection program.

Geodrill's experienced management team is led by Dave Harper, the President and Chief Executive Officer, Terry Burling, the Chief Operating Officer, Greg Borsk, the Chief Financial Officer, Greig Rodger, the Executive General Manager, and Stephan Rodrigue, the Regional Manager – FWA (Francophone West Africa). The executive management group is also supported by numerous drilling supervisors, health, safety and environmental (“HSE”) personnel and other management employees to manage its immediate operations as well as the obligations of running a public company. The Company's lean management team, efficient cost structure and speciality drilling services have enabled the Company to navigate the complex operational landscape and varying market conditions, in which it operates.

Geodrill's workforce is organized into two departments, being the Operations Department and the Administration Department.

#### *Operations Department*

The Operations Department is comprised of the following sub-groups, each of which is comprised of employees with specific skills and knowledge as described below:

##### *Operations Group*

- operates the Company's various drill rigs and executes the drilling services required by the Company's clients; and
- a site supervisor manages all aspects of a project, including crew supervision, budgeting, accommodation and liaison with the client's on-site representative.

##### *Maintenance Group*

- provides engineering support services for repairs and maintenance of the Company's drill rigs; and
- fabricates and manufactures equipment, including crawler mounted rod carriers, RC drill pipe and RC and wire-line drill subs.

##### *Stock Management Group*

- manages the stock of consumables, including fuel and spare parts.

##### *HSE Group*

- oversees the design, implementation, monitoring and evaluation of HSE standards;
- ensures that all HSE standards are met; and
- designs standard operating procedures for every aspect of Geodrill's operations. These procedures include a minimum of one safety meeting per work site, regular safety audits and detailed investigations of incidents and accidents.

##### *Logistics Group*

- liaises with the Stock Management Group to ensure that procurements, imports (and, rarely, exports) are managed effectively and efficiently.

The Administration Department is comprised of the following sub-groups and is responsible for all non-operational functions, including finance and administration, human resource management, logistics and information technology as described below:

*Finance and Administration Group*

- responsible for all financial reporting, including management and statutory reports;
- monitors income by drill rig and by project; and
- manages the monthly cash budget.

*Human Resources Management Group*

- liaises with departmental managers in the recruitment process, the setting of salary levels and in recommendations for promotions;
- ensures that immigration requirements for expatriate workers are executed efficiently; and
- prepares or oversees company-wide payroll.

*Information and Technology*

- manages technical and information infrastructure; and
- implements and maintains an enterprise resource planning system, which includes the accounting system, the human resource management system, inventory and assets.

*Budgeting and Monitoring*

Geodrill has implemented internal annual budgets, to be discussed throughout the year. Each budget is largely based on current contracts and historic results as well as informal discussions with clients on their plans for the ensuing year together with adopting various business assumptions based on the current industry, world economics and knowledge of the political environment. Based on these inputs, the Company generates internal forecasts for operational and capital requirements, expenses and revenues. Geodrill also prepares internal quarterly profit and loss statements and compares the statements to the budget to determine variances.

*Workforce*

As at December 31, 2018, Geodrill had a workforce of approximately 1,140 staff members. Approximately 97% of its workforce are contract workers, while the remaining 3% are permanent employees. Geodrill's large number of contract employees allows management to efficiently manage the size of its workforce in the event of a slowdown. The Company has historically compensated its workforce at the high end of the industry range. The Company believes that its remuneration and benefits package and the extensive training programs that it offers to its workers have contributed to the Company's quality hiring and strong employee retention rate.

The Company maintains detailed employee reports which track the deployment and numbers of all staff and their total compensation and safety record (involvement in incidents and accidents). Geodrill holds regularly scheduled supervisors' meetings to review operational and administrative issues.

Drilling requires a high degree of skill and technical competence to ensure both an efficient drill program and accurate results. The Company recognizes that the profitability of any given project is determined in part by how effectively the drill rigs can be operated and the samples collected. Management believes that Geodrill's training and monitoring program facilitates these goals in being achieved.

*Competitive Landscape*



The Company competes with other drilling companies on the basis of price, accuracy, reliability and experience in the marketplace. Geodrill's competitors consist of both large public companies as well as small local operators. The Company is closely monitoring the competitive landscape and will be aggressively pursuing new client opportunities as a result of competitors moving into the market place.

Management believes that the Company has a number of attributes that result in competitive advantages in West Africa and Zambia, including:

- maintaining a young and modern fleet of drill rigs;
- establishing, building and maintaining long-standing relationships with clients;
- supporting well established international and local vendors;
- implementing market knowledge, expertise and experience;
- strategically locating workshops and bases;
- an active and experienced management and operations team;
- a skilled and dedicated workforce;
- maintaining a high level of safety standards to protect its people and the environment; and
- a commitment to excellence.

### ***Business Cycles***

The Company's operations have tended to exhibit a seasonal pattern. The first and fourth quarters are affected due to shutdown of exploration activities, often for extended periods over the holiday season. The second quarter is typically affected by the Easter shutdown of exploration activities affecting some of the rigs for up to one week. The wet season occurs (in some geographical areas where the Company operates, particularly in Burkina Faso and Mali) normally in the third quarter, but in the recent years the global weather pattern has become somewhat erratic. In the third quarter of 2018, the Company was impacted by the wet season. Due to the extreme wet season in Burkina Faso in 2018, Ghana accounted for 51% of the Company revenue in Q3 2018 versus Ghana accounting for 40% of the Company revenue for all of 2018. In Q4 2018, drilling activity picked up again in Burkina Faso after a prolonged and extreme 2018 wet season. The Company has historically taken advantage of the wet season and has scheduled the third quarter for maintenance and rebuild programs for drill rigs and equipment.

### ***Health, Safety and Environmental***

The Company and its operations are subject to environmental laws and regulations in all the markets in which it operates. Compliance with environmental laws and regulations has not required the Company to make significant capital expenditures in the past and the Company does not expect environmental compliance to require it to make significant capital expenditures in the foreseeable future.

The Company's policy is to comply with all applicable environmental standards and regulations. The Company's HSE Group oversees the design, implementation, monitoring and evaluation of the Company's HSE standards, which standards are generally considered to be stringent standards for drilling firms globally and are higher than what is currently required in all local markets in which Geodrill

operates. New and existing clients are extremely interested in both the Company's health and safety record as well as its health and safety policies. Accordingly, every aspect of Geodrill's operations is designed to meet the highest HSE standards and includes induction meetings, at least one safety meeting per work site, including non-exploration work sites, regular safety audits and detailed investigations of incidents and accidents. The Company is aware that its excellent safety record has been an important factor in securing and maintaining drilling contracts and it is committed to providing the safest drilling services possible in order to maintain its reputation and to expand its client base.

Further, the Company monitors the jurisdictions and local communities in which it operates in order to ensure that it has programs in place to manage any environmental or community issues that may arise.

### ***Suppliers***

Geodrill does not rely on any one supplier but rather sources inventory and certain consumables and equipment from multiple vendors. Most consumables such as drill rods, lubricants, cylinders, hoses and diamond drill bits are sourced from Australia, the United States and Canada while certain other larger items such as vehicles may be sourced from Japan, Europe and China. In 2018, Geodrill sourced supplies, inventory and equipment from over 50 different suppliers. In addition, the Company's ability to manufacture certain RC drill pipe and RC and wire-line drill subs minimizes its reliance on suppliers for these consumables, thereby reducing price fluctuations and delays in delivery times that it might otherwise experience using external suppliers. The Company continually monitors its inventory levels and takes precautions to proactively order lead-time items.

### ***Social Responsibility***

Geodrill is committed to being socially responsible through its participation and donations to various charitable and community initiatives. The Company places particular emphasis on contributing to positive change in the communities in which it operates. Management believes that this core value embraced by the Geodrill corporate culture benefits the Company, its employees, the communities in which it operates and the environment as a whole. Geodrill encourages community growth and development and strives to eliminate practices that harm the general public. The Company has donated cash and various items, including power generators and water bores, to local communities, schools and orphanages in Ghana, has built a local boxing gym in Ghana and has been a generous sponsor of the National Boxing Team in Ghana and the Azumah Nelson Foundation, a local charity in Ghana. Additionally, the Company has sponsored education initiatives for students, including school renovations and the donation of computers, to encourage the success of young people in the surrounding communities.

## **RISK FACTORS**

The following discussion outlines certain relevant risk factors according to the Company's business and industry within which it operates and that may have a material adverse effect on the Company's business, financial condition and results of operations, or the trading price of the ordinary shares of the Company (the "**Ordinary Shares**"). These risks are not the only risks facing the Company. Additional risks and uncertainties presently not known to the Company, or that the Company currently believes not to be material, may also impair the operations and could potentially affect the Company.

### **Cyclical Downturns**

The Company's business is highly dependent upon the levels of mineral exploration, development and production activity by mining companies in West Africa. In recent years, a reduction in exploration, development and production activities has caused a decline in the demand for drill rigs and drilling

services, which has had a material adverse effect on the Company's business, financial position, resulting operations and prospects.

The operations and financial results of Geodrill may be materially adversely affected by declines in the price of gold and other commodities. The prices of gold and other commodities fluctuate widely and are affected by numerous factors beyond Geodrill's control, such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuations in the value of the United States dollar and foreign currencies, global and regional supply and demand and the political and economic conditions of major metals-producing countries throughout the world. The price of gold and other commodities has fluctuated widely in the past, and future serious price declines could cause continued exploration, development of and commercial production by Geodrill's clients to be impracticable. In such event, the operational and financial results from drilling operations would suffer.

Industry experience indicates that prevailing and projected prices of commodities are major influences on the Company's clients' activity levels and planned expenditures. In the past, strong commodities market conditions have led to an increased supply of drill rigs to the market. In the event of a sustained decrease in demand for drilling activities, the market may be oversupplied with drill rigs, which may result in downward pressure on drilling service providers' margins and drilling operations. In addition, historically when commodity prices fall below certain levels, it is not uncommon for mining and exploration expenditures to decline in the following twelve month period. There is a risk that a significant, sustained fall in commodity prices could substantially reduce future mining expenditures, particularly in relation to exploration and production, leading to a decline in demand for the drilling services offered by the Company which may have a material adverse effect and impact on the Company's business, financial position, results of operations and prospects.

### **Competition**

The Company faces considerable competition from several large drilling services companies and a number of smaller regional competitors. Some of the Company's competitors have been in the drilling services industry for a longer period of time and have substantially greater financial and other resources than the Company. This may mean that they are perceived as being able to offer a greater range of services at more competitive prices than the Company. In addition, new and current competitors willing to provide services at a lower cost will likely continue to occur as demand for drilling services in the West African mining market tightens. Increased competition in the drilling services market may adversely affect the Company's current market share, profitability and growth opportunities. Any erosion of the Company's competitive position could have a material adverse effect on the Company's business, results of operations, financial condition and growth prospects.

A significant portion of the drilling services business is a result of being awarded contracts through a competitive tender process. It is possible that the Company may lose potential new contracts to competitors if it is unable to demonstrate reliable performance, technical competence and competitive pricing as part of the tender process or if mining companies elect not to undertake a competitive tender process, or the Company does not continue to provide a premium service as compared to other competitors, to its existing client base which would cause it to lose its reputation in the market place.

### **Global Financial Condition**

Global financial conditions may impact the ability of the Company and its clients to obtain equity or debt financing in the future on terms that are favorable. Worldwide economic conditions, in particular, economic conditions of countries such as the United States and China, influence the activity in the mining industry which in turn has an effect on the demand for the drilling services provided by Geodrill.

Increased levels of volatility and market turmoil could adversely affect the Company's results of operations and the trading price of the Ordinary Shares.

### **Foreign Currency Exposure**

The Company receives the majority of its revenues in US dollars. In January 2018, the Bank of Ghana granted approval for the Company to issue and receive payments in US dollars. The approval is valid up to December 31, 2019. If the Company has significant cash and receivables in Ghana Cedi it may be exposed to currency fluctuations between the US Dollar and the Ghana Cedi. The Company also has significant amounts of Central African CFA Franc ("CFA") relating to operating in certain Francophone West African countries. Although the exchange rate of the CFA has been fairly stable in the past, there can be no assurance that it will continue to be stable. In addition, there is also a significant part of the Company's foreign exchange exposure to the Australian dollar and Euro in relation to international purchases. As a result, the Company is exposed to currency fluctuations and exchange rate risks. Currency fluctuations and exchange rate risks between the value of the US dollar and the value of certain foreign currencies may increase the cost of the Company's operations and could adversely affect financial results.

### **Concentration of Currency**

The Company receives the majority of its revenues in US dollars and as result, the majority of the Company's cash is in US dollars. To facilitate the payment of certain international suppliers and expenses, the Company holds the majority of its cash in US dollars in jurisdictions where it can efficiently transfer funds to international suppliers. There can be no assurance that in the future, the Company will be able to continue to hold the majority of its cash in US dollars. The Company also has significant amounts of CFA relating to operating in certain Francophone West African countries. Although the exchange rate of the CFA has been fairly stable in the past, there can be no assurance that it will continue to be stable.

### **Dependence on Certain Key Personnel**

The success of the Company was, and is currently, largely dependent on the performance of senior management and, in particular, Dave Harper, Terry Burling, Greg Borsk, Greig Rodger and Stephan Rodrigue. The senior management group is also supported by numerous drilling supervisors, HSE personnel and other management employees to manage its immediate operations as well as the obligations of running a public company. The loss of the services senior management personnel would likely have a materially adverse effect on the Company's business and prospects. Additionally, there is no assurance that the Company can maintain the services of its other management or its key drillers required to operate the business. The Company does not maintain key person insurance on the lives of any of its senior management.

### **Political Instability**

The Company's drilling activities are in West Africa (Ghana, Burkina Faso, Cote d'Ivoire and Mali) and Zambia. Conducting business in West Africa and Zambia presents political and economic risks including, but not limited to, terrorism, hostage taking, military repression, expropriation, extreme fluctuations in currency exchange rates, high rates of inflation and labour unrest. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's business. Business may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production and exploration activities, currency remittance, income taxes, environmental legislation, land

use, land claims of local people, water use and safety. The effect of these factors cannot be accurately predicted, however, the Company keeps abreast of all political issues and is prepared to act accordingly.

### **Debt Level**

In response to the need to finance general corporate expenditures including working capital needs, in the past the Company has needed to borrow funds. As a result, the Company has loans payable outstanding. With loans payable outstanding and the required payments, the Company will need to monitor its cash on hand, and its investing activities in response to the level of debt and scheduled loan repayments. The debt requires repayments of principal and interest of approximately US\$3.0M in 2019, US\$2.3M in 2020 and a further US\$1.1M in 2021. The Company has in the past been able to repay debt from cash on hand and cash flow generated from operations, however, there is no certainty that the Company will continue to generate positive cash flow from operations.

### **Revenues and EBITDA**

The Company does not provide financial guidance. In 2018, the Company's revenue increased to US\$88.5M and it reported EBITDA of US\$16.3M. The Company has generated positive EBITDA in the past, however, there can be no assurance that the Company will be able to increase its EBITDA or will be able to generate positive EBITDA in the future.

### **Sensitivity to General Economic Conditions**

The operating and financial performance of the Company is influenced by a variety of international and country-specific general economic and business conditions (including inflation, interest rates and exchange rates), access to debt and capital markets, as well as monetary and regulatory policies. A deterioration in domestic or international general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could have a material adverse effect on the financial performance, financial position and condition, cash flows, distributions, share price and growth prospects of the Company.

### **Dependence on Customers with Capital Raising Challenges**

From time to time, the Company may be dependent on customers for a significant portion of revenue and net income who, due to their relative size, could be challenged to attract funding to achieve their business plans. Should a number of the Company's customers face serious capital raising constraints, there can be no guarantee that the Company will be able to secure sufficient replacement customers, potentially leading to future reduced revenue and income levels. Consequently, the Company continues to work to expand its client base to mitigate its exposure to customers with capital raising challenges.

### **Cyber Crime**

Cyber Crime is now recognized as one of the biggest threats to global businesses. The agile nature of business, along with remote working technology, has left more companies open to the risk of cyber-attacks. These crimes range from the malicious, perhaps politically or ideologically motivated through to data or financial theft which may be orchestrated by the amateur hacker or by organized crime. Failure to identify and address these threats would leave the Company vulnerable to attack.

### **Specialized Skills and Cost of Labour Increases**

The Company may not be able to recruit or retain skilled management, drillers and other key personnel who meet the Company's high standards. A failure by the Company to retain qualified drillers or attract and train new qualified drillers could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

### **Increased Cost of Sourcing Consumables and Drilling Equipment**

When bidding on a drilling contract, the cost of consumables (including fuel) is a key consideration in deciding upon the pricing of a contract. A material increase in the cost of consumables (including fuel) could result in materially higher costs and could materially reduce the Company's financial performance, financial condition, cash flows and growth prospects. Although the Company mitigates the risk of sourcing and pricing of consumables by keeping an inventory and having the capacity to fabricate certain consumable equipment, such as RC drill pipe and RC wire-line drill subs, there remains a risk that the pricing and availability of certain other consumables such as fuel could have a material negative effect on the Company's operations. Additionally, the delay or inability of suppliers to supply key manufacturing inputs, such as steel and other raw materials, may delay manufacturing certain consumables such as RC drill pipe and RC wire-line drill subs, that may have an adverse effect on the operations and the financial position of the Company's business.

### **Inability to Sustain Revenue Levels**

The Company's revenue increased in 2018 to US\$88.5M from US\$82.6M in 2017. The Company's ability to increase or sustain its revenue will depend on a number of factors, many of which are beyond the Company's control, including, but not limited to, commodity prices, the ability of mining companies to raise financing and the global demand for materials. In addition, the Company is subject to a variety of business risks generally associated with growing companies. The Company is not currently contemplating adding a significant number of rigs but will continue to explore geographic expansion. Expanding into other West Africa jurisdictions could place significant strain on the Company's management personnel and the Company may need to recruit additional personnel to service these jurisdictions.

There can be no assurance that the Company will be able to increase or sustain its revenue or that such increased revenue, if achieved, will result in profitable operations, that it will be able to attract and retain sufficient management personnel necessary. The failure to accomplish any of the foregoing could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects. Further, as the Company increases its geographical footprint, it may need to expand its operations base or establish a new operations base in order to continue to maintain its fleet of drill rigs. There is no assurance that the Company will be able to secure additional real estate leases at all or on commercial terms acceptable to the Company.

### **Client Contracts**

The Company's drilling client contracts are typically based on meters to drill and range for a term of one month to one year and can be cancelled by the client on short or no notice in certain circumstances with limited or no amounts payable to the Company. The short duration of contract periods, typical for the drilling industry, does not provide any certainty of long term cash flows. There is a risk that existing contracts may not be renewed or replaced and that the drill rigs may not be able to be placed with alternative clients. For the year ended December 31, 2018, three customers individually contributed 10% or more to the Company's revenue. Those customers contributed 15%, 14% and 11% respectively. The failure to renew or replace some or all of the existing contracts with such customers and cancellation of other existing contracts could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

### **International Expansion and Instability**

Expansion internationally entails additional political and economic risk. Some of the countries and areas that the Company may target for expansion could be undergoing industrialization and urbanization and do not have the economic, political or social stability that many developed nations now possess. Other countries have experienced political or economic instability in the past and may be subject to risks beyond the Company's control, such as war or civil disturbances, political, social and economic instability, corruption, nationalization, terrorism, expropriation without fair compensation or cancellation of contract rights, significant changes in government policies, breakdown of the rule of law and regulations and new tariffs, taxes and other barriers, changes in mining or investment policies or shifts in political attitude that may adversely affect the business. There has been an emergence of a trend by some governments to increase their participation, through increased taxation, expropriation, or otherwise. This could negatively impact the level of foreign investment in mining and exploration activities and thus drilling demand in these regions. Such events could result in reductions in revenue and transition costs as equipment is shifted to other locations.

### **Operational Risks and Liability**

Risks associated with drilling include, in the case of employees, personal injury and loss of life and, in the case of the Company, damage and destruction to property, equipment, release of hazardous substances to the environment, including potential environmental liabilities associated with the Company's fuel storage activities, and interruption or suspension of drill site operation due to unsafe drill operations. The occurrence of any of these events may have an adverse effect on the Company, including financial loss, key personnel loss, legal proceedings and damage to the Company's reputation.

In addition, poor or failed internal processes, people or systems, along with external events could negatively impact the Company's operational and financial performance. The risk of this loss, known as operational risk, is present in all aspects of the business of the Company, including, but not limited to, business disruptions, drill rig failures, theft and fraud, damage to assets, employee safety, regulatory compliance issues and business integration issues.

Advances in exploration, development and production technology which could reduce the demand for drilling services may have an adverse impact on the financial performance of the Company.

### **Business Interruptions**

Business interruptions may result from a variety of factors, including regulatory intervention, delays in necessary approvals and permits, health and safety issues or supply bottlenecks and seasonal or extraordinary weather conditions. In addition, the Company operates in geographic locations which are prone to political risks and natural or other disasters. Further, logistical risks such as road conditions, ground conditions and political interference may affect the Company's ability to quickly mobilize or demobilize its drill rigs. The occurrence of business interruptions or conditions could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

### **Risk to the Company's Reputation**

Risks to the reputation of the Company, including any negative publicity, whether true or not, could cause a decline in the Company's customer base and have a material adverse impact on the Company's financial performance, financial condition, cash flows and growth prospects. All risks have an impact on reputation

and, as such, reputational risk cannot be managed in isolation from other types of risk. Every employee and representative of the Company is charged with upholding its strong reputation by complying with all applicable policies, legislation and regulations as well as creating positive experiences with the Company's customers, stakeholders and the public.

### **Environment, Labour and Health and Safety Requirements and Related Considerations**

The drilling services industry is regulated by environmental and health and safety regulations. To the extent that the Company fails to comply with laws and regulations, it could lose client contracts and be subject to suspension of operations or other penalties. In addition, accidents at the sites at which the Company operates could adversely affect the Company's ability to retain client contracts and win new business.

The Company is subject to the labour laws and regulations of the various countries in which it operates. Although none of the Company's employees are currently unionized, there is the potential that some or all of its employees may become unionized in the future. There can be no assurance that the Company will not experience labour problems in the future, such as prolonged work stoppages due to labour strikes, which may have an adverse effect on its results of operations and financial conditions.

Clients are required to hold certain permits and approvals in order for the Company to conduct operations. Clients are generally responsible for obtaining the environmental permits necessary for drilling. There is no assurance that clients will be able to renew or obtain the permits or approvals which are required for the drilling services the Company provides to them, in the time frame anticipated or at all. Any failure to renew, maintain or obtain the required permits or approvals may result in interruption or delay to operations and may have an adverse impact on the Company's business, financial position, results of operations and prospects. In addition, clients rely on concessions, licenses and permits to conduct their activities. Any modification or revocation of these concessions, licenses or permits could result in a decrease in demand for the services of the Company or in contracts with clients being terminated.

### **Insurance Limits**

The Company maintains, to a limited extent, fixed property, motor and general liability insurance. The Company does not insure all of its drill rigs nor its goods in transit, as management has determined that the cost of the premiums outweigh the benefits at this time. Regarding the insurance that the Company does have, there can be no assurance that such insurance will continue to be offered on an economically feasible basis, that all events that could give rise to a loss or liability are insurable or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the Company. The Company does not carry business interruption insurance or key man insurance and, as such, any such interruption or loss would have an adverse effect on the financial position of the Company. To the extent that Geodrill incurs losses not covered by its insurance policies, the funds available for operations will be reduced.

### **Uncertain Legal and Regulatory Frameworks**

The Company's business and operations are potentially subject to the uncertain legal and regulatory frameworks in the countries in which it operates. Laws, regulations and local rules governing business entities in these countries may change and are often subject to a number of possibly conflicting interpretations by business entities, government departments and the courts. Laws and regulations may be promulgated and overseen by different government entities or departments, which may be national, regional or municipal and these entities may differ in their interpretation and enforcement of the laws and regulations. The business, financial condition, profitability and results of operations of the Company



could potentially be adversely affected by changes in and uncertainty surrounding governmental policies, in particular with respect to business laws and regulations, licenses and permits, taxation, exchange control regulations, labor laws and expropriation.

Given the uncertain legal and regulatory framework in Zambia and some of the West African countries in which the Company operates or may operate in the future, there is a risk that the necessary licenses, permits, certificates, consents and authorizations to implement or conduct operations may not be obtained by either the client or the Company under conditions or within time frames that make such operations viable and that changes to applicable laws, regulations or the governing authorities may result in additional material expenditure or time delays.

### **Tax Risk**

The Company has organized its group structure and its operations in part based on certain assumptions about various tax laws including, among others, income tax and withholding tax, foreign currency and capital repatriation laws and other relevant laws of a variety of jurisdictions. While the Company believes that such assumptions are correct, there can be no assurance that foreign taxing or other authorities will reach the same conclusion. If such assumptions are incorrect, or if such jurisdictions were to change or modify such laws or the current interpretation thereof, the Company may suffer adverse tax and financial consequences. The Company has drilling activities currently in Ghana, Burkina Faso, Cote d'Ivoire, Mali and Zambia. The Company has subsidiaries or branches in the British Virgin Islands, Ghana, Burkina Faso, Cote d'Ivoire, Mali, Senegal, Zambia, and Mauritius. There is a risk in which the countries where Geodrill operates may change their current tax regime with little prior notice or that the tax authorities in these jurisdictions may attempt to claim tax on the global revenues of the Company. A change to the tax regimes in these countries or an unfavorable interpretation of the current tax legislation could have a material adverse effect on the profitability of the Company.

### **Credit Risk**

The Company provides credit to its clients in the normal course of its operations. In the past the Company had noticed that certain accounts were taking longer to pay and certain accounts were having difficulty paying and therefore the Company needed to provide for certain accounts. The Company has continued working with larger clients and as at December 31, 2018, only 19% of the trade accounts receivable are aged over 91 days.

### **Geographic Expansion**

Expansion into new African jurisdictions also brings additional geographic and currency risk. There is a risk that the operations, assets, employees or repatriation of revenues could be impaired by factors specific to the regions into which Geodrill may choose to expand.

### **Supply of Consumables**

The Company's operations could place pressure on the ability of its vendors to manufacture and deliver to the Company consumables used in its drilling activities. Any negative impact on the ability of the vendors to deliver their products may constrain the Company's ability to increase its capacity and increase or maintain revenue and profitability.

### **Risks due to Foreign Incorporation**

The Company is incorporated under and governed by the laws of the Isle of Man and consequently shareholders may not have the same rights and protections as they would have under provincial or federal corporate law in Canada. In addition, all of the Company's subsidiaries are organized under the laws of foreign jurisdictions and certain of the Company's directors, management personnel and experts are located in foreign jurisdictions. Given that the Company's material assets and the majority of its directors, management personnel and experts are located outside of Canada, investors may have difficulty in effecting service of process within Canada and collecting from or enforcing against the Company or its directors, officers and experts, any judgments obtained by the Canadian courts or Canadian securities regulatory authorities and predicated on the civil liability provisions of Canadian securities legislation or otherwise. Similarly, in the event a dispute arises from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. As a result, there can be no assurance that shareholder rights and remedies available under the corporate law of the Isle of Man will be enforceable in Canada through Canadian courts or that any orders of the courts of the Isle of Man made under such corporate law will be enforceable in Canada.

### **Equity Market Risks**

There is a risk associated with any investment in the Ordinary Shares. The market price of securities such as the Ordinary Shares of the Company are affected by numerous factors including, but not limited to, general market conditions, actual or anticipated fluctuations in the Company's results of operations, changes in estimates of future results of operations by the Company or securities analysts, risks identified in this section and other factors. In addition, the financial markets have experienced significant price and volume fluctuations that have sometimes been unrelated to the operating performance of the issuers or the industries in which they operate.

### **The Influence of Existing Shareholders and Future Sales by The Harper Family Settlement and Dave Harper**

The Harper Family Settlement and Dave Harper currently holds or controls, directly or indirectly, 17,743,500 Ordinary Shares representing approximately 40.4% of the Company's issued and outstanding Ordinary Shares. As a result, The Harper Family Settlement and Dave Harper have the ability to influence the Company's strategic direction and policies, including any sale of all or substantially all of its assets, the election and composition of the Board of Directors, the amendment of the Company's Memorandum and Articles of Association and the declaration of dividends. The foregoing ability to influence the control and direction of the Company could adversely affect investors' perception of the Company's corporate governance and reduce its attractiveness as a target for potential take-over bids and business combinations, and correspondingly affect its share price.

Sales of a large number of Ordinary Shares by The Harper Family Settlement or Dave Harper in the public markets, or the potential for such sales, could decrease the trading price of the Ordinary Shares and could impair Geodrill's ability to raise capital through future sales of Ordinary Shares.

### **Dilution**

The Company may raise additional funds in the future by issuing equity securities. Holders of Ordinary Shares will have no pre-emptive rights in connection with such further issues. Additional Ordinary Shares may be issued by the Company in connection with the exercise of Options (as defined below). Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of Ordinary Shares.

## **Lack of Dividend Payments**

Geodrill does not currently pay dividends. The Board of Directors may consider paying dividends in the future. Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many factors, including Geodrill’s earnings, operating results, financial condition, current and anticipated cash needs and restrictions in financing agreements, however, there are no assurances that dividends will be paid in the future.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The Company does not have an authorized share capital and may issue an unlimited number of no par value Ordinary Shares, of which as of the date hereof there are 43,884,500 issued and outstanding Ordinary Shares.

Subject to any rights or restrictions attached to any Ordinary Shares, each Ordinary Share confers upon the shareholder: (i) the right to attend and to one vote at a meeting of shareholders or on any resolution of the shareholders; (ii) the right to an equal share in any dividend paid by the Company; and (iii) the right to an equal share in the distribution of the surplus assets of the Company on its winding up.

As of the date hereof, the Company has issued 3,621,600 stock options (the “**Options**”) that are currently outstanding. The Options granted must be exercised no later than five years after the date of grant or such lesser period as the applicable grant may require. The Board will establish the exercise price of an Option at the time each Option is granted, provided that such price shall not be less than the volume weighted average trading price of the Ordinary Shares, calculated by dividing the total value by the total volume of Ordinary Shares on the TSX, or another stock exchange where the majority of the trading volume and value of the Ordinary Shares occurs, for the five trading days immediately preceding the day the Option is granted.

## **MARKET FOR SECURITIES**

### ***Trading Price and Volume***

The Ordinary Shares are listed and traded on the TSX under the symbol “GEO”. The following table indicates the high and low values and volume with respect to trading activity for the Ordinary Shares on the TSX on a monthly basis during the fiscal year ended December 31, 2018.

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Volume</b>
January 2018	CDN \$2.20	CDN \$2.03	2,299,674
February 2018	CDN \$2.19	CDN \$2.00	223,114
March 2018	CDN \$2.10	CDN \$1.92	235,070
April 2018	CDN \$1.92	CDN \$1.77	673,840
May 2018	CDN \$2.23	CDN \$1.85	616,870
June 2018	CDN \$2.25	CDN \$2.10	90,640
July 2018	CDN \$2.15	CDN \$2.00	61,550
August 2018	CDN \$1.98	CDN \$1.80	254,650
September 2018	CDN \$1.86	CDN \$1.74	43,652
October 2018	CDN \$1.74	CDN \$1.60	188,796
November 2018	CDN \$1.60	CDN \$1.40	171,880

Month	High	Low	Volume
December 2018	CDN \$1.50	CDN \$1.40	120,610

**Prior Sales**

The Company issued the following non-trading securities (Options) that are not listed or quoted on a market-place during the financial year ended December 31, 2018:

Date of Grant	Number of Stock Options Issued	Exercise Price (\$)	Expiry Date
May 15, 2018	110,000	CDN\$2.00	May 15, 2023

**Normal Course Issuer Bid**

On May 7, 2018, the shareholders of the Company approved its Normal Course Issuer Bid (“NCIB”) to allow the Company to purchase up to 5% of the issued and outstanding Ordinary Shares on the open market in accordance with the policies of the TSX. The Company implemented its NCIB on June 5, 2018, and from June 5, 2018 to March 29, 2019 a total of 60,900 Ordinary Shares were repurchased and cancelled under the NCIB. The Company paid the prevailing market price at the time of each repurchase of Ordinary Shares (with a maximum purchase price of not more than 105% above the 5-day volume weight average trading price of the Ordinary Shares). The NCIB terminates on June 6, 2019. The Company intends to seek shareholder approval for the renewal of the NCIB at the next annual and special meeting of shareholders of the Company.

**DIRECTORS AND OFFICERS**

The following table sets forth the name and province and country of residence of each director and executive officer of the Company, as well as such individual’s position with the Company, principal occupation within the five preceding years and period of service as a director (if applicable). Each of the directors of the Company will hold office until the next annual meeting of shareholders and until such director’s successor is elected and qualified, or until the director’s earlier death, resignation or removal. As of the date hereof, an aggregate of 20,806,200 Ordinary Shares (representing approximately 47.4% of all issued and outstanding Ordinary Shares) are beneficially owned or controlled or directed (directly or indirectly) by all of the directors and executive officers of the Company, as a group.

Name, Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Ordinary Shares held
Dave Harper <sup>(4)</sup> <sup>(5)</sup> President, Chief Executive Officer and Director Accra, Ghana	November 1, 2010	President and Chief Executive Officer of the Company	17,743,500 (40.4%) <sup>(6)</sup>
Greg Borsk <sup>(5)</sup> Chief Financial Officer Ontario, Canada	August 3, 2012	Chief Financial Officer of the Company	445,000 (1.0%)

<b>Name, Municipality of Residence and Position with the Company</b>	<b>Director/Officer Since</b>	<b>Principal Occupation</b>	<b>Number and Percentage of Ordinary Shares held</b>
Terry Burling Chief Operating Officer Accra, Ghana	November 1, 2010	Chief Operating Officer of the Company	2,110,100 (4.8%)
Greig Rodger Executive General Manager, Johannesburg, South Africa	August 11, 2016	Executive General Manager of the Company and previously Global Sales & Marketing Director (June 2015 – July 2016) and Regional Manager – Southern Africa (2011 – 2015) at Major Drilling Group International Inc.	Nil
Victoria Prentice Corporate Secretary Onchan, Isle of Man	September 28, 2004	Corporate Secretary of the Company, and previously a director of Clearwater Fiduciary Services Ltd. (a licensed fiduciary services company) and Kingston Management (Isle of Man) Limited (a fiduciary service provider)	35,000 (0.1%)
Stephan Rodrigue Regional Manager – FWA (Francophone West Africa) Québec, Canada	January 1, 2013	Regional Manager – FWA (Francophone West Africa) of the Company and previously was Zone Manager Francophone West Africa.	9,100 (< 0.1%)
John Bingham <sup>(1) (3) (4)</sup> Chairman of the Board Douglas, Isle of Man	September 28, 2004	Director of Clearwater Fiduciary Services Ltd.	130,000 (0.3%)
Colin Jones <sup>(3) (4)</sup> Director Kerikeri, New Zealand	November 15, 2010	Consultant at Orimco (resource investment advisors) and previously an Executive Vice President of Dundee Resources Ltd.	Nil
Ronald Sellwood <sup>(1) (2) (3)</sup> Director Salt Lake City, U.S.A.	November 5, 2011	Principal of Rondi Consulting LLC and Rondi Investments LLC.	255,000 (0.6%)
Daniel Im <sup>(1) (2) (5)</sup> Director Ontario, Canada	March 13, 2012	Chief Financial Officer of RIWI Corp. and previously Vice President and Controller at Pet Valu Canada Inc. and previously Chief Financial Officer of Adriana Resources Inc.	65,000 (0.1%)
Adrian Reynolds <sup>(2) (4)</sup> Director Camps Bay, South Africa	April 1, 2014	Director of Mkango Resources Ltd. and previously Aureus Mining Inc. and Digby Wells Environmental	13,500 (< 0.1%)

**Notes:**

<sup>(1)</sup> Member of the Audit Committee. Mr. Sellwood is the Chairman of the Audit Committee.

<sup>(2)</sup> Member of the Corporate Governance and Nominating Committee. Mr. Reynolds is the Chairman of the Corporate Governance and Nominating Committee.

<sup>(3)</sup> Member of the Compensation Committee. Mr. Bingham is the Chairman of the Compensation Committee.

<sup>(4)</sup> Member of the Health, Safety and Environmental Committee. Mr. Jones is the Chairman of the Health, Safety and Environmental Committee.

<sup>(5)</sup> Member of the Disclosure Committee.

<sup>(6)</sup> 17,500,000 Ordinary Shares are held by The Harper Family Settlement of which Mr. Harper is the sole beneficiary. Mr. Harper holds 243,500 Ordinary Shares directly.

### ***Corporate Cease Trade Orders***

To the Company's knowledge, 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 (including the Company) that:

- (a) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued 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 a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or 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.

### ***Bankruptcies***

To the Company's knowledge, no director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) 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 (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) 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 assets of the director, executive officer or shareholder.

### ***Penalties or Sanctions***

To the Company's knowledge, no director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Conflicts of Interest***

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict is required to disclose such interest and abstain from voting on such matter.

Other than as set forth under the heading below “*Interest of Management and Others in Material Transactions – Transactions with Related Parties*”, there are no known existing or potential material conflicts of interest among the Company, its subsidiaries and any directors and officers of the Company or of its subsidiaries, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

## **AUDIT COMMITTEE**

### ***Audit Committee Charter***

The Charter of the Company’s Audit Committee is set forth at Appendix “A” hereto.

### ***Composition of the Audit Committee***

The following are the current members of the Audit Committee:

<b>Name</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially Literate<sup>(1)</sup></b>
Ronald Sellwood (Chair)	Yes	Yes
John Bingham	Yes	Yes
Daniel Im	Yes	Yes

**Note:**

<sup>(1)</sup> As defined by National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

### ***Relevant Education and Experience***

Each member of the Audit Committee has education and experience relevant to the responsibilities as an Audit Committee member.

***Ronald Sellwood:*** Mr. Sellwood is a Chartered Accountant and has more than 20 years of international and senior business experience including holding the position of Chief Financial Officer of several publicly listed companies in the mining industry.

***John Bingham:*** Mr. Bingham has over 20 years experience in banking, serving as a senior executive of one of the UK’s largest financial institutions. During his over 15 years experience working within the corporate and trust industry he has held many board positions across a wide range of sectors. Mr. Bingham has current experience working within regulated environments and has hands-on experience in liaising with and reporting to regulators in relation to companies’ financial reporting requirements.

***Daniel Im:*** Mr. Im is a Chartered Professional Accountant, a lawyer and currently Chief Financial Officer of RIWI Corp. Mr. Im was previously Vice President and Controller at Pet Valu Canada Inc. Prior to joining Pet Valu Canada Inc., Mr. Im was the Chief Financial Officer of Adriana Resources Inc. Mr. Im worked as a securities lawyer at Cassels Brock & Blackwell LLP after obtaining his law degree from

Osgoode Hall Law School. Prior to law school, Mr. Im obtained his Chartered Accountant designation in 2003 while working at Deloitte LLP.

***Reliance on Certain Exemptions***

At no time since the commencement of the Company's most recently completely financial year has the Company relied on an exemption from NI 52-110.

***Pre-approval Policies and Procedures***

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services, as described in the Audit Committee Charter attached hereto as Appendix "A".

***External Auditor Service Fees (by category)***

The aggregate fees billed by the Company's external auditors during the last two fiscal years are set out in the table below. "Audit Fees" refers to the aggregate fees billed by the Company's external auditor for audit services. "Audit Related Fees" refers to aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and not reported under Audit Fees, including the review of interim filings. "Tax Fees" include fees for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. "All Other Fees" include all fees billed by the Company's external auditors for services not covered in the other three categories.

<b>Year</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
2018	CDN\$578,900	CDN\$150,500	CDN\$275,550	CDN\$9,000 <sup>(1)</sup>
2017	CDN\$435,670	Nil	CDN\$178,000	CDN\$49,500 <sup>(1)</sup>

**Note:**

<sup>(1)</sup>Included a review and assessment of the Company's cybersecurity controls and a review and assessment of the Company's accounting and reporting package.

**INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Other than as noted below and elsewhere in this Annual Information Form, no director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities, or any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this Annual Information Form that has materially affected or is reasonably expected to materially affect the Company.

***Transactions with Related Parties***

The Harper Family Settlement and Dave Harper currently holds or controls, directly or indirectly, 17,743,500 Ordinary Shares representing approximately 40.4% of the Company's issued and outstanding Ordinary Shares.

On October 1, 2015, the Company entered into lease agreements with The Harper Family Settlement for the Anwiankwanta property and for the Accra property, both for a five year term at rates consistent with those determined pursuant to the October 1, 2014 rent review. The material terms of the five year lease agreements include: (i) the annual rent payable shall be reviewed on an upward only basis every two



years; and (ii) only the Company can terminate the leases by giving twelve months' notice. On October 1, 2016, in conjunction with the rent review, the Company agreed to the increase in rent for the Anwiankwanta property to US\$186,000 per annum and the increase in rent for the Accra property to US\$78,000 per annum. It was also agreed that all future rent increases will be based on USA inflation data. On August 17, 2018, the lease agreements were updated to arrange for appropriate property damage and liability insurance but all other terms and conditions remained unchanged. On October 1, 2018, in conjunction with the rent review, the Company agreed to the increase in rent for the Anwiankwanta property to US\$194,000 per annum and the increase in rent for the Accra property to US\$82,000 per annum.

The Company has paid fees to Clearwater Fiduciary Services Limited during the year ended December 31, 2018 of US\$19,058 (2017: US\$15,507). One of the directors of Clearwater Fiduciary Services Limited is also a director of the Company.

The Company has paid fees to MS Risk during the year ended December 31, 2018 of US\$10,181 (2017: US\$Nil). One of the directors of MS Risk is also a director of the Company.

### **LEGAL PROCEEDINGS**

There are no material pending legal proceedings or no regulatory actions to which the Company is a party or of which any of the Company's property is or was subject, nor have any such actions been pending during the most recently completed financial year of the Company. In addition, no material proceedings or actions are currently known by the Company to be contemplated.

### **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar of the Ordinary Shares is TSX Trust Company, located at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 Canada.

### **MATERIAL CONTRACTS**

There are no contracts of the Company, other than contracts entered into in the ordinary course of business, that are material to the Company and that were entered into by the Company within the most recently completed financial year or before the previous financial year but are still in effect.

### **INTERESTS OF EXPERTS**

Deloitte LLP has advised the Company that it is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario for all work that was conducted during the year.

### **ADDITIONAL INFORMATION**

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

Additional information, including information concerning directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, if applicable, for the year ended December 31, 2018, will be contained in the management information circular of the Company for the year ended December 31, 2018.

Additional financial information is provided in the Company's financial statements and management's discussion & analysis for the financial year ended December 31, 2018.

## APPENDIX "A"

### GEODRILL LIMITED

#### Charter of the Audit Committee of the Board of Directors

##### I. PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Geodrill Limited (the "**Company**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Company. The Committee's primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Company and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct for senior financial personnel including, if necessary, adopting a corporate code of ethics;
- review the quarterly and annual financial statements and management's discussion and analysis of the Company's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Company's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration;
- provide oversight to related party transactions entered into by the Company; and
- provide oversight of all disclosure relating to financial statements, management's discussion and analysis and information derived therefrom.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Company and has the authority to retain, at the expense of the Company, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

## **II. AUTHORITY OF THE AUDIT COMMITTEE**

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

## **III. COMPOSITION AND MEETINGS**

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including any stock exchange upon which the securities of the Company trade and all other applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair. The position description and responsibilities of the Chair are set out in Schedule "A" attached hereto.
3. Each member of the Committee shall be "independent" and "financially literate". An "independent" director is a director who has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of NI 52-110, as set out in Schedule "B" hereto. A "financially literate" director is a director who has the ability to read and understand a set of financial instruments that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
4. Each member of the Committee shall serve at the appointment of the Board, and in any event, only so long as he or she shall be independent. The Committee shall report to the Board.
5. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
6. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
7. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

8. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
9. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
10. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
11. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
12. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
13. The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of the shareholders.
14. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

#### **IV. RESPONSIBILITIES**

##### **A. Financial Accounting and Reporting Process and Internal Controls**

1. The Committee shall review the annual audited and interim financial statements and related management's discussion and analysis before the Company publicly discloses this information to satisfy itself that the financial statements are presented in accordance with applicable accounting principles and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, management's discussion and analysis and annual and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review any press releases containing disclosure regarding financial information, that are required to be reviewed by the Committee under any applicable laws or by one of the other Charters before the Company publicly discloses this information.
5. The Committee shall meet no less than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Company in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall follow procedures established as set out in Schedule "C" attached hereto, for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Company.
11. The Committee shall establish the budget process, which process shall include the setting of spending limits and authorizations and periodical reports from the Chief Financial Officer of actual spending as compared to the budget.
12. The Committee shall periodically consider the appropriate size of the Committee with a view to facilitating effective decision making.
13. The Committee shall have the authority to adopt such policies and procedures as it deems appropriate to operate effectively.

## **B. Independent Auditors**

1. The Committee shall recommend to the Board the external auditors to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The pre-approval of the Committee shall be required as further set out in Schedule "D" prior to the undertaking of any non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and ensure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Company and the external auditors.
8. The Committee shall review fees paid by the Company to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.
11. The Committee shall have the authority to engage the external auditors to perform a review of the interim financial statements.

## **C. Other Responsibilities**

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

## **SCHEDULE “A”**

### **GEODRILL LIMITED**

#### **Position Description for the Chairman of the Audit Committee**

##### **I. Purpose**

The Chairman of the Audit Committee of the Board shall be an independent director who is elected by the Board to act as the leader of the Committee in assisting the Board in fulfilling its financial reporting and control responsibilities to the shareholders of the Company.

##### **II. Who may be Chairman**

The Chairman will be selected amongst the independent directors of the Company who have a sufficient level of financial sophistication and experience in dealing with financial issues to ensure the leadership and effectiveness of the Committee.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

##### **III. Responsibilities**

The following are the primary responsibilities of the Chairman:

1. Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
2. Ensuring adherence to the Committee’s Charter and that the adequacy of the Committee’s Charter is reviewed annually.
3. Providing leadership to the Committee to enhance the Committee’s effectiveness, including:
  - (a) Providing the information to the Board relative to the Committee’s issues and initiatives and reviewing and submitting to the Board an appraisal of the Company’s independent auditors and internal auditing functions;
  - (b) Ensuring that the Committee works as a cohesive team with open communication, as well as ensuring open lines of communication among the independent auditors, financial and senior management and the Board of Directors for financial and control matters;
  - (c) Ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
  - (d) Ensuring that the Committee serves as an independent and objective party to monitor the Company’s financial reporting process and internal control systems, as well as to monitor the relationship between the Company and the independent auditors to ensure independence;
  - (e) Ensuring that procedures are in place to assess the audit activities of the independent auditors and the internal audit functions;

- (f) Ensuring that procedures are in place to review the Company's public disclosure of financial information and assess the adequacy of such procedures periodically;
  - (g) Ensuring that clear hiring policies are put in place for partners and employees, and former partners and employees of the present and former external auditors; and
  - (h) Ensuring that procedures are in place for dealing with complaints received by the Company regarding accounting, internal controls and auditing matters, and for employees to submit confidential anonymous concerns regarding questionable accounting or auditing matters.
4. Managing the Committee, including:
- (a) Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
  - (b) Preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
  - (c) Ensuring meetings are appropriate in terms of frequency, length and content;
  - (d) Obtaining and reviewing with the Committee an annual report from the independent auditors, and arranging meetings with the auditors and financial management to review the scope of the proposed audit for the current year, its staffing and the audit procedures to be used;
  - (e) Overseeing the Committee's participation in the Company's accounting and financial reporting process and the audits of its financial statements;
  - (f) Ensuring that the auditors report directly to the Committee, as representatives of the Company's shareholders; and
  - (g) Annually reviewing with the Committee its own performance.
5. Ensuring that a budgeting process is established, which process shall include the setting of spending limits and authorizations and periodical reports from the Chief Financial Officer of actual spending as compared to the budget.



## SCHEDULE “B”

### National Instrument 52-110 – *Audit Committees* (“NI 52-110”)

#### Section 1.4 - Meaning of Independence

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a “material relationship” is a relationship which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
  - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
  - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
  - (c) an individual who:
    - (i) is a partner of a firm that is the issuer’s internal or external auditor,
    - (ii) is an employee of that firm, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer’s audit within that time;
  - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
    - (i) is a partner of a firm that is the issuer’s internal or external auditor,
    - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer’s audit within that time;
  - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer’s current executive officers serves or served at that same time on the entity’s compensation committee; and
  - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because

- (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
  - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
- (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
  - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
- (a) has previously acted as an interim chief executive officer of the issuer, or
  - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

### **Section 1.5 - Additional Independence Requirements for Audit Committee Members**

- (1) Despite any determination made under section 1.4 of NI 52-110, an individual who
- (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
  - (b) is an affiliated entity of the issuer or any of its subsidiary entities,

is considered to have a material relationship with the issuer.

- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
- (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

- (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

## **SCHEDULE “C”**

### **GEODRILL LIMITED**

#### **Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters**

1. The Company shall inform employees on the Company’s intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the “**Complaints Officer**”) designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Company.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

## **SCHEDULE “D”**

### **GEODRILL LIMITED**

#### **Procedures for Approval of Non-Audit Services**

1. The Company’s external auditors shall be prohibited from performing for the Company the following categories of non-audit services:
  - (a) bookkeeping or other services related to the Company’s accounting records or financial statements;
  - (b) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
  - (c) actuarial services;
  - (d) internal audit outsourcing services;
  - (e) management functions;
  - (f) human resources;
  - (g) broker or dealer, investment adviser or investment banking services;
  - (h) legal services; and
  - (i) any other service that the Canadian Public Accountability Board or International Accounting Standards Board or other analogous board which may govern the Company’s accounting standards, from time to time determines is impermissible.
2. In the event that the Company wishes to retain the services of the Company’s external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Company shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.
3. The Chief Financial Officer of the Company shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.