

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of April, 2019.

Commission File Number 001-13422

AGNICO EAGLE MINES LIMITED
(Translation of registrant's name into English)

145 King Street East, Suite 400, Toronto, Ontario M5C 2Y7
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☐

Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(1) : _____

Note: Regulation S-T Rule 101 (b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7) : _____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) : 82- _____.

EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Agnico Eagle Mines Limited's Notice of Annual and Special Meeting of Shareholders and Management Information Circular dated March 12, 2019.
99.2	Form of Proxy

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AGNICO EAGLE MINES LIMITED
(Registrant)

Date: April 1, 2019

By:

/s/ R. GREGORY LAING

R. Gregory Laing
General Counsel, Sr. Vice-President, Legal and Corporate Secretary

Exhibit Number 99.1 submitted with this Form 6-K is hereby incorporated by reference into Agnico Eagle Mines Limited's Registration Statements on Form F-10 (Reg. No. 333-189715), Form F-3D (Reg. Nos. 333-183723 and 333-190888) and Form S-8 (Reg. Nos. 333-130339 and 333-152004).

QuickLinks

[EXHIBITS](#)

[SIGNATURES](#)

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

Exhibit 99.1



AGNICO EAGLE

**Notice of Annual and Special Meeting
of Shareholders**

Friday, April 26, 2019

Management Information Circular

AGNICO EAGLE MINES LIMITED

Suite 400
145 King Street East
Toronto, Ontario
M5C 2Y7

NOTICE OF 2019 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Date: Friday, April 26, 2019

Time: 11:00 a.m. (Toronto time)

Place: Arcadian Court
401 Bay Street, Simpson Tower, 8th Floor, Toronto, Ontario, M5H 2Y4

- Business of the Meeting:**
1. Receipt of the financial statements of Agnico Eagle Mines Limited (the "Company") for the year ended December 31, 2018 and the auditors' report on the statements;
 2. Election of directors;
 3. Appointment of auditors;
 4. Consideration of and, if deemed advisable, the passing of an ordinary resolution approving an amendment to the Company's Incentive Share Purchase Plan;
 5. Consideration of and, if deemed advisable, the passing of a non-binding, advisory resolution accepting the Company's approach to executive compensation; and
 6. Consideration of any other business which may be properly brought before the Annual and Special Meeting of Shareholders.

By order of the Board of Directors



R. GREGORY LAING
General Counsel, Senior Vice-President, Legal
and Corporate Secretary
March 12, 2019

To be effective at the meeting, proxies must be deposited with Computershare Trust Company of Canada no later than 48 hours prior to the commencement of the meeting.

MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular (the "Circular") is provided in connection with the solicitation by the management of Agnico Eagle Mines Limited (the "Company") of proxies for use at the Annual and Special Meeting of Shareholders to be held on April 26, 2019 (the "Meeting"). Unless otherwise indicated, all information in this Circular is given as at March 12, 2019 and all dollar amounts are stated in United States dollars ("U.S. dollars", "\$" or "US\$").

TABLE OF CONTENTS

	<u>Page</u>
SECTION 1: VOTING INFORMATION	3
SECTION 2: BUSINESS OF THE MEETING	6
Election of Directors	6
Compensation of Directors and Other Information	14
Board of Directors Governance Matters	18
Appointment of Auditors	21
Financial Statements	22
Amendments to the Incentive Share Purchase Plan	22
Advisory Vote on Approach to Executive Compensation	23
SECTION 3: COMPENSATION AND OTHER INFORMATION	25
Compensation Discussion & Analysis	27
Performance Graph	49
Compensation of Officers	50
Indebtedness of Directors and Officers	61
Additional Items	61
APPENDIX A: STATEMENT OF CORPORATE GOVERNANCE PRACTICES	A-1
APPENDIX B: INCENTIVE SHARE PURCHASE PLAN RESOLUTION	B-1
APPENDIX C: AMENDED AND RESTATED INCENTIVE SHARE PURCHASE PLAN	C-1
APPENDIX D: ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION	D-1

Notes to Readers**Forward-Looking Statements**

The information in this Circular has been prepared as at March 12, 2019. Certain statements contained in this Circular constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" under the provisions of Canadian provincial securities laws and are referred to herein as "forward-looking statements". When used in this Circular, the words "could", "estimate", "expect", "forecast", "future", "plan", "possible", "potential", "will" and similar expressions are intended to identify forward-looking statements. In particular, the Circular contains forward-looking statements pertaining to the Company's plans with respect to compensation plans and practices and statements concerning the Company's plans to build operations at Meliadine and Amaruc, and construct a shaft at Kittila, including the timing thereof. Forward-looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The material factors and assumptions used in the preparation of the forward-looking statements contained herein, which may prove to be incorrect, include, but are not limited to, the assumptions set forth herein and in the Company's management's discussion and analysis for the year ended December 31, 2018 (the "MD&A") and the Company's annual information form dated as of March 26, 2019 (the "AIF"). Many factors, known and unknown, could cause the actual results to be materially different from those expressed or

implied by such forward-looking statements. Other than as required by law, the Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Note Concerning Estimates of Mineral Reserves and Mineral Resources

The mineral reserve and mineral resource estimates contained in this Circular have been prepared in accordance with the Canadian securities regulatory authorities' (the "CSA") National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). These standards are similar to those used by the United States Securities and Exchange Commission's (the "SEC") Industry Guide No. 7, as interpreted by Staff at the SEC ("Guide 7"). However, the definitions in NI 43-101 differ in certain respects from those under Guide 7. Accordingly, mineral reserve information contained or incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies. Under the requirements of the SEC, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC does not recognize measures of "mineral resource".

The mineral reserve and mineral resource data presented herein are estimates, and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. The Company does not include equivalent gold ounces for by-product metals contained in mineral reserves in its calculation of contained ounces.

Cautionary Note Concerning Estimates of Measured and Indicated Mineral Resources

This Circular uses the terms "measured mineral resources" and "indicated mineral resources". Investors are advised that while those terms are recognized and required by Canadian regulations, the SEC does not recognize them. **Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into mineral reserves.**

Cautionary Note to Investors Concerning Estimates of Inferred Mineral Resources

This Circular uses the term "inferred mineral resources". Investors are advised that while this term is recognized and required by Canadian regulations, the SEC does not recognize it. "Inferred mineral resources" have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that any part or all of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian regulations, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. **Investors are cautioned not to assume that any part or all of an inferred mineral resource exists, or is economically or legally mineable.**

Note to Investors Concerning Certain Measures of Performance

For information about certain non-GAAP measures used in this Circular such as "total cash costs per ounce" and "all-in sustaining costs per ounce", please refer to the MD&A. For scientific and technical information about the Company's mines and projects, please refer to the AIF.

SECTION 1: VOTING INFORMATION

Who is soliciting my proxy?

The management of the Company is soliciting your proxy for use at the Annual and Special Meeting of Shareholders.

What will I be voting on?

You will be voting on:

- the election of directors (page 6);
- the appointment of Ernst & Young LLP as the Company's auditors (page 21);
- an amendment to the Company's Incentive Share Purchase Plan (the "Incentive Share Purchase Plan") (page 22);
- a non-binding, advisory resolution on the Company's approach to executive compensation (page 23); and
- other business brought before the Meeting if any other matter is put to a vote.

What else will happen at the Meeting?

The financial statements for the year ended December 31, 2018, together with the auditors' report on such statements, will be presented at the Meeting.

How will these matters be decided at the Meeting?

A majority of votes cast, by proxy or in person, will constitute approval of each of the matters specified in this Circular.

How many votes do I have?

You will have one vote for each common share of the Company you own at the close of business on March 12, 2019, the record date for the Meeting. To vote common shares that you acquired after the record date, you must, no later than the commencement of the Meeting:

- request that the Company add your name to the list of voters; and
- properly establish ownership of the common shares or produce properly endorsed share certificates evidencing that the common shares have been transferred to you.

How many shares are eligible to vote?

At the close of business on March 12, 2019, there were 235,255,277 common shares of the Company outstanding. Each common share held at that date entitles its holder to one vote. Blackrock Inc. filed a report dated January 24, 2019 with securities regulators stating that it controls 29,644,140 (or approximately 12.6%) of the Company's common shares as at the date of the report. To the knowledge of the directors and officers of the Company, no other person or corporation owns or exercises control or direction over 10% or more of the outstanding common shares.

How do I vote?

If you are eligible to vote and your common shares are registered in your name, you can vote your common shares in person at the Meeting or by proxy, as explained below. If your common shares are registered in the name of an intermediary, such as a bank, trust company, securities broker or other financial institution, please see the instructions below under the heading "How can a non-registered shareholder vote?".

How can a registered shareholder vote by proxy?

In addition to voting in person at the Meeting, you may vote by mail by completing the form of proxy and returning it in the enclosed envelope to Computershare Trust Company of Canada (the "Transfer Agent"). **You may also appoint a person (who need not be a shareholder), other than one of the directors or officers named in the proxy, to represent you at the Meeting by inserting the person's name in the blank space provided in the proxy and returning the proxy to the Transfer Agent no later than 48 hours prior to the commencement of the Meeting.**

You may also vote by phone or via the Internet. To vote by phone, in Canada and the United States only, call the toll-free number listed on the proxy from a touch tone phone. When prompted, enter your Control Number listed on the proxy and follow the voting instructions. To vote via the Internet, go to the website specified on the proxy and enter your Control Number listed on the proxy and follow the voting instructions on the screen. **If you vote by telephone or via the Internet, do not complete or return the proxy form.**

How will my proxy be voted?

On the form of proxy, you can indicate how you would like your proxyholder to vote your common shares for any matter put to a vote at the Meeting and on any ballot, and your common shares will be voted accordingly. **If you do not indicate how you want your common shares to be voted, the persons named in the proxy intend to vote your common shares in the following manner:**

- (i) **FOR the election of management's nominees as directors;**
- (ii) **FOR the appointment of management's nominees, Ernst & Young LLP, as the auditors and the authorization of the directors to fix the remuneration of the auditors;**
- (iii) **FOR the proposed amendment to the Incentive Share Purchase Plan;**
- (iv) **FOR the acceptance of the Company's approach to executive compensation; and**
- (v) **FOR management's proposals generally.**

What if I want to revoke my proxy?

You can revoke your proxy at any time prior to its use. You may revoke your proxy by requesting, or having your authorized attorney request, in writing to revoke your proxy. This request must be delivered to the Company's address (as listed in this Circular) before the last business day preceding the day of the Meeting or to the Chairperson of the Meeting on the day of the Meeting or any adjournment.

How are proxies solicited?

The solicitation of proxies will be primarily by mail; however, proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The cost of this solicitation will be paid by the Company.

How can a non-registered shareholder vote?

If your common shares are not registered in your name, they will be held by an intermediary such as a bank, trust company, securities broker or other financial institution. **Each intermediary has its own procedures that should be carefully followed by non-registered shareholders to ensure that their common shares are voted at the Meeting, including when and where the proxy or voting instruction form is to be delivered.** If you are a non-registered shareholder, you should have received this Circular, together with either (a) the voting instruction form from your intermediary to be completed and signed by you and returned to the intermediary in accordance with the instructions provided by the intermediary, or (b) a form of proxy, which has already been signed by the intermediary and is restricted as to the number of common shares beneficially owned by you, to be completed by you and returned to the Transfer Agent no later than 48 hours prior to the commencement of the Meeting. To vote in person at the Meeting, a non-registered shareholder should, in the case of a voting instruction form, follow the instructions set out on the voting

instruction form and, in the case of a form of proxy, insert his or her name in the blank space provided and return the form of proxy to the Transfer Agent no later than 48 hours prior to the commencement of the Meeting.

How are meeting materials delivered to shareholders?

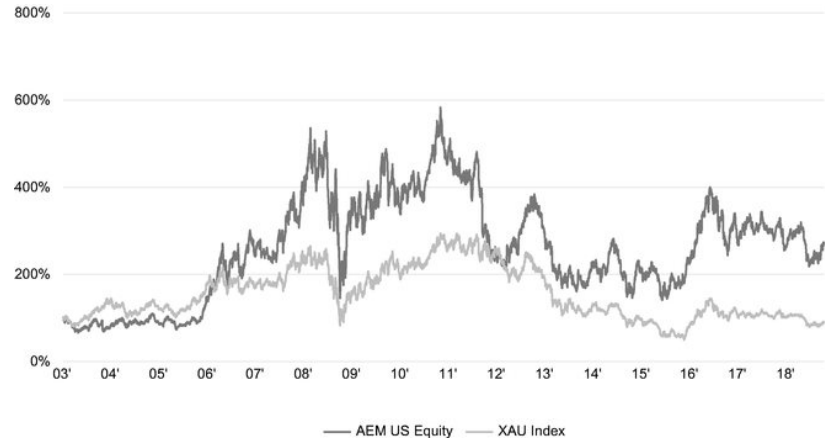
Proxy materials are sent to registered shareholders directly. Proxy materials are sent to intermediaries to be forwarded to all non-registered shareholders. If you are a non-registered shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding such securities on your behalf. The Company pays the cost of delivery of proxy materials for all registered and non-registered shareholders, including to intermediaries for delivery to objecting non-registered shareholders.

SECTION 2: BUSINESS OF THE MEETING

Election of Directors

The articles of the Company provide for a minimum of five and a maximum of fifteen directors. By special resolution of the shareholders of the Company approved at the annual and special meeting of the Company held on June 27, 1996, the shareholders authorized the board of directors of the Company (the "Board of Directors" or the "Board") to determine the number of directors within the minimum and maximum. The number of directors to be elected at the Meeting is ten, as determined by the Board of Directors by a resolution passed on March 8, 2018. The names of the proposed nominees for election as directors are set out below. Each nominee was elected as a director at last year's annual and special meeting of shareholders, and has consented to serve as a director if elected and will hold office until the next annual meeting of shareholders of the Company or until his or her successor is elected or appointed or the position is vacated. Management of the Company does not currently know of any reason why any director nominee will be unable to serve as a director but, if any nominee should be unable to serve for any reason prior to the Meeting, the persons named on the enclosed form of proxy reserve the right to vote in their discretion for other nominees as directors.

The Board of Directors does not have a mandatory retirement policy for directors based solely on age nor does it have any term limits or similar mechanisms in place for forcing the renewal or replacement of directors. Rather, while there are benefits to adding new perspectives to the Board of Directors from time to time, which the Company believes can happen naturally without mechanisms such as term limits (for instance, five out of the nine independent directors seeking re-election have joined the Board of Directors within the last eight years), there are also benefits that result from continuity and the experience and knowledge that comes from longer service on a board as the management of the Company believes is illustrated in the following chart which compares, over an approximate 15 year period, the total cumulative return on an absolute basis of an investment in the Company's common shares on the NYSE on January 1, 2003 with the XAU Index (being a precious metals index).



Due in part to the Company's practice of conducting annual evaluations of the Board of Directors, the committees of the Board ("Committees") and individual directors, the Board of Directors approved and adopted a resignation policy primarily based on the directors' performance, commitment, skills and experience. As set out in greater detail under "Board of Directors Governance Matters" and "Appendix A: Statement of Corporate Governance Practices — Assessment of Directors" below, each of the directors' performances will continue to

be evaluated annually and the Company will use a rigorous identification and selection process for any new director nominees, and consider a variety of factors, including diversity and the desired skills, competencies and qualifications needed for potential nominees having regard to the strategies, needs and best interests of the Company and its Board of Directors and Committees.

The persons named on the enclosed form of proxy intend to VOTE FOR the election of each of the proposed nominees whose names are set out below and who are all currently directors of the Company unless a shareholder has specified in his or her proxy that his or her common shares are to be withheld from voting for the election of a proposed nominee. The security ownership amounts set out below reflect ownership of common shares and Restricted Share Units ("RSUs") under the Company's Restricted Share Unit Plan (the "RSU Plan") (as described below), as at March 12, 2019. The common share ownership set out below does not include common shares underlying unvested RSUs.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS



Dr. Leanne M. Baker		
Age: 66		Independent
Labadie, Missouri, U.S.A.		Director since 2003
<p><i>Dr. Baker</i> is a consultant to, and board member in, the metals and mining industry since 2002. Dr. Baker was the President and Chief Executive Officer of Sutter Gold Mining Inc. from November 2011 to June 2013. Previously, Dr. Baker was employed by Salomon Smith Barney where she was one of the top-ranked mining sector equity analysts in the United States. Dr. Baker is a graduate of the Colorado School of Mines (M.S. and Ph.D. in mineral economics).</p>		
Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$769,172	Board of Directors	8/8 (100%)
11,312 Common Shares	Audit Committee (Chair)	5/5 (100%)
6,000 RSUs		
Meets director shareholding requirements		
	Other Public Board Directorships	Other Public Board Committee Memberships
	Sutter Gold Mining Inc.	—
	Reunion Gold Corporation	Audit Committee
	McEwen Mining Inc.	Compensation and Corporate Governance Committee
		Audit Committee
		Nominating and Corporate Governance Committee



Sean Boyd, CPA, CA		
Age: 60		Non-Independent
King City, Ontario, Canada		Director since 1998
<p><i>Mr. Boyd</i> is the Vice-Chairman and Chief Executive Officer ("CEO") and a director of the Company. Mr. Boyd has been with the Company since 1985. Prior to his appointment as Vice-Chairman and Chief Executive Officer in April 2015, he served as Vice-Chairman, President and Chief Executive Officer from February 2012; Mr. Boyd served as Vice-Chairman and Chief Executive Officer from 2005 to 2012 and as President and Chief Executive Officer from 1998 to 2005, Vice-President and Chief Financial Officer from 1996 to 1998, Treasurer and Chief Financial Officer from 1990 to 1996, Secretary Treasurer during a portion of 1990 and Comptroller from 1985 to 1990. Prior to joining the Company in 1985, he was a staff accountant with Clarkson Gordon (Ernst & Young LLP). Mr. Boyd is a Chartered Accountant and a graduate of the University of Toronto (B.Comm.).</p>		
Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$13,511,653	Board of Directors	8/8 (100%)
154,460 Common Shares		
(having an At-Risk Investment value of \$6,854,792)		
150,000 RSUs		
(having an At-Risk Investment value of \$6,656,861)		
150,000 PSUs*		
Meets CEO shareholding requirements		
	Other Public Board Directorships	Other Public Board Committee Memberships
	—	—

* Performance Share Units ("PSUs") under the Company's Share Unit Plan (the "PSU Plan"), as described below



Martine A. Celej	<i>Age: 53</i>	Independent
Toronto, Ontario, Canada	<i>2018 Voting Results: 80.32%</i>	Director since 2011

Ms. Celej is a Vice-President & Director — Investment Advisor with RBC Dominion Securities and has been in the investment industry since 1989. She is a graduate of Victoria College at the University of Toronto (B.A. (Honours)).

Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$971,414		
9,889 Common Shares	Board of Directors	8/8 (100 %)
12,000 RSUs	Compensation Committee	7/7 (100 %)
Meets director shareholding requirements	Corporate Governance Committee	5/5 (100%)
Other Public Board Directorships		Other Public Board Committee Memberships
—		—



Robert J. Gemmell	<i>Age: 62</i>	Independent
Toronto, Ontario, Canada	<i>2018 Voting Results: 80.88%</i>	Director since 2011

Mr. Gemmell, now retired, spent 25 years as an investment banker in the United States and in Canada. Most recently, he was President and Chief Executive Officer of Citigroup Global Markets Canada and its predecessor companies (Salomon Brothers Canada and Salomon Smith Barney Canada) from 1996 to 2008. In addition, he was a member of the Global Operating Committee of Citigroup Global Markets from 2006 to 2008. Mr. Gemmell is a graduate of Cornell University (B.A.), Osgoode Hall Law School (LL.B) and the Schulich School of Business (MBA).

Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$665,686		
3,000 Common Shares	Board of Directors	8/8 (100%)
12,000 RSUs	Compensation Committee (Chair)	7/7 (100%)
Meets director shareholding requirements		
Other Public Board Directorships		Other Public Board Committee Memberships
Rogers Communications Inc.		Audit and Risk Committee Finance Committee



Mel Leiderman, FCPA, FCA, TEP, ICD.D		
Age: 66		
Independent		
Toronto, Ontario, Canada		
2018 Voting Results: 88.58%		
Director since 2003		
<p>Mr. Leiderman is a senior consultant at the Toronto accounting firm Lipton LLP. Chartered Professional Accountants. He is a Chartered Professional Accountant and was elected as a Fellow of CPA Ontario in 2013. He is a graduate of the University of Windsor (B.A.) and is a certified director of the Institute of Corporate Directors (ICD.D).</p>		
Value of At-Risk Investment ⁽¹⁾		
\$711,574		
Board/Committee Memberships		
Attendance at Meetings during 2018		
10,034 Common Shares	Board of Directors	8/8 (100%)
6,000 RSUs	Audit Committee	5/5 (100%)
Meets director shareholding requirements		
Other Public Board Directorships		
Other Public Board Committee Memberships		
Morguard North American Residential REIT		
Audit Committee (Chair)		



Deborah McCombe, P. Geo.		
Age: 66		
Independent		
Toronto, Ontario, Canada		
2018 Voting Results: 91.46%		
Director since 2014		
<p>Ms. McCombe, is the President and CEO of Roscoe Postle Associates Inc. ("RPA"). She has over 30 years' international experience in exploration project management, feasibility studies, reserve estimation, due diligence studies and valuation studies. Prior to joining RPA, Ms. McCombe was Chief Mining Consultant for the Ontario Securities Commission and was involved in the development and implementation of National Instrument 43-101 — <i>Standards of Disclosure for Mineral Projects</i>. She is actively involved in industry associations as a member of the Committee for Mineral Reserves International Reporting Standards — (Canadian Institute of Mining, Metallurgy and Petroleum ("CIM")), President of the Association of Professional Geoscientists of Ontario (2010 — 2011); a Director of the Prospectors and Developers Association of Canada (1999 — 2011); a CIM Distinguished Lecturer on NI 43-101; co-chair of the CIM Mineral Resource and Mineral Reserve Committee; and is a member of the Canadian Securities Administrators Mining Technical Advisory and Monitoring Committee and is a Guest Lecturer at the Schulich School of Business, MBA in Global Mine Management at York University. Ms. McCombe holds a degree from the University of Western Ontario (Geology).</p>		
Value of At-Risk Investment ⁽¹⁾		
\$813,247		
Board/Committee Memberships		
Attendance at Meetings during 2018		
6,325 Common Shares	Board of Directors	8/8 (100%)
12,000 RSUs	Health, Safety, Environment and Sustainable Development (Chair)	4/4 (100%)
Meets director shareholding requirements		
Other Public Board Directorships		
Other Public Board Committee Memberships		
—		
—		



James D. Nasso, ICD.D	Age: 85	Independent
Toronto, Ontario, Canada	2018 Voting Results: 87.74%	Director since 1986

Mr. Nasso, now retired, was an independent businessman who founded and ran his own successful company. Mr. Nasso is a graduate of St. Francis Xavier University (B.Comm.) and is a certified director of the Institute of Corporate Directors (ICD.D).

Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$1,690,621		
14,095 Common Shares	Chairman of the Board of Directors	8/8 (100 %)
24,000 RSUs	Health, Safety, Environment and Sustainable Development Committee	4/4 (100%)
Meets director shareholding requirements		
	Other Public Board Directorships	Other Public Board Committee Memberships
	—	—



Dr. Sean Riley	Age: 65	Independent
Antigonish, Nova Scotia, Canada	2018 Voting Results: 91.47%	Director since 2011

Dr. Riley, now retired, served as President of St. Francis Xavier University from 1996 to 2014. Prior to 1996, his career was in finance and management. Dr. Riley is a graduate of St. Francis Xavier University (B.A. (Honours)) and of Oxford University (M. Phil, D. Phil, International Relations). He is a Member of the Order of Canada.

Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships	Attendance at Meetings during 2018
\$854,519		
7,255 Common Shares	Board of Directors	8/8 (100 %)
12,000 RSUs	Health, Safety, Environment and Sustainable Development Committee	4/4 (100%)
Meets director shareholding requirements		
	Other Public Board Directorships	Other Public Board Committee Memberships
	—	—



J. Merfyn Roberts, CA		Age: 68	Independent
London, England		2018 Voting Results: 80.30%	Director since 2008
<p>Mr. Roberts was a fund manager and investment advisor for more than 25 years and has been closely associated with the mining industry. From 2007 until his retirement in 2011, he was a senior fund manager with CQS Management Ltd. in London. Mr. Roberts is a graduate of Liverpool University (B.Sc., Geology) and Oxford University (M.Sc., Geochemistry) and is a member of the Institute of Chartered Accountants in England and Wales.</p>			
Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships		Attendance at Meetings during 2018
\$1,213,590			
15,346 Common Shares	Board of Directors		8/8 (100 %)
12,000 RSUs	Compensation Committee		7/7 (100 %)
Meets director shareholding requirements	Corporate Governance Committee (Chair)		3/3 (100%)*
Other Public Board Directorships		Other Public Board Committee Memberships	
Newport Exploration Limited		Audit Committee	
Rugby Mining Inc.		Audit Committee	

* Mr. Roberts became a member of the Corporate Governance Committee on April 27, 2018 and attended all three meetings held after that date.



Jamie C. Sokalsky, CPA, CA		Age: 61	Independent
Toronto, Ontario, Canada		2018 Voting Results: 89.28%	Director since 2015
<p>Mr. Sokalsky, now retired, served as the Chief Executive Officer and President of Barrick Gold Corporation from June 2012 to September 2014. He served as the Chief Financial Officer of Barrick Gold from 1999 to June 2012, and as its Executive Vice-President from April 2004 to June 2012. He has over 20 years of experience as a senior executive in the mining industry (in various positions of increasing responsibility at Barrick Gold), including in finance, corporate strategy, project development and mergers, acquisitions and divestitures. He also served in various financial management capacities for ten years at George Weston Limited and he began his professional career at Ernst & Whinney Chartered Accountants, a predecessor of KPMG. Mr. Sokalsky received his CA designation in 1982 and his B. Comm. is from Lakehead University.</p>			
Value of At-Risk Investment ⁽¹⁾	Board/Committee Memberships		Attendance at Meetings during 2018
\$1,248,650			
16,136 Common Shares	Board of Directors		8/8 (100 %)
12,000 RSUs	Audit Committee		5/5 (100 %)
Meets director shareholding requirements	Corporate Governance Committee		5/5 (100%)
Other Public Board Directorships		Other Public Board Committee Memberships	
Probe Metals Inc.		Compensation Committee (Chair)	
		Nominating and Corporate Governance Committee (Chair)	
Royal Gold Inc.		Audit Committee	

(1) Indicates the total market value of common shares and RSUs held by a director (other than Dr. Baker) based on the closing price of the Company's common shares on the Toronto Stock Exchange (the "TSX") of C\$59.37 on March 12, 2019. On March 12, 2019, the exchange rate as reported by the Bank of Canada was C\$1.00 equals US\$0.7475. The total market value of Dr. Baker's at-risk investment is in United States dollars and based on the closing price of the Company's common shares on the New York Stock Exchange (the "NYSE") of \$44.43 on March 12, 2019.

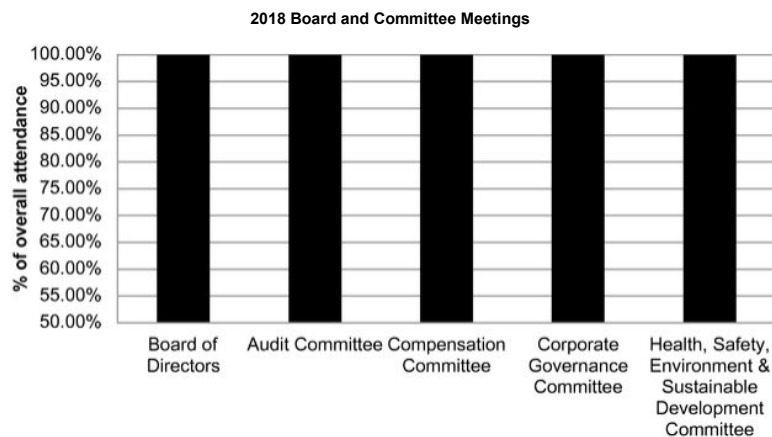
Board Skills Sets and Expertise

As set out in the matrix below, the Company's director nominees have a wide and diverse set of skills and experience which the Company believes are well suited to fulfilling the needs and interests of the Company, its Board of Directors and Committees.

Board Skills and Expertise	Dr. Baker	Boyd	Celej	Gemmell	Leiderman	McCombe	Nasso	Riley	Roberts	Sokalsky	Total (of 10)
Mining and Industry Experience	✓	✓				✓	✓		✓	✓	6
Health, Safety, Environment and Sustainable Development		✓				✓	✓			✓	4
Board Experience	✓	✓		✓	✓	✓	✓	✓	✓	✓	9
International Experience	✓	✓	✓			✓		✓	✓	✓	7
Business Strategy, Mergers and Acquisitions	✓	✓	✓	✓	✓	✓		✓	✓	✓	9
Audit and Accounting	✓	✓			✓				✓	✓	5
Corporate Finance		✓	✓	✓	✓				✓	✓	6
Executive Management	✓	✓		✓		✓	✓	✓		✓	7
Government and Regulatory Affairs						✓		✓			2

Overall Meeting Attendance

The attendance by each nominee for election as director at Board of Directors and Committee meetings in 2018 is indicated in the biography of each individual director. The overall meeting attendance in 2018 is set out below.



(1) Board of Directors: 12 members for 3 meetings; 10 members for 5 meetings (100% attendance).

- (2) Audit Committee: 3 members for 5 meetings (100% attendance).
- (3) Compensation Committee: 4 members for 3 meetings; 3 members for 4 meetings (100% attendance).
- (4) Corporate Governance Committee: 3 members for 5 meetings (100% attendance).
- (5) Health, Safety, Environment and Sustainable Development Committee: 4 members for 2 meetings (100% attendance); 3 members for 2 meetings (100% attendance).

Messrs. Howard Stockford and Pertti Voutilainen were directors and members of Committees (Mr. Stockford — Compensation Committee and Health, Safety, Environment and Sustainable Development Committee; Mr. Voutilainen — Corporate Governance Committee) until the end of April 2018, when they ceased to be directors as they did not stand for re-election.

Composition of Board Committees

The following table sets out the composition of each Committee.

Committee	Members
Audit Committee	Dr. Leanne Baker (Chair), Mel Leiderman, Jamie Sokalsky
Compensation Committee	Rob Gemmell (Chair), Martine Celej, Merfyn Roberts
Corporate Governance Committee	Merfyn Roberts (Chair), Martine Celej, Jamie Sokalsky
Health, Safety, Environment and Sustainable Development Committee	Deborah McCombe (Chair), James Nasso, Sean Riley

Compensation of Directors and Other Information

Mr. Boyd, who is a director and the Vice-Chairman and Chief Executive Officer of the Company, does not receive any remuneration for his services as a director of the Company.

The table below sets out the annual retainers (annual retainers for the Chairs of the Board of Directors and other Committees are in addition to the base annual retainer) paid to the directors during the year ended December 31, 2018. Directors do not receive meeting attendance or travel fees. The value of annual retainers is specified in US\$ but, for all directors other than Dr. Baker and Mr. Roberts (who are paid in US\$), the annual retainer fees are converted and paid in the equivalent Canadian dollar amount (see "Director Compensation Table — 2018" on page 16 of this Circular).

	Retainers payable for the year ending December 31, 2018
Annual Board of Directors retainer (base)	\$ 100,000
Additional Annual retainer for Chair of the Board of Directors	\$ 125,000
Additional Annual retainer for Chair of the Audit Committee	\$ 25,000
Additional Annual retainer for Chair of the Compensation Committee	\$ 25,000
Additional Annual retainer for Chairs of other Board Committees	\$ 15,000

Director compensation was amended in 2011 to more closely align the equity component of director compensation with shareholder interests by discontinuing the former practice of granting options ("Options") to purchase common shares of the Company pursuant to the Company's Stock Option Plan (the "Stock Option Plan") to non-executive directors and replacing such Option grants with grants of RSUs. As the value of RSUs tracks the value of the Company's common shares, the equity value of director compensation now corresponds directly with share price movements, thereby more closely aligning director and shareholder interests. Each non-executive director is currently entitled to receive an annual grant of 4,000 RSUs (8,000 RSUs for the Chairman of the Board of Directors). However, if a director meets the minimum common share ownership requirement (as described under "Director Shareholding Guidelines" below), he or she can elect to receive cash in lieu of a portion of the RSUs to be granted, subject to receipt of a minimum annual grant of 1,000 RSUs.

Director Shareholding Guidelines

To more closely align the interests of directors with those of shareholders, directors (other than Mr. Boyd, who is subject to the CEO shareholding requirements set out under "Share Ownership" on page 48 of this Circular) are required to own a minimum number of common shares of the Company and/or RSUs. On October 26, 2016, the Board amended the Minimum Shareholding Requirement Policy for the Board of Directors to increase the minimum holding amounts from 10,000 to 15,000 common shares of the Company and/or RSUs for non-executive directors (20,000 for the Chairman of the Board). In connection with such amendment, directors have a period of the later of: (i) three years from the date of adoption of the amended policy (that is, a compliance date of October 26, 2019) or (ii) for directors appointed after October 26, 2016, five years from the date of joining the Board of Directors, to achieve this ownership level through open market purchases of common shares or grants of RSUs.

As of March 12, 2019, all of the directors have satisfied the minimum share ownership requirement.

The following table sets out the number and the value of common shares and RSUs held by each director of the Company.

Director Shareholdings Table					
Aggregate common shares and RSUs owned by each director and aggregate value thereof as of March 12, 2019					
Name	Aggregate Number of Common Shares (#)	Aggregate Value of Common Shares (\$) ⁽¹⁾	Aggregate Number of RSUs (#)	Aggregate Value of RSUs (\$) ⁽¹⁾	Deadline to meet Guideline
Leanne M. Baker	11,312	\$02,592	6,000	266,580	Meets Guideline
Sean Boyd	154,460	6,854,792	150,000	6,656,861	Meets CEO Guideline ⁽²⁾
Martine A. Celej	9,889	438,865	12,000	532,549	Meets Guideline
Robert J. Gemmell	3,000	133,137	12,000	532,549	Meets Guideline
Mel Leiderman	10,034	445,300	6,000	266,274	Meets Guideline
Deborah McCombe	6,325	280,698	12,000	532,549	Meets Guideline
James D. Nasso	14,095	625,523	24,000	1,065,098	Meets Guideline
Sean Riley	7,255	321,970	12,000	532,549	Meets Guideline
John Merfyn Roberts	15,346	681,041	12,000	532,549	Meets Guideline
Jamie C. Sokalsky	16,136	716,101	12,000	532,549	Meets Guideline

(1) Indicates the total market value of common shares and RSUs held by a director (other than Dr. Baker) based on the closing price of the Company's common shares on the TSX of C\$59.37 on March 12, 2019. On March 12, 2019, the exchange rate as reported by the Bank of Canada was C\$1.00 equals US\$0.7475. The total market value of Dr. Baker's common shares and RSUs is in United States dollars and based on a closing price of the Company's common shares on the NYSE of \$44.43 on March 12, 2019.

(2) Mr. Boyd is subject to the CEO shareholding requirements set out under "Share Ownership" on page 48 of this Circular.

The following table sets out the compensation provided to the members of the Board of Directors, other than Mr. Boyd, for the Company's most recently completed financial year.

Director Compensation Table — 2018

Name	Fees Earned (1)	Share-Based Awards (2)	Option-Based Awards (3)	Non-Equity Incentive Plan Compensation (4)	Pension Value	All Other Compensation	Total
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Leanne M. Baker	125,000	46,270	n/a	135,643	n/a	n/a	306,913
Martine A. Celej	100,831	179,529	n/a	nil	n/a	n/a	280,359
Robert Gemmell	126,038	179,529	n/a	nil	n/a	n/a	305,567
Mel Leiderman	100,831	44,882	n/a	135,643	n/a	n/a	281,355
Deborah McCombe	115,955	179,529	n/a	nil	n/a	n/a	295,484
James D. Nasso	226,869	359,057	n/a	nil	n/a	n/a	585,926
Sean Riley	100,831	179,529	n/a	nil	n/a	n/a	280,359
John Merfyn Roberts	107,500	179,529	n/a	nil	n/a	n/a	287,029
Jamie C. Sokalsky	100,831	179,529	n/a	nil	n/a	n/a	280,359

- (1) All compensation is paid in Canadian dollars and reported in U.S. dollars, except for the compensation for Dr. Baker and Mr. Roberts which is paid and reported in U.S. dollars. The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (2) The valuation of the grants of RSUs was calculated based on the simple average of the high and low trading prices of the Company's common shares on the TSX for the 5 day trading period immediately prior to the grant date. For each director, other than Dr. Baker, RSUs were granted on January 4, 2018 with a valuation of C\$58.13 per RSU (for Dr. Baker, the value was \$46.27 on January 4, 2018). The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (3) Option-based awards are not granted to non-executive directors.
- (4) A director who satisfies the minimum shareholding requirement may elect to receive cash in lieu of a portion of his or her grant of RSUs. The value is calculated as the number of RSUs which were elected to be received in cash multiplied by C\$54.65 (the price of the common shares of the Company on the TSX at the time of grant). The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

The following table sets out the value vested during the most recently completed financial year of the Company of incentive plan awards granted to the directors of the Company, other than Mr. Boyd.

Incentive Plan Awards Table — Value Vested During Fiscal Year 2018

Name	Option-Based Awards — Value Vested During the Year (1)	Share-Based Awards — Value Vested During the Year (2)	Non-Equity Incentive Plan Compensation — Value Earned During the Year (3)
	(\$)	(\$)	(\$)
Leanne M. Baker	nil	79,875	135,801
Martine A. Celej	nil	168,792	nil
Robert Gemmell	nil	168,792	nil
Mel Leiderman	nil	84,396	135,801
Deborah McCombe	nil	168,792	nil
James D. Nasso	nil	337,585	nil
Sean Riley	nil	168,792	nil
John Merfyn Roberts	nil	126,594	nil
Jamie Sokalsky	nil	168,792	nil

- (1) Directors do not receive Options, therefore there were no outstanding Options as at December 31, 2018.
- (2) The figures shown represent the awarded RSUs which vested in 2018. For each director, other than Dr. Baker, the value is calculated as the number of RSUs which vested multiplied by C\$54.65 (the price of the common shares of the Company on the TSX at the time of vesting). The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721. For Dr. Baker, the value is calculated as the number of RSUs which vested multiplied by \$39.94 (the price of the common shares of the Company on the NYSE at the time of vesting).
- (3) A director who satisfies the minimum shareholding requirement may elect to receive cash in lieu of a portion of his or her grant of RSUs. The value is calculated as the number of RSUs which were elected to be received in cash multiplied by C\$54.65 (the price of the common shares of the Company on the TSX at the time of grant). The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

The following table sets out the outstanding Option awards and RSUs of the directors of the Company, other than Mr. Boyd, as at December 31, 2018.

Outstanding Incentive Plan Awards Table — 2018

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised In-The-Money Options	Number of Shares or Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested ⁽¹⁾
	(#)	(\$)		(\$)	(#)	(\$)
Leanne M. Baker ⁽²⁾	nil	nil	nil	nil	5,000	202,000
Martine A. Celej	nil	nil	nil	nil	8,000	323,120
Robert Gemmell	nil	nil	nil	nil	8,000	323,120
Mel Leiderman	nil	nil	nil	nil	5,000	201,950
Deborah McCombe	nil	nil	nil	nil	8,000	323,120
James D. Nasso	nil	nil	nil	nil	16,000	646,240
Sean Riley	nil	nil	nil	nil	8,000	323,120
John Merfyn Roberts	nil	nil	nil	nil	8,000	323,120
Jamie Sokalsky	nil	nil	nil	nil	8,000	323,120

(1) For all directors, other than Dr. Baker, the values are based on a closing price of the Company's common shares on the TSX of C\$55.10 on December 31, 2018. On December 31, 2018, the exchange rate as reported by the Bank of Canada was C\$1.00 equals US\$0.7330.

(2) The value of Dr. Baker's awards was based on a closing price of the Company's common shares on the NYSE of US\$40.40 on December 31, 2018.

The following table sets out the attendance of each of the directors to the Board of Directors meetings and the Committee meetings held in 2018.

Director Attendance — 2018

Director	Board Meetings Attended	Committee Meetings Attended
Leanne M. Baker	8 of 8	5 of 5
Sean Boyd	8 of 8	n/a
Martine A. Celej	8 of 8	12 of 12
Robert Gemmell	8 of 8	7 of 7
Mel Leiderman	8 of 8	5 of 5
Deborah McCombe	8 of 8	4 of 4
James D. Nasso	8 of 8	4 of 4
Sean Riley	8 of 8	4 of 4
John Merfyn Roberts	8 of 8	12 of 12
Jamie Sokalsky	8 of 8	10 of 10

Cease Trade Orders and Bankruptcies

To the Company's knowledge, as at March 12, 2019 or within the last ten years, no proposed director of the Company is or has been:

- (a) a director, chief executive officer or chief financial officer of any company (including the Company):
 - (i) subject to an order (including a cease trade order, an order similar to a cease a trade order or an order that denied the relevant company access to any exemption under securities legislation) for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

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

except as follows:

Mr. Leiderman, a director of the Company, was a director of Colossus Minerals Inc. ("Colossus") from August 1, 2011 until his resignation on November 13, 2013. On February 7, 2014, Colossus filed a proposal to its creditors under the *Bankruptcy and Insolvency Act* (Canada). On April 30, 2014, Colossus announced that it had completed the implementation of the previously announced court-approved proposal and plan of reorganization filed under the *Bankruptcy and Insolvency Act* (Canada).

In addition, to the Company's knowledge, as at March 12, 2019 or within the last ten years, no proposed director of the Company has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Board of Directors Governance Matters

Majority Voting Policy

As part of its ongoing review of corporate governance practices, on February 20, 2008 the Board of Directors adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender his or her resignation to the Chairman of the Board of Directors immediately following the shareholders' meeting. This policy was most recently updated by the Board of Directors on February 14, 2019. Under the updated policy, the Corporate Governance Committee will consider the offer of resignation and will make a recommendation to the Board of Directors on whether to accept it. The Board of Directors will accept the resignation absent exceptional circumstances that would warrant the director continuing to serve on the Board of Directors, as determined by the Board of Directors in accordance with its fiduciary duties to the Company. A resignation shall be effective immediately upon acceptance by the Board. The Board of Directors will make its final decision and announce it in a press release (including fully stating its reasons for rejecting the resignation, if applicable) within 90 days following the shareholders' meeting. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Corporate Governance Committee at which the resignation is considered.

Diversity

The Board of Directors recognizes that diversity is important to ensuring that the Board as a whole possesses the qualities, attributes, experience and skills to effectively oversee the strategic direction and management of the Company. The Board recognizes and embraces the benefits of being diverse, and has identified diversity within the Board as an essential element in attracting high caliber directors and maintaining a high functioning Board. The Board considers diversity to include different genders, ages, cultural backgrounds, races, ethnicities, geographic areas and other characteristics of its stakeholders and the communities in which the Company is present and conducts its business. To that end, in February 2015, the Board considered and, on the recommendation of the Corporate Governance Committee, adopted a Board of Directors Diversity Policy, setting out various diversity criteria the Board and Corporate Governance

Committee will consider in identifying, assessing and selecting potential nominees for the Board. Pursuant to the Policy, "diversity" includes the characteristics outlined above, and provides a framework and criteria for the Corporate Governance Committee and the Board to review and assess the composition of the Board and its Committees and to identify, evaluate and recommend potential new directors. In new director appointments and ongoing evaluations of the effectiveness of the Board, its Committees and each director, the Corporate Governance Committee and the Board will take into consideration diversity (specifically including gender) as one of the factors in order to maintain an appropriate mix and balance of diversity, attributes, skills, experience and background on the Board of Directors and its Committees. Ultimately, Board appointments are based on merit against objective criteria and with due regard to the benefits of diversity in board composition and the desire to maximize the effectiveness of corporate decision-making, having regard to the best interests of the Company and its strategies and objectives, including the interests of its shareholders and other stakeholders. The Corporate Governance Committee is charged with overseeing the implementation of the Diversity Policy and monitoring and annually reporting to the Board of Directors on the diversity of the Board and its Committees to determine the Diversity Policy's effectiveness and the Company's progress is fostering diversity at the board level.

The Board does not set any fixed percentages for any specific selection criteria as it believes that quotas or strict rules do not necessarily result in the identification or selection of the best candidates but, rather, all factors should be considered when assessing and determining the merits of an individual director and the composition of a high functioning Board. Assuming all nominated directors are elected at the Meeting, the proportion of women on the Board would be 33.3% (3 of 9) of the non-executive directors, the proportion of non-resident Canadians would be 22% (2 of 9) of the non-executive directors, the proportion of women on the entire Board of Directors would be 30% (3 of 10) of all directors and the proportion of women Committee chairs is currently 50% (2 of 4). The Board believes that the diversity represented by the directors seeking election at the Meeting in terms of gender, age, education, skills, geographic representation and competencies supports an efficient and effective Board.

Annual Director Assessments

The Board has a formal, comprehensive process to annually assess the performance of the Board as a whole, each Committee and each individual director, which is effected under the direction of the Corporate Governance Committee. A list of suggested topics for consideration is circulated to each director, which is followed by one-on-one meetings with the Board Chair. Various issues are reviewed and discussed, including Board and Committee structure and composition; succession planning; risk management; director skills, experience and competencies; individual director engagement and contributions; and Board and Committee process and effectiveness. These one-on-one meetings take place throughout the year and a summary of the comments is prepared. The summary is initially provided to the Chair of the Corporate Governance Committee and then shared with all directors and forms the basis for the annual Board/Committee/Director review and discussion at the Corporate Governance Committee meeting and the subsequent Board meeting held each December.

Resignation Policy

The Board does not currently have a director term limit policy or similar mechanisms in place for forcing the renewal or replacement of its directors. Rather, it has determined that the best means of ensuring director effectiveness is through rigorous annual performance evaluations and not adherence to arbitrary timelines. In conjunction with the annual performance evaluations, the Corporate Governance Committee will continue to monitor, evaluate and assess best corporate governance practices and proposals with respect to board renewal mechanisms having regard to, among other things, the performance of individual directors, the Board and to the best interests of the Company. As discussed in greater detail under "Appendix A: Statement of Corporate Governance Practices — Assessment of Directors", the Board has adopted a resignation policy primarily based on the directors' performance, commitment, skills and experience in order to foster an appropriate level of renewal and diversity of perspectives at the board level.

Director Education

The Board believes in the importance of ongoing director education to enable directors to remain current with developments in the mining industry generally, with issues and challenges faced by the Company in particular and with evolving governance norms and practices.

In 2018, the following director education activities took place:

Date(s)	Activities	Attendance
February 14, April 26, July 25 and October 24	Comprehensive updates by senior management at the quarterly Board and Committee meetings	All Directors
July 24	Director Education Session (included presentations on cryptocurrency and block chain and on public and political views on mining, innovation and major initiatives)	All Directors
October 22 and 23	Trip to Nunavut to visit the Meliadine project — tour of the various facilities, meetings with local community leaders and meetings with, and presentations by, project personnel on the Meliadine and Amaruq projects	All Directors
December 13	Full day presentations on strategic matters, status of projects, technical matters, innovation initiatives and leadership development programs	All Directors

Shareholder Engagement

The Board and management recognize the importance of an open and consistent engagement process with the Company's shareholders and other stakeholders. This engagement process is effected by several means, including through the Company's annual and quarterly reports, annual information form, management proxy circular, annual report, annual general meeting of shareholders, quarterly conference calls, news releases, website, discussions with the investor stewardship or corporate governance departments of the Company's shareholders, industry conferences and an extensive and comprehensive program for members of senior management (and, on occasion, directors) to personally meet with the Company's existing and potential shareholders throughout the year (in 2018, meetings were held with representatives of entities holding, in aggregate, more than 50% of the outstanding shares of the Company).

Shareholders may provide comments directly to the Board by addressing correspondence to the Chair of the Board, Agnico Eagle Mines Limited, Suite 400, 145 King Street East, Toronto, Ontario, Canada, M5C 2Y7, which will be forwarded to the independent Chair (except for solicitations for purchase of sale of products or services, or similar correspondence) or by e-mail to board@agnicoeagle.com.

Women in Leadership

The Board and management view diversity and inclusion as essential to the growth and success of the Company. In support of this view, the Company implemented a Diversity and Inclusion Policy in December 2018. This policy values diversity and inclusion across all aspects of the Company.

In that context, the Company aims to create an inclusive environment where the diversity of perspectives, experiences, cultures, genders, age and skills of employees can be leveraged at every level and the Company believes that one of its strengths lies in its ability to leverage the diversity of its employees to drive innovation and to quickly adapt to the ongoing changes in the global market and the gold mining industry. With this in mind,

management has identified increasing the number of women in leadership positions within the Company as a priority to be achieved by focusing on the preparation and support of women in leadership positions, rather than the attainment of quotas.

The Company continues to identify and work to mitigate the systemic barriers to the participation and advancement of women in the mining industry in Canada, with a particular focus in the Company's Northern Operations on eliminating systematic barriers that affect Inuit women at the Company's sites in Nunavut. In addition, the Company is increasing awareness in the context of diversity and inclusion in the North, by building self-awareness and leadership skills to further the development of women.

The Company does not set any fixed percentages or quotas regarding women in executive officer positions as it does not believe that gender alone should be the overriding factor when selecting the best candidate, rather all factors should be considered when assessing and determining the merits of a potential executive officer. Traditionally, the mining industry has not had a large group of female professionals from which to draw upon. To address this issue, the Company has continued its efforts to increase the number of women entering its workforce. In 2018, women represented approximately 16% of the Company's global workforce (and 13% of the Company's corporate executives). As the Company plans for the future, efforts have been made and will be increased to include gender diverse candidates in the Company's succession planning and recruitment initiatives. In addition, management is developing a global long-term strategy of priorities for diversity and inclusion.

Appointment of Auditors

The persons named in the enclosed form of proxy intend to VOTE FOR the appointment of Ernst & Young LLP as the Company's auditors, and for the directors to fix the remuneration of the auditors unless a shareholder has specified in his or her proxy that his or her common shares are to be withheld from voting for the appointment of Ernst & Young LLP as the Company's auditors. Representatives of Ernst & Young LLP are expected to be present at the Meeting to respond to appropriate questions and make a statement if they wish to do so. Ernst & Young LLP became the Company's auditors in 1983. Fees paid to Ernst & Young LLP for 2018 and 2017 are set out below.

	Year ended December 31, 2018 (1)	Year ended December 31, 2017 (2)
	(\$ thousands)	(\$ thousands)
Audit fees	2,039	1,658
Audit-related fees	63	30
Tax consulting fees	802	753
All other fees	121	166
Total	3,025	2,607

(1) The values for 2018 were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

(2) The values for 2017 were converted to US\$ using the average of the daily 2017 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7708.

Audit fees were paid for professional services rendered by the auditors for the audit of the Company's annual financial statements and related statutory and regulatory filings and for the quarterly review of the Company's interim financial statements.

Audit-related fees consist of fees paid for assurance and related services performed by the auditors that are reasonably related to the performance of the audit of the Company's financial statements. This includes consultation with respect to financial reporting, accounting standards and compliance with Section 404 of the Sarbanes-Oxley Act of 2002 ("SOX").

Tax consulting fees were paid for professional services relating to tax compliance, tax advice and tax planning. These services included the review of tax returns and tax planning and advisory services in connection with international and domestic taxation issues.

All other fees were paid for services other than the services described above and include fees for the translation of securities regulatory filings required to comply with securities laws in certain Canadian jurisdictions.

No other fees were paid to auditors in the previous two years.

The Audit Committee has adopted a policy that requires the pre-approval of all fees paid to Ernst & Young LLP prior to the commencement of the specific engagement, and all fees referred to above were pre-approved in accordance with such policy.

Financial Statements

The audited annual financial statements for the year ended December 31, 2018 have been mailed to the Company's shareholders with this Circular.

Amendments to the Incentive Share Purchase Plan

The Incentive Share Purchase Plan provides participants with an incentive to enhance shareholder value by providing a form of compensation that is tied to increases in the market value of the Company's common shares. Details on the Incentive Share Purchase Plan can be found on page 57 of this Circular.

The Company currently has reserved 7,100,000 common shares for issuance under the Incentive Share Purchase Plan. The Compensation Committee considers the Incentive Share Purchase Plan to be an integral part of overall compensation in order to attract and retain employees with the skills and commitment needed to lead and grow the Company's business. The need to attract and retain skilled employees remains important in the competitive mining market. Accordingly, the Compensation Committee has recommended increasing the number of common shares reserved for issuance under the Incentive Share Purchase Plan by 1,000,000 common shares to 8,100,000 common shares. As at March 12, 2019, 6,443,125 common shares had been issued under the Incentive Share Purchase Plan, representing 2.74% of the 235,255,277 common shares issued and outstanding as of March 12, 2019. Accordingly, if the increase is approved, the number of common shares available for future common share issuance will be 1,656,875, representing 0.7% of the 235,255,277 common shares issued and outstanding as of March 12, 2019.

At the meeting, shareholders will be asked to consider an ordinary resolution (attached to this Circular as Appendix B) to approve the above amendments to the Incentive Share Purchase Plan. A copy of the Incentive Share Purchase Plan which has been amended and restated to reflect the proposed amendments is attached to this Circular as Appendix C.

The Incentive Share Purchase Plan does not limit the participation of insiders other than non-executive directors who are prohibited from participating in the Incentive Share Purchase Plan. The maximum amount a participant is permitted to contribute to the Incentive Share Purchase Plan is 10% of the participant's base salary and the Company is permitted to make a matching contribution of up to 50% of the participant's contributions. The aggregate number of the Company's common shares: (i) issued to insiders within any one year period, and (ii) issuable to insiders at any time under the Incentive Share Purchase Plan, could theoretically exceed 10% of the Company's issued and outstanding common shares and consequently TSX Rules provide that the votes attached to the securities held by all insiders eligible to participate in the Incentive Share Purchase Plan and their associates and affiliates (the "Eligible Insiders") must be excluded from the vote on the Incentive Share Purchase Plan resolution. Accordingly, shareholders of the Company, other than the Eligible Insiders, are being asked to approve the increase by a majority of the votes cast, by proxy or in person. As of March 12, 2019, 460,775 common shares were held by Eligible Insiders and will be excluded from the vote. In addition to shareholder approval, the increase in common shares available for future grants under the Incentive Share Purchase Plan is subject to regulatory approval. **If you do not indicate how you want your**

common shares to be voted, the persons named in the proxy intend to vote your common shares FOR the proposed amendment to the Company's Incentive Share Purchase Plan.

The Company has two security based compensation arrangements pursuant to which common shares may be issued from treasury:

1. the Stock Option Plan, pursuant to which 4,978,139 common shares are available for future issuance and 8,200,337 common shares are issuable on the exercise of outstanding options, representing 5.6% of the Company's 235,255,277 issued and outstanding common shares as of March 12, 2019; and
2. the Incentive Share Purchase Plan, pursuant to which 1,656,875 common shares will be issuable, if the resolution is approved, representing 0.7% of the Company's 235,255,277 issued and outstanding common shares as of March 12, 2019.

Accordingly, if the resolution is approved, an aggregate number of 14,835,351 common shares will be issuable under all security based compensation arrangements of the Company, representing 6.3% of the Company's 235,255,277 issued and outstanding common shares as of March 12, 2019.

Three Year Burn Rate

The annual burn rate for each of the three most recently completed fiscal years for each security-based compensation arrangement (being the Stock Option Plan and Incentive Share Purchase Plan) are as follows:

	2018	2017	2016
Weighted Average Number of Outstanding Shares	233,251,255	230,251,876	222,736,595
Number of Options Granted	1,990,850	2,018,140	2,160,075
Number of Shares issued under the Incentive Share Purchase Plan	515,432	382,663	344,778

Therefore, the burn rates for the Stock Option Plan have been: 2018 — 0.85%; 2017 — 0.88% and 2016 — 0.97%. The burn rates for the Incentive Share Purchase Plan have been: 2018 — 0.22%; 2017 — 0.17% and 2016 — 0.15%. The aggregate burn rates for the combined security-based compensation arrangements have been: 2018 — 1.07% dilution; 2017 — 1.04% dilution and 2016 — 1.12% dilution. The decreasing burn rates on Option grants and essentially stable aggregate burn rates for all plans demonstrate management's commitment to control the impact of compensation arrangements on dilution.

Advisory Vote on Approach to Executive Compensation

The Board of Directors believes that the Company's compensation program must be competitive with companies in its peer group, provide a strong incentive to its executives to achieve the Company's goals and align the interests of management with the interests of the Company's shareholders. A detailed discussion of the Company's executive compensation program is provided under "Compensation Discussion & Analysis" starting on page 27 of this Circular. In line with corporate governance best practices in respect of executive compensation, commonly known as "Say on Pay", the Board of Directors has determined to provide shareholders with a "Say on Pay" advisory vote at the Meeting to endorse or not endorse the Company's approach to executive compensation. At the Company's last annual and special meeting of shareholders held on April 27, 2018, 71.84% of shareholders voted in favour of the Company's non-binding resolution on executive compensation (down from the 86.51% at the April 28, 2017 meeting). Based on discussions with certain of the Company's shareholders, the Company believes that it understands the issues relating to the decrease in support in 2018. Accordingly, the Company has revised the short-term incentive plan for executives to, among other things, provide more clearly defined objective goals and to include more per share metrics as performance targets. The Company monitors, assesses and, when warranted, will refine this approach in an effort to continue to make the executive compensation practices of the Company acceptable to shareholders.

At the Meeting, shareholders will be asked to consider the following resolution, which is also attached to this Circular as Appendix F:

BE IT RESOLVED THAT, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of the Company, the shareholders accept the approach to executive compensation disclosed in this Circular.

Because this vote is advisory, it will not be binding upon the Board of Directors. However, the Board of Directors and the Compensation Committee will take the outcome of the vote into account in their ongoing review of executive compensation.

SECTION 3: COMPENSATION AND OTHER INFORMATION

Letter from the Compensation Committee

March 12, 2019

Dear Fellow Shareholders:

"Pay-for-performance" and "alignment with shareholders" are two philosophies which traditionally have formed the foundation of our executive compensation practices. While our performance in 2018 compared to our peer group remained strong (and has been for many years), we continue to take a measured approach to compensation to reflect not only our absolute and relative performance but the realities of prevailing market conditions.

This letter describes the performance of the Company in 2018, the changes made to the Company's Short-Term Incentive Plan ("STIP") to more fully align the Company's STIP with best market practices and shareholder interests, and comments on the alignment of long-term incentive value and efforts being made to limit dilution.

2018 Performance

The performance of the Company in 2018 remained strong. Annual gold production of 1,626,669 ounces at total cash costs per ounce of \$637 and all-in sustaining costs per ounce of \$877 meant that we have exceeded our production forecast and beat our cost guidance for the seventh consecutive year. 2018 was a transitional year as production levels at Meadowbank were at expected lower amounts (compared to prior years) as the mine moved from the last full year of mining at site while the Amaruq satellite deposit (which is expected to feed the Meadowbank mill beginning in 2019) and the Meliadine project were developed. With the lower production expected at Meadowbank, overall 2018 guidance was below the production level achieved in 2017. However, due to the work performed in 2018, the Meliadine and Amaruq projects were advanced in Nunavut with total expenditures tracking below budget and Meliadine production now expected one quarter earlier than previously scheduled, which has enabled the Company to increase 2019 production guidance. 2018 mineral reserves, net of 2018 production, increased by approximately 7% to 22.0 million ounces of gold and the reserve grade increased by approximately 8%. Mineral resources increased by approximately 19%. In addition, the Company's pipeline was enhanced with the completion of the acquisition of the remaining 50% interest in the Kirkland Lake and Hammond Reef projects not already owned by the Company.

2018 Compensation

Changes to Short-Term Incentive Plan

The results of our "Say on Pay" votes have been disappointing. In 2018, members of senior management engaged with representatives of some of our largest shareholders and discussed the concerns these shareholders had with respect to the structure of our compensation program, with particular emphasis on issues relating to the STIP. Having regard to these comments, as well as comments made by proxy advisory firms, we substantially revised and replaced our STIP. The new STIP now incorporates: (1) an emphasis on clear, easy to measure targets and measuring performance against these identified goals; (2) a greater emphasis on per share metrics (including cash flow per share, dividends per share, and mineral reserve and mineral resource replacement per share) and profitability measures (such as return on invested capital); and (3) a more detailed explanation of the rationale behind the performance metrics and actual results versus targets.

The STIP is broadly based on what the Company considers are three pillars of a successful company: (1) people — the health and safety of our workforce is of the highest priority; positive relations with the communities in which we operate, working in an environmentally responsible manner and in accordance with best governance practices and the development of our personnel is crucial to long-term success; (2) performance — the ability to execute in terms of both operations and financial results; and (3) pipeline —

the need to build new mines efficiently, find new properties effectively and continually find more mineral reserves and mineral resources on properties we already own or through selective acquisitions. The Company believes these metrics are key factors in delivering value to shareholders and they are assessed and evaluated as follows:

1. People — 25% weighting: Health & Safety (15%); Environment, Social and Governance (5%); People Development (5%)
2. Performance — Operational — 25% weighting: Production (10%); Total Cash Costs (7.5%); All-in Sustaining Costs (7.5%)
3. Performance — Financial — 25% weighting: Operating Cash Flow per share (5%); Return on Invested Capital (5%); Dividends per share (5%); Total Shareholder Return (10%)
4. Pipeline — 25% weighting: Capital Project Execution (10%); Mineral Reserves per share (5%); Mineral Resources per share (5%); Corporate Development Pipeline (5%)

These criteria were chosen as the Company believes they cover significant elements in operating a successful business. While some criteria may also be included in PSU metrics, there are different measurement periods and peer groups (for instance, under the STIP, Total Shareholder Return is measured over a one year period while under the PSU Plan, the measurement period is almost three years and the peer group is more diverse) or a different weighting (in the STIP, Total Shareholder Return has a much lower weighting, production has a slightly lower weighting and total cash costs and all-in sustaining costs have a slightly higher weighting than in the PSU Plan). The Company believes that as these metrics are key drivers of value, it is appropriate that they be incorporated in both short-term and long-term incentive plans.

Long-Term incentive value is directly tied to share price performance; attention to dilution

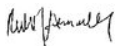
At the beginning of 2013, with the objective of more fully aligning management and shareholders interests in connection with the long-term incentive component of compensation, we decided to only grant RSUs (augmented by PSUs beginning in 2016) to the CEO (in addition, the President does not receive grants of Options); senior management would also receive RSUs (and PSUs) and Options, but the awards of Options are being gradually reduced over time (in 2018, officers received, in aggregate, 278,000 Options; 2017 — 349,000 Options; 2016 — 504,000 Options). Since 2013, the CEO has received a fixed, flat amount of RSUs annually (changed to 50% RSUs and 50% PSUs in 2016). Since 2017, the President also receives a fixed, flat amount of RSUs and PSUs (50% RSUs and 50% PSUs). Accordingly, as the number of RSUs and PSUs are fixed, the value of these awards fluctuates directly with changes in the share price. In 2018, 55% of the total compensation of the Named Executive Officers was comprised of the value of the long-term incentive awards. RSUs and PSUs are purchased in the market and therefore non-dilutive.

Conclusion

We understand that compensation programs are not static and we will continue to review and consider other metrics which could potentially be used as factors when assessing and evaluating performance in the context of compensation adjustments and awards.

The Board and Compensation Committee believe that the compensation practices of the Company achieve the objectives of "pay-for-performance" and "alignment with shareholders". The Board and management remains committed to delivering superior performance in a challenging environment, for the benefit of you, our owners.

We trust that you agree with our approach and we look forward to continuing to deliver value to you.



Robert Gemmell (Chair)



Martine Celej



J. Merfyn Roberts

Compensation Discussion & Analysis**Role of the Compensation Committee**

The Compensation Committee exercises broad oversight responsibilities regarding Board, executive and senior management compensation. The Compensation Committee reviews, approves and recommends to the Board for its approval the Company's compensation policies. The Compensation Committee also reviews, approves and makes recommendations to the Board concerning the compensation proposed to be paid to the Board, Chief Executive Officer, President and other officers and senior management of the Company as well as awards proposed to be made to them under the Company's incentive plans. In conjunction with the Board, the Compensation Committee also reviews the Company's management development programs, its succession plans relating to senior management and performance goals and thresholds to be achieved under its incentive plans. As a means of assisting the Compensation Committee, management researches external sources for compensation data and external compensation consultants may be retained from time to time.

A key compensation objective of the Company is that compensation should be aligned with performance. In 2018, the Company, among other things:

- produced 1,626,669 ounces of gold — the seventh consecutive year in which gold production exceeded the original guidance (in 2018, 1,530,000 ounces of gold) for the year;
- produced these ounces at total cash costs per ounce of \$637 (below original guidance of total cash costs per ounce of \$650 — midpoint between range of \$625 and \$675);
- increased gold reserves by 7% to 22 million ounces (net of production) and increased the grade of the reserves by approximately 8%;
- increased measured and indicated mineral resources by approximately 9% and inferred mineral resources by approximately 19%, though the grade of these mineral resources decreased as higher grade resources were transferred into mineral reserves in 2018;
- advanced the two Nunavut projects, Meliadine and Amaruq satellite deposit at Meadowbank, with total expenditures under budget and both projects ahead of schedule to the extent that commercial production from Meliadine is now expected early in the second quarter of 2019 and that production from Amaruq is expected in the third quarter of 2019 (these two projects are key components to enable the Company to achieve the objective of producing 2 million ounces of gold in 2020);
- completed the acquisition of the remaining 50% of the Kirkland Lake and Hammond Reef projects not already owned by the Company; and
- advanced the Kittila shaft and mill expansion project.

Named Executive Officers

For purposes of the Compensation Discussion & Analysis section of this Circular, the focus will solely be on the Vice-Chairman and Chief Executive Officer, the Senior Vice-President, Finance and Chief Financial Officer and the three other most highly compensated officers of the Company (the "Named Executive Officers"). The following table sets out the Company's Named Executive Officers for 2018.

Name	Title
Sean Boyd	Vice-Chairman and CEO
Ammar Al-Joundi	President
David Smith	Senior Vice-President, Finance and Chief Financial Officer
Yvon Sylvestre	Senior Vice-President, Northern Operations — Canada and Europe
Jean Robitaille	Senior Vice-President, Business Strategy and Technical Services

Compensation Program Philosophy

The Named Executive Officers of the Company have a significant influence on corporate performance and creating shareholder value. With this in mind, the Company's philosophy regarding compensation is that it must:

- ensure that the interests of the Named Executive Officers and the Company's shareholders are aligned;
- be competitive in order to attract and retain Named Executive Officers with the skills and talent needed to lead and grow the Company's business; and
- provide a strong incentive to achieve the Company's goals.

Elements of Compensation

The compensation paid to the Company's Named Executive Officers has four components:

- base salary and benefits;
- short-term incentive compensation (annual bonus);
- long-term incentive compensation that may consist of grants of RSUs, PSUs and Options (other than for the Vice-Chairman and Chief Executive Officer or President) as well as optional participation in the Incentive Share Purchase Plan; and
- career compensation in the form of retirement benefits (pension).

Compensation Considerations

The Compensation Committee begins to review corporate and management performance in October of each year and, after several meetings over the succeeding months, finalizes its review and analyses in early December and submits its compensation adjustment recommendations to the Board of Directors in mid-December. The Board of Directors considers the recommendations and, traditionally, the timing related to compensation matters is as follows: (i) base salary — any adjustment becomes effective on January 1 of the next calendar year; (ii) bonus — any bonus payment is made within that calendar year (which reflects performance relating to that year); and (iii) any long-term incentive grants (RSUs, PSUs or Options) relating to performance in the current year are awarded early in January of the next calendar year.

When conducting its evaluation of each Named Executive Officer, the Compensation Committee considers, among other things, executive compensation surveys, recommendations by any executive compensation consultant retained by the Compensation Committee, evaluations prepared by the Vice-Chairman and Chief Executive Officer for each Named Executive Officer other than the Vice-Chairman and Chief Executive Officer and an evaluation prepared by the Chairman for the Vice-Chairman and Chief Executive Officer. The Board of Directors reviews the recommendations made by the Compensation Committee and gives final approval on the compensation of the Named Executive Officers. The Board of Directors has complete discretion over the amount and composition of each Named Executive Officer's compensation.

In 2018, the Company's Human Resources department conducted an internal market analysis using publicly available information from the Company's peer group and surveys provided by different compensation firms, notably the 2018 Mercer Mining Industry Compensation Survey "Mining Industry Salary Survey — Corporate Report" (the "Mercer Mining Survey"). This market information, among other things, was used by the Compensation Committee and the Board of Directors in recommending and approving the salary adjustments and the bonuses for the Company's officers.

Compensation Consultant

The Compensation Committee has retained Meridian Compensation Partners ("Meridian") as its independent executive compensation consultant. The engagement began in 2012. The mandate of the executive compensation consultant is to serve the Company and to work for the Compensation Committee in

its review of executive and director compensation and related governance matters. The nature and scope of services provided by Meridian to the Compensation Committee in 2018 included market practices relating to annual incentive plan design.

The Compensation Committee does not direct Meridian to perform the above services in any particular manner or under any particular method. It approves all invoices for executive compensation work performed by Meridian. The Compensation Committee has the final authority to hire and terminate Meridian as its executive compensation consultant. Meridian has not provided any other services to the Company other than executive and director compensation services. The aggregate fees related to the executive and directors compensation services paid to Meridian for the past two years were:

Executive Compensation-Related Fees		
Type of Work	2018 ⁽¹⁾	2017 ⁽²⁾
Services related to executive and director compensation	\$6,136	\$29,371
All other fees	nil	nil
Total	\$6,136	\$29,371

(1) The values for 2018 were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

(2) The values for 2017 were converted to US\$ using the average of the daily 2017 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7708.

Risk Considerations

The Company's total compensation plan is designed to drive long-term increases in shareholder value. The creation of an appropriate plan requires an understanding of the Company's objectives and the individuals charged with delivering the expected results. The Company strives to design its total compensation plan so that the plan does not result in or encourage behavior that is inconsistent with the goals and objectives of the Company.

The Company continues to experience changes in production, mineral reserves, mineral resources, operations, employees and the international scope of its business. The success of the Company in delivering value for shareholders is largely determined by the quality and consistency of its strategy and the execution thereof. In this regard, the Board believes that it is important to ensure that compensation programs are designed to attract, motivate and retain key employees in order to achieve or exceed the strategic objectives of the Company. In 2015, the Compensation Committee considered the implications of the risks (with specific regard to retention) associated with the Company's compensation policies and practices and looked at the long-term incentive structure for the Named Executive Officers and determined that PSUs should be added as a significant element in the long-term incentive component of their compensation going forward. Accordingly, the initial grant of PSUs was made to Named Executive Officers in January 2016, and these vested in 2018.

The Company has an anti-hedging policy, set out in the Company's Code of Business Conduct and Ethics, that prohibits all directors and officers from short-selling or trading in derivatives of the Company's securities. Named Executive Officers are required to own a minimum number of common shares to foster the alignment of management and shareholder interests (see "Share Ownership" on page 48 of this Circular).

Base Salary

To retain a competent, strong and effective executive management group, the salaries paid by the Company must be competitive with others in the industry generally, as well as within the regional markets in which the Named Executive Officer is located. Base salary levels take into account each Named Executive Officer's individual responsibilities, experience, performance and contribution to enhancing shareholder value.

The base salary policy is structured to provide a solid base compensation level for Named Executive Officers to encourage achievement of the Company's goals while aligning their interests with the interests of the Company's shareholders.

Annual base salaries are established using internal and external surveys of average base salaries paid to officers of other mining companies of similar characteristics as the Company. In its internal survey, the Company reviewed the 2018 publicly available information of nine mining companies: Barrick Gold Corporation, B2Gold Corp., Cameco Corporation, Goldcorp Inc., IAMGOLD Corporation, Kinross Gold Corporation, Newmont Mining Corporation, Teck Resources Limited and Yamana Gold Inc. The information reviewed reflected actual compensation paid in 2017.

The factors for selecting the companies in the internal survey generally included whether: (i) the company operates in the mining sector with a focus on exploration, development and production; (ii) the company is listed on a U.S. stock exchange; (iii) the company has operations in countries in addition to its home country; and (iv) the company's market capitalization is between approximately one-fifth to two times that of the Company (the Company's market capitalization ranked fourth out of the ten companies in the peer group survey as at December 31, 2018). With respect to revenue, the Company ranked sixth in the peer group and with respect to asset value, the Company ranked eighth in the peer group. The Company competes with these peer group companies and other gold and mining companies for shareholders, capital, personnel and mining properties and, accordingly, the Company believes that this survey is a good representation of primarily gold mining industry salaries and an appropriate basis for comparisons to the Company and reflects the companies with which the Company actively competes. The Company uses a different selection of peer group companies for different purposes: (1) assessment of the appropriate level of base salaries for the Named Executive Officers; (2) assessing relative Total Shareholder Return as a Short-Term Incentive Plan metric; and (3) assessing relative Total Shareholder Return and Multiple to Net Asset Value rank as PSU metrics. For the reasons behind these different selections, see footnote (8) on page 33 of the Circular for the peer group used as a Short-Term Incentive Plan metric and page 44 of the Circular for the peer group used for PSU metric purposes.

The external survey used was the Mercer Mining Survey. The Mercer Mining Survey reflected executive base salary remuneration at 45 Canadian mining companies as at April 1, 2018. Of these 45 companies, only a minority had NYSE listings and only three were larger than the Company, as measured by market capitalization.

The Company does not use the base salaries of top executives in peer group companies to set the Named Executive Officers base salaries; for instance, there is no policy or practice that the Named Executive Officers salaries must be within a certain quartile of the base salaries of top executives in peer group companies. Rather, the information from the Company's internal survey was used to test and validate the position for the Named Executive Officers and was adapted to evaluate the compensation of the other executive officers of the Company, while the information from the external survey was used to verify that the results of the internal survey are consistent with Canadian and U.S. industry standards. The base salaries of the Named Executive Officers increased in 2018 from 2017 levels to recognize the responsibilities, accomplishments and contributions made by these individuals towards the solid, and in some instances, record setting performance of the Company during 2017 (2017 performance included record gold production; record safety performance; mineral reserves increased 3.1%, mineral reserve grade increased 7.7% and net debt was reduced by \$346 million). Because 2018 base salary adjustments (which reflect 2017 performance) are made at the beginning of 2018 but not disclosed in a management proxy circular until almost fifteen months later, there is sometimes a perceived disconnect between pay and performance.

Incentive Compensation

Incentive compensation is contingent upon the performance of the Company and the individual's contribution toward that performance. Incentive compensation may consist of cash bonuses and long-term incentive compensation in the form of grants of options under the Stock Option Plan, units under the Company's RSU Plan and units under the Company's PSU Plan. Any award or grant of incentive compensation is discretionary.

a. Short-Term Incentives

Philosophy

The Company's policy with respect to short-term incentives is to ensure that proper criteria are used to measure and reward the performance of senior executives and management within the organization.

The overall percentage of incentive compensation should reflect best market practices with respect to incentive compensation, as determined based on the review of external sources of compensation data from companies with which the Company most directly competes. It should also reflect the equity principles and practices that are adopted and fostered by the Company.

The short-term incentive policy links the contributions of the Named Executive Officers with business performance by rewarding achievements. Short-term incentive compensation is results-driven, and targets must be achieved for the incentive payout to be earned.

Calculation

The short-term incentive amount is calculated as follows:

Individual Incentive Target	X	Individual Performance Factor	X	Corporate Performance Factor	X	Base Salary	≤	Maximum Incentive Payout
15% - 200% Based on Level		0% - 150% Subject to the Maximum Incentive Payout, may be increased above 150%		0% - 100%		\$		18% - 300% of base salary

Target Incentive Levels

Target incentive levels are defined as a percentage of base salary and vary by role in the Company and position level. For the Named Executive Officers, the target incentive levels are as follows:

Name	Target Incentive Level	Maximum Incentive Payout
Sean Boyd	200%	300%
Ammar Al-Joundi	125%	187.5%
David Smith	80 - 100%	120 - 150%
Yvon Sylvestre	80 - 100%	120 - 150%
Jean Robitaille	80 - 100%	120 - 150%

Individual Performance Factor

The individual performance of each Named Executive Officer is assessed each year during the annual review process and an individual performance factor is set by the Compensation Committee with respect to the Chief Executive Officer and by the Chief Executive Officer with respect to the other Named Executive Officers. The individual performance factor is set between 0% and 150%.

The Compensation Committee can augment the bonus payout to the Chief Executive Officer to a discretionary amount by adjusting the maximum individual performance factor beyond 150%. The Chief Executive Officer can augment the bonus payout to the other Named Executive Officers to a discretionary amount by adjusting the maximum individual performance factor beyond 150%. Notwithstanding the exercise of such discretion, the total short-term incentive cannot exceed the maximum incentive payout for the given position. See below for details.

Corporate Performance Factor

Each year, specific corporate objectives are established by the Compensation Committee with an aim to fulfill the Company's strategy. It is anticipated that the key performance measures and relative weight applied to each key performance measure may vary from year to year to reflect the Company's then current focus, while always having regard to the Company's long-term strategy and compensation philosophy. The Corporate Performance is assessed by the CEO and President and approved by the Board against criteria determined by the Board.

2018 Corporate Performance Score

For 2018, the corporate objectives and performance were as follows:

Category	Key Performance Measure	Weight	2018 Performance Objectives Target	2018 Results Assessment	2019 Target
People (25%)	Health & Safety — Global Combined Frequency of Accidents ⁽¹⁾	15%	1.1	13	1.1
	Environmental, Social & Governance ⁽²⁾	5%	Judgment based	5	Judgment based
	People Development ⁽³⁾	5%	Judgment based	5	Judgment based
Performance —	Production ⁽⁴⁾	10%	1,530,000	10	1,750,000
Operational (25%)	Total Cash Costs ⁽⁴⁾	7.5%	\$625-\$675	6	\$620-670
	All-In Sustaining Cash Costs ⁽⁴⁾	7.5%	\$890-\$940	7.5	\$875-925
Performance —	Operating Cash Flow Per Share ⁽⁵⁾	5%	Positive and increasing over time	3	Positive and increasing over time
Financial (25%)	Return on Invested Capital ⁽⁶⁾	5%	10-15%	0	10-15%
	Dividends Per Share ⁽⁷⁾	5%	Growth over time	4	Growth over time
	TSR ⁽⁸⁾	10%	Relative to peer group	4	Relative to peer group
Pipeline (25%)	Capital Project Execution ⁽⁹⁾	10%	On time and on budget	10	On time and on budget
	Mineral Reserves Per Share ⁽¹⁰⁾	5%	Growth over time	4	Growth over time
	Mineral Resources Per Share ⁽¹¹⁾	5%	Growth over time	5	Growth over time
	Corporate Development Pipeline ⁽¹²⁾	5%	Judgment based	4	Judgment based
Total Result				80.5	

(1) The Company is shifting to aspirational zero harm safety targets and leading performance indicators. This measure is assessed against the Company's target for Global Combined Frequency of Accidents, which includes contractors, and is defined as:

$$\frac{[\text{lost time accidents} + \text{light duty assignments}] \times 200,000}{\text{number of hours worked during the period}}$$

The result is then adjusted taking into account the occurrence of any fatalities at the Company's operations as well as other appropriate factors.

(2) This measure is judgment based and is assessed against the number and severity of environmental incidents, community complaints and the Company's position in third party ESG rankings.

(3) This measure is judgment based and is assessed against the development of the Company's succession plans for all critical positions as well as the training and development of the future leaders of the Company, while maintaining the Company's culture.

(4) This measure is assessed against the guidance set out in the February 14, 2018 news release of the Company. The 2018 production guidance of 1,530,000 million ounces of gold was lower than the 2017 production of 1,713,533 ounces of gold to reflect that 2018 would be a transition year as mining at Meadowbank was planned to cease while Amaruq continued to be developed. Total cash costs per ounce and all-in sustaining costs per ounce are non-GAAP measures. For more information, please see "Note to Investors Concerning Certain Measures of Performance".

(5) This measure is judgement based and is assessed against the Company's goal of increasing Operating Cash Flow Per Share over time, while taking into account competing uses of cash. Operating Cash Flow Per Share is defined as:

$$\frac{\text{cash provided by operating activities before working capital adjustment}}{\text{weighted average number of common shares outstanding (basic)}}$$

- (6) This measure is judgement based and is assessed against the Company's goal of achieving a Return on Invested Capital of 10-15%, while taking into account the gold price environment. Return on Invested Capital is defined as:

$$\frac{\text{Adjusted NOPAT}}{\text{average invested capital}}$$

where "Adjusted NOPAT" is equal to:

Net Income (loss) for the year	
Adjust for:	Income and mining taxes expense
Adjust for:	Income and mining taxes paid
Adjust for:	Finance costs
Adjust for:	Other income
Adjust for:	Impairment loss/reversal
Adjust for:	Gain/loss on sale of equity securities
Adjust for:	Gain/loss on derivative financial instruments
Adjust for:	Foreign currency translation loss/gain
Adjust for:	Income and mining taxes adjustments
Adjust for:	Other non-recurring items
Adjusted NOPAT	

and where "average invested capital" is equal to the portion of capital actively being utilized in the business during the current and previous year:

Property, plant and mine development	
Add:	Goodwill
Subtract:	Long-term assets not subject to depreciation (excluding Goodwill)
Add:	Current Assets
Subtract:	Current Liabilities
Subtract:	Cash & Cash Equivalents
Subtract:	Short Term Investments
Invested Capital	

- (7) This measure is judgement based and is assessed against the Company's goal of growing the Company's dividend over time to return excess cash to shareholders, while taking into account competing uses of cash and the gold price environment.
- (8) This measure is assessed against the Company's performance relative to a peer group of companies comprised of B2Gold Corp., Barrick Gold Corporation, Goldcorp Inc., IAMGOLD Corporation, Kinross Gold Corporation, Newcrest Mining Limited, Newmont Mining Corporation, Randgold Resources Limited and Yamana Gold Inc. The factors for selecting the companies for purposes of the Total Shareholder Return peer group included consideration of whether: (i) the company operates primarily in the gold mining sector with a focus on exploration, development and production; (ii) the peer group should include an international cross-section of gold mining companies; (iii) the company has operations in countries in addition to its home country; and (iv) the company's market capitalization is between approximately one-eighth to two times that of the Company (the Company's market capitalization ranked fourth out of the nine companies in the peer group survey as at December 31, 2018).

The Company competes with these peer group companies for, among other things, shareholders and capital, and, accordingly, the Company believes that this peer group is an appropriate comparator group for assessing Total Shareholder Return. The Company has selected a different peer group for purposes of assessing Total Shareholder Return as compared to the Internal Survey because: (i) the Internal Survey included mining companies that are outside of the gold mining industry; as a significant factor in Total Shareholder Return for gold mining companies is a result of the performance of the gold price over the relevant time period, the Company believes that limiting the Total Shareholder Return peer group to only gold mining companies acts as a control to ensure that relative performance is assessed fairly; and (ii) the Internal Survey included mining companies that are North American headquartered; while the Company believes that such geographic concentration is appropriate for the Internal Survey for purposes of competition for personnel, the Company believes that competition for shareholders and capital is less geographically focused and, accordingly, it is appropriate to include additional companies to include an international cross-section of gold mining companies.

Total Shareholder Return is defined as:

$$\frac{A+B}{C}$$

Where: "A" is equal to the volume weighted average trading price of the common shares of the company calculated by dividing the aggregate value by the aggregate volume of the common shares of the company traded on the TSX or, if the common shares are not traded on the TSX, on such other public stock exchange on which the common shares are listed that has the greatest volume of trading, for the five trading days immediately preceding the last day of the reference period; "B" is equal to the total value of dividends paid by the company per common share during the reference period; and "C" is equal to the volume weighted average trading price of the common shares of the company calculated by dividing the aggregate value by the aggregate volume of the common shares of the company traded on the TSX or, if the common shares are not traded on the TSX, on such other public stock exchange on which

the common shares are listed that has the greatest volume of trading, for the five trading days immediately preceding the first day of the reference period.

- (9) This measure is judgement based and is assessed against the execution of the Company's schedule and budget for the Company's key capital projects.
- (10) This measure is judgement based and is assessed against the Company's goal of growing Mineral Reserves Per Share over time, while maintaining a minimum of 10 to 15 times annual gold production in mineral reserves. Mineral Reserves Per Share is defined as:
- $$\frac{\text{total mineral reserve additions}}{\text{weighted average number of common shares outstanding (basic)}}$$
- (11) This measure is judgement based and is assessed against the Company's goal of growing Mineral Resources Per Share over time. Mineral Resources Per Share is defined as the aggregate of:
- $$\frac{\text{total measured and indicated mineral resource additions}}{\text{weighted average number of common shares outstanding (basic)}}$$
- and
- $$\frac{\text{total inferred mineral resource additions}}{\text{weighted average number of common shares outstanding (basic)}}$$
- (12) This measure is judgement based and is assessed against the Company's performance with respect to searching out acquisition opportunities in low-risk regions that are well matched to the Company's skills and abilities and the identification and evaluation of early to mid-staged candidates for inclusion in the project pipeline.

People (25% weighting; performance assessment: 23%)

The health and safety of the Company's employees, including any contractors working on the Company's sites, is of the highest importance, as well as the Company's commitments to good environmental, social and governance practices and personnel development activities.

Health and Safety — Global Combined Frequency of Accidents (15% of total weighting):

- There were no fatal accidents in 2018
 - The combined global accident frequency rate in 2018 was 1.26. In light of the Company's significant construction activity in Nunavut (and relatively higher use of contractors) in 2018, the result is slightly higher than the objective of 1.10, and higher than the Company's record safety performance of 2017
 - In 2018, the Company's workforce included almost 700 more workers (employees and contractors) than compared to 2017 (9,889 at the end of 2018 compared to 9,188 at the end of 2017); however, there were periods during the year when the workforce was much larger (for instance, 11,070 workers in the third quarter of 2018). Of the Company's total year end workforce, 4,599 were contracted workers in 2018, compared to 3,032 at the end of 2017, an increase of more than 1,500
 - The higher Global Combined Frequency of Accidents (relative to 2017 and relative to target) is primarily related to the significant project construction efforts in Nunavut, which resulted in:
 - a substantial number of new and less experienced employees, somewhat mitigated by a very capable but young supervisory team, and
 - an increased number of contractors, for whom it is more difficult for the Company to control all aspects of training and safety
- In 2018, almost 59% of accidents took place in Nunavut where approximately 30% of the workforce of the Company were located.
- Significant safety efforts have been made to improve safety performance during the remaining construction and subsequent commissioning and operating stages in Nunavut.
- Lapa and Creston Mascota achieved a triple "0" accident frequency in 2018 (no fatality, no lost time accident, no light duty assignment)

- Pinos Altos earned the "Casco de Plata" award in 2018, a safety recognition awarded by the Mexico mining industry
- Excluding the Company's activities in Nunavut, the accident frequency at the Company's other operating mines was at 0.72 in 2018, compared to 0.70 in 2017 and all of these mines were below their frequency objective in 2018, being almost 40% below target

Performance score 13 out of 15

Environmental, Social and Governance ("ESG") (5% of total weighting):

- For the first time the Company held an ESG information session for investors in August. The Company expects to hold similar sessions in the future
- In 2018, all mines were subjected to an external audit of the application of the Mining Association of Canada ("MAC") Toward Sustainable Mining ("TSM") protocols. All mines achieved level A and above and as such were awarded excellence awards from the MAC
- Implementation of the new TSM tailings management protocol was carried out in 2018, which will help in reducing the risks associated with tailings and water
- In 2018 there were with several crucial permitting timelines in Nunavut and Finland. The permitting teams were successful in obtaining the relevant permits on a timely basis thereby preserving project schedules
- The Company's operations received various awards during the year, including two for La India, the Silver Helmet Award, Safety Performance from the Mexican mining industry and the Inclusive Company Award, presented by Mexico's Ministry of Labor and Social Welfare, for fostering a diverse workforce

Performance score 5 out of 5

People Development (5% of total weighting):

- Substantial efforts continued to be made in 2018 towards designing and implementing a comprehensive succession plan/program for the Company:
- The focus is on more than just senior executives, as the program also targets perceived potential future business leaders at lower management levels
- The objective is to provide for a smooth transition whenever personnel changes are made at any management level
- Discussions with key personnel initiated
- Continued investment in training and experience for high potential, next generation of employees:
- Rotation of work assignments to increase breadth of experience
- Exposure to investors, analysts and industry peers
- Inclusion in major strategic discussions
- Business acumen, technical and other relevant training

Performance score 5 out of 5

Performance — Operational (25% weighting; performance assessment: 23.5%)

Operational performance is assessed against the annual production, total cash costs and all-in sustaining cash costs guidance typically disclosed in the Company's news release issued in February of each year.

Production (10% of total weighting):

- 2018 production of 1,626,669 ounces of gold exceeded the original production guidance of 1,530,000 million ounces of gold
- The gold production target (and actual amount of gold produced) was less than the gold amount produced in 2017 primarily because it was expected that ore from the Meadowbank mine pits would be depleted during the year and therefore guidance was decreased accordingly; ore from the satellite Amaruq deposit is expected to feed the Meadowbank mill beginning in 2019
- Seventh year in a row of gold production outperformance relative to guidance
- Beyond 2018, because of the strong progress made during 2018 at the Nunavut projects (Meliadine and Amaruq), the Company increased production guidance for 2019 to 1,750,000 ounces of gold

Performance score 10 out of 10

Total Cash Costs (7.5% of total weighting):

- 2018 total cash costs per ounce of gold produced of \$637 were below the mid-point of the February 2018 guidance for 2018 full-year cash costs (\$625-675 per ounce)
- Overall, the mine site cost performance was good especially when considering input cost pressure during the year. For example, the Canadian economy saw inflation rise from a low of 1.7% in January 2018 to a high of 3% in July 2018, Canadian average hourly earnings rose on average 2.8% annually, oil rose from \$56 per barrel to a high of \$76 per barrel in October 2018, and both the Bank of Canada and the US Federal Reserve increased their lending rates by 0.75% and 1.0%, respectively, which increased financing costs within the Company's supply chain

Performance score 6 out of 7.5

All-in Sustaining Costs (7.5% of total weighting):

- 2018 all-in sustaining costs ("AISC") per ounce of gold produced of \$877 were below the bottom end of the February 2018 guidance range of \$890-940 per ounce
- Total capital expenditures (including sustaining capital) in 2018 were \$1.075 billion, compared to guidance of \$1.08 billion:

	(\$ millions)
2018 capital expenditure guidance	\$ 1,080
Northern Business — Sustaining Capital	212
Northern Business — Development Capital	791
Southern Business — Sustaining Capital	47
Southern Business — Development Capital	22
Other	3
Total 2018 capital expenditures	\$ 1,075

Performance score 7.5 out of 7.5

Performance — Financial (25% weighting; performance assessment: 11%)

Financial performance is assessed against operating cash flow per share, return on invested capital, dividends per share and total shareholder return.

Operating Cash Flow Per Share (5% of total weighting):

- Operating cash flow in 2018 was \$605.7 million
- The decrease in cash provided by operating activities for the full year 2018 compared to full year 2017 was mainly due to expected lower gold sales volumes, lower by-product revenue and expected higher costs at several operations, principally at Meadowbank, Kittila and the Company's Mexican operations, partially offset by slightly higher realized gold prices
- Lower gold sales were largely as a result of the expected lower gold production in the period primarily due to reduced throughput levels at Meadowbank as the mine transitioned through the last full year of mining at site

Performance score 3 out of 5

Return on Invested Capital (5% of total weighting):

- While Earnings, EBITDA, and Adjusted EBITDA were all higher than budget, the Return on Invested Capital at 3.7% was well below the Company's long-term target of 10 - 15%
- The Company will continue to exercise increased discipline in its capital allocation process and decision-making:
- Target investment returns of 10 - 15%
- Independent project and business case reviews for significant capital expenditures
- Robust project management and tracking to ensure projects are on time, on budget and deliver as promised (as evidenced by the development of the Meliadine and Amaruq projects)

It is expected that a strong project pipeline, combined with knowledge-based and disciplined capital allocation, will improve the Return on Invested Capital over time (subject to the gold price environment).

The Company had a net loss of \$326.7 million in 2018, primarily as a result of impairment losses of \$389.7 million in the fourth quarter of 2018 — these included an impairment of goodwill relating to the Canadian Malartic mine of \$250 million, an asset impairment relating to the El Barqueno project of \$100.7 million and an impairment of goodwill relating to the La India mine of \$39 million (goodwill is not amortized over the life of mine under International Financial Reporting Standards).

Performance score 0 out of 5

Dividends Per Share (5% of total weighting):

- The Company has paid a dividend for 36 consecutive years, with a cumulative payout of approximately \$961 million
- The Company is one of only a small number of gold mining companies to increase its dividend over the past 18 months (10% increase in December 2017)

- The Company's dividend yield of 1.1% compares favorably (4th out of 10) with the Company's peer group as set out in the table below

	<u>Dividend Yield</u>	<u>Rank</u>
Barrick Gold Corporation ⁽¹⁾	0.84%	5
B2Gold Corp	0.00%	8
Goldcorp Inc.	0.77%	7
IAMGold Corporation	0.00%	8
Kinross Gold Corporation	0.00%	8
Newcrest Mining Limited	1.13%	3
Newmont Mining Corporation	1.62%	2
Randgold Resources ⁽²⁾	2.39%	1
Yamana Gold Inc.	0.81%	6
Agnico Eagle Mines Limited	1.07%	4

(1) Excludes special dividend of \$0.07 per share related to the merger with Randgold Resources.

(2) Excludes special dividend of \$2.69 per share related to the merger with Barrick Gold Corporation.

Performance score 4 out of 5

Total Shareholder Return (10% of total weighting):

This measure is assessed against the Company's performance relative to a peer group of companies comprised of Barrick Gold Corporation, B2Gold Corp., Goldcorp Inc., IAMGOLD Corporation, Kinross Gold Corporation, Newcrest Mining Limited, Newmont Mining Corporation, Randgold Resources and Yamana Gold Inc.

- While the Company's performance was strong by operational and strategic measures, the Company's share price declined in 2018, and the Company's Total Shareholder Return ranking was 4th out of 10, in the Company's peer group.

	<u>TSR</u>	<u>Rank</u>
Barrick Gold Corporation	2.7%	2
B2Gold Corp	2.8%	1
Goldcorp Inc.	-15.9%	7
IAMGold Corporation	-31.7%	10
Kinross Gold Corporation	-18.8%	9
Newcrest Mining Limited	-3.4%	3
Newmont Mining Corporation	-6.2%	5
Randgold Resources	-11.5%	6
Yamana Gold Inc.	-17.5%	8
Agnico Eagle Mines Limited	-4.0%	4

Performance score 4 out of 10

Pipeline (25% weighting: performance assessment: 23%)

Pipeline performance is assessed against the Company's performance with respect to searching out acquisition opportunities in low-risk regions that are well matched to the Company's skills and abilities, the identification and evaluation of early to mid-staged candidates for inclusion in the project pipeline, capital project execution and growth in mineral reserves and mineral resources per share.

Capital Project Execution (10% of total weighting):

Meliadine:

- Main construction and milestones:
- All main buildings were closed-in on schedule and were available for interior work during the winter months
- The sealift (transportation by barge of the equipment, material and stores needed for a year) was executed as planned; the laydown facility and fuel tanks at Rankin Inlet were constructed and the 13.5 million litre fuel tank was filled in October 2018
- Underground mine development was on target
- Saline water treatment plant was built and commissioned in the fourth quarter of 2018
- Schedule and Budget:
- The schedule was accelerated by two months
- The project remained on budget
- Project Optimization
- Gold production in the current life-of-mine plan increased from 5.3 million ounces to 5.7 million ounces due to work performed in 2018
- The Staffing Plan and Operational Readiness Plan were on target

Amaruq:

- Main construction and milestones:
- The exploration road was completed, ahead of schedule and under budget
- The exploration ramp infrastructure construction was started
- The long haul trucks prototypes were received and testing began
- Confirmation drilling was well progressed
- Schedule and Budget:
- The Meadowbank/Amaruq road was completed ahead of schedule and under budget
- Nunavut Impact Review Board approval received
- The project remained on schedule
- Project Optimization
- Due to work performed in 2018, an additional 60,000 ounces of gold are expected to be produced over the next five years as compared to the previous life of mine plan
- The Meadowbank mill is now expected to continue to operate into the second quarter of 2019 (previously planned to stop in the third quarter of 2018); therefore a mill shutdown has been essentially eliminated
- Underground potential being examined

Kittila:

- Engineering progressed as per phased approach on shaft and mill expansion
- Raise boring progressed as planned
- Collar completed and shaft slashing began in December 2018

- Construction for phase 1 of the mill expansion is underway and phases 2, 3 and 4 are to be sequenced in 2019 and 2020
- The construction management team is in place and progress is reviewed on a monthly basis

Performance score 10 out of 10

Mineral Reserves Per Share (5% of total weighting):

- 2018 gold mineral reserves, net of 2018 gold production, increased by approximately 7% to approximately 22.0 million ounces of gold (254 million tonnes grading 2.70 grams per tonne ("g/t") gold), while the gold reserve grade increased by approximately 8% from the previous year
- This equates to approximately 94.49 ounces of gold per 1,000 shares, which is an increase of approximately 5.5% when compared to 2017 (89.27 ounces of gold per 1,000 shares)
- A large portion of the increase comes from LaRonde 3, the Kittila shaft expansion, the acquisition of the remaining 50% interest in the Kirkland Lake assets and an updated mine plan at Amaruq
- In October 2018, the Val d'Or exploration team received the Entrepreneur of the Year Award from the AEMQ in Quebec for the 10 years of exploration activity in Nunavut at Meadowbank, Meliadine and Amaruq that lead to the discovery of over 10 million ounces of gold

Performance score 4 out of 5

Mineral Resources Per Share (5% of total weighting):

- Gold contained in measured and indicated mineral resources of approximately 17.4 million ounces of gold (399 million tonnes grading 1.36 g/t) and inferred mineral resources of approximately 18.1 million ounces of gold (2019 million tonnes grading 2.69 g/t) increased by approximately 9% and approximately 19%, respectively, over 2017 amounts
- This equates to approximately 152.2 ounces per 1,000 shares, which is an increase of approximately 11% when compared to 2017 (135.2 ounces of gold per 1,000 shares)

Performance score 5 out of 5

Corporate Development Pipeline (5% of total weighting):

- In early 2018, the acquisition of Yamana's 50% interest in the Upper Beaver, Upper Canada, Amalgamated Kirkland, Anoki Mc-Bear and Hammond Reef projects was completed. This acquisition provides the Company full control of these projects in a highly prospective region
- Activities in 2018 also included new share investments in Royal Road (Colombia) — 9.7% and Aloro Mining (Sonora, Mexico) — 8.7%, in addition to managing existing investments (i.e. Orla and White Gold)
- There has been continued improvement in the number and quality of detailed project evaluations completed in the year: reviewed more than 102 projects (17% more in 2018 compared to 2017), including a concerted effort to identify and study all projects within a 100km radius of operations in Mexico. In addition, the sale of non-core assets continued with the West Pequop project sold to Newmont Mining. Throughout the year, ongoing work was also completed with respect to the Company's assets located in Cobalt, Ontario, including the phase 1 and 2 of a sales process which was suspended at mid-year due to a weakened cobalt market

Performance score 4 out of 5

2018 Individual Performance Factors for Named Executive Officers

The individual performance factor is determined each year during the annual review process and is set by the Compensation Committee with respect to the CEO and by the CEO with respect to the other Named Executive Officers. The individual performance factor is set between 0% and 150%.

The Compensation Committee can augment the bonus payout to the CEO to a discretionary amount by adjusting the maximum individual performance factor. The CEO can augment the bonus payout to the other Named Executive Officers to a discretionary amount by adjusting the maximum individual performance factor. Notwithstanding the exercise of such discretion, the total short-term incentive cannot exceed the maximum incentive payout for the given position and the Board has final approval of any amounts awarded.

Sean Boyd — Vice-Chairman and Chief Executive Officer

In 2018, Mr. Boyd's responsibilities and objectives included: setting the Company's strategic direction while ensuring that the proper human and financial resources were in place to support and give effect to the direction set; achieving operating targets for production, costs, gold reserves and major project completion; developing and executing on corporate goals and objectives; and overseeing acquisition/divestiture initiatives and representing the Company before stakeholders. For 2018, the Compensation Committee awarded Mr. Boyd an individual performance factor of 148%.

Mr. Boyd's accomplishments relating to 2018 included:

- annual gold production of 1,626,669 ounces exceeded guidance (guidance increased twice during the year);
- total cash costs per ounce of \$637 and all-in sustaining costs per ounce of \$877 were below guidance;
- gold reserves increased by approximately 7%, gold reserve grade increased by approximately 8% and measured and indicated mineral resources increased by approximately 9% and inferred mineral resources increased by approximately 19%;
- work on the Meliadine and Amaruq projects advanced to the extent that commercial production from Meliadine is now expected early in the second quarter of 2019 and that production from Amaruq is expected in the third quarter of 2019 (key components to enable the Company to achieve the objective of producing 2 million ounces of gold in 2020);
- completed the acquisition of the remaining 50% of the Kirkland Lake and Hammond Reef projects not already owned by the Company; and
- Kittila shaft construction progressing well.

David Smith — Senior Vice-President, Finance and Chief Financial Officer

In 2018, Mr. Smith's objectives included overall responsibility for all financial aspects of the Company, including financial reporting, treasury, budgeting, internal audit and control and input on corporate strategy and acquisitions, oversight of the investor relations program and representing the Company before stakeholders. For 2018, the Compensation Committee awarded Mr. Smith an individual performance factor of 125%.

Mr. Smith's accomplishments relating to 2018 included:

- issued three tranches of long-term notes at attractive rates;
- extended the term of the \$1.2 billion credit facility at lower rates;
- achieved a "Positive Trend" to the Company's investment grade credit rating;
- no issues pertaining to the financial statements;
- further strengthened the Financial Planning and Analysis function; and
- led strong, award winning investor relations program.

Ammar Al-Joundi, President

In 2018, Mr. Al-Joundi's objectives included supporting the Chief Executive Officer and senior executives in designing and executing strategy, facilitating co-ordination and communication between the various business units to promote the effective execution of strategy and representing the Company before

stakeholders. For 2018, the Compensation Committee awarded Mr. Al-Joundi an individual performance factor of 135%.

Mr. Al-Joundi's accomplishments relating to 2018 included:

- facilitating overall co-ordination and communication between various business groups to move high level strategic priorities forward;
- working with the business strategy group to develop and track strategic priorities and the capital allocation program;
- supporting the Chief Financial Officer and finance group with respect to capital markets matters and financing alternatives;
- working with the advanced projects team to enhance project economics and ensure quality execution;
- working with the Corporate Development and Project Evaluation teams to assess opportunities; and
- working with the Human Resources and ESG teams to formulate management development programs and community relations programs, respectively.

Yvon Sylvestre — Senior Vice-President, Operations — Canada and Europe

In 2018, Mr. Sylvestre's objectives included overseeing the effective operation of the Northern Business Unit and executing the business plan, establishing a cost reduction strategy and continuous improvement process, pursuing life-of-mine and budgeting process improvements and ensuring operation and optimization of each operation division. For 2018, the Compensation Committee awarded Mr. Sylvestre an individual performance factor of 145%.

Mr. Sylvestre's accomplishments relating to 2018 included:

- Northern Business Unit mines exceeded gold production guidance at total cash costs per ounce below guidance;
- Meliadine project ahead of schedule and under budget with commercial production expected to be achieved early in the second quarter of 2019;
- Amaruq project on track for scheduled production start-up in the third quarter of 2019;
- the Kittila expansion project is progressing well; and
- optimization of LaRonde, Goldex, Canadian Malartic and Kittila mines continued and assessments began on Kirkland Lake assets.

Jean Robitaille — Senior Vice-President, Business Strategy and Technical Services

In 2018, Mr. Robitaille's objectives included overseeing the business strategy and technical services business unit, focusing on the business strategy alignment and improved accountability for key initiatives related to the strategic plan, enhanced monitoring and follow-up of the Capital Allocation Process, the optimization of the analysis, efficiency and predictability of budget and long term planning, provision of technical support to all business units as well as spearheading the innovation platform. For 2018, the Compensation Committee awarded Mr. Robitaille an individual performance factor of 125%.

Mr. Robitaille's accomplishments relating to 2018 included:

- supported senior management on defining actionable items to ensure follow-up on the Company strategy and implemented strategic updates to inform and measure progress;
- improved the understanding of the Company vision and strategy at various leadership levels of the Company;
- oversight of the Capital Allocation Program;

- operational sustainability — optimize analysis, efficiency and predictability of budget and long-term planning;
- provided technical support to the Company's development and advanced exploration projects; and
- directed innovation efforts in continuous mining, renewable energy and automation, with a specific focus on ore sorting.

Short-Term Incentive Calculation for Named Executive Officers

The following table sets out the calculation for the short-term incentive amount paid to each Named Executive Officer in 2018.

Name	Individual Incentive Target	x	Individual Performance Factor	x	Corporate Performance Factor	x	Base Salary (\$)	x	Short-Term Incentive Amount ⁽¹⁾ (\$)
Sean Boyd	200%	x	148	x	80.5	x	1,351,175	=	3,227,378
Ammar Al-Joundi	100 - 125%	x	135	x	80.5	x	694,890	=	791,403
David Smith	80 - 100%	x	125	x	80.5	x	521,168	=	470,981
Yvon Sylvestre	80 - 100%	x	145	x	80.5	x	463,260	=	494,144
Jean Robitaille	80 - 100%	x	125	x	80.5	x	424,655	=	347,445

- (1) The base salary and short-term incentive amount is paid in Canadian dollars and reported in U.S. dollars. The values were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

b. Long-Term Incentives

Philosophy

The purpose of long-term incentive awards are primarily to align management's and key employee's long-term interests with those of shareholders and to retain key management and employees.

Long-term incentives for the Chief Executive Officer and President may be provided through a combination of restricted share units ("RSUs") under the RSU Plan and/or performance share units ("PSUs") under the PSU Plan. Long-term incentives for officers (other than the Chief Executive Officer and President) may be provided through a combination of stock options granted under the Stock Option Plan, RSUs and/or PSUs.

Stock options, RSUs and PSUs provide a link between compensation and increases in the value of the Company's common shares, and therefore create an incentive to enhance shareholder value over the long term. Grants of stock options RSUs and PSUs are based on four factors:

- the individual's performance;
- the individual's level of responsibility within the Company and ability to create or enhance future value for shareholders;
- the number and exercise price of Options previously issued to the individual and the number and value of RSUs and PSUs previously issued to the individual; and
- the Company's performance and past practices.

The Company's practices with respect to the vesting of each of Options, RSUs and PSUs are set out below.

Options

Absent other circumstances, the Compensation Committee's policy is to recommend to award Options that vest such that a maximum of 25% of the Options granted vest 30 days after the date granted with the remaining Options vesting equally on the next three anniversaries of the date of the Option grant. Options have

a maximum term of five years from the grant date. A description of the Stock Option Plan is set out under "Stock Option Plan" beginning on page 53 of this Circular.

RSUs

Absent other circumstances, the Committee's policy is to recommend to award RSUs that vest on December 31 or the last trading day of the third calendar year following the year in respect to which the RSUs were granted. A description of the RSU Plan is set out under "RSU Plan" beginning on page 51 of this Circular.

PSUs

Absent other circumstances, the Committee's policy is to recommend to award PSUs that vest on December 31 or the last trading day of the third calendar year following the year in respect to which the PSUs were granted. A description of the PSU Plan is set out under "PSU Plan" beginning on page 52 of this Circular.

2018 PSU Payouts (2016 Grants)

PSUs were granted for the first time in 2016 and 2018 was the first year in which PSUs vested. PSUs form a minimum of 50% of the equity component of long-term incentive compensation for the CEO and the President and are gradually forming a larger component of long-term incentive compensation for the other Named Executive Officers as the size of Option grants continues to decrease.

The table below sets out the value of PSUs for each Named Executive Officer that vested in 2018, based on the Company's performance for the period 2016 — 2018:

Name	2016 Grant Value ⁽¹⁾ (\$)	2016 PSU Award (# of units)	x	2016 PSU Performance Factor (0 - 200%)	x	Share Price at Vesting ⁽²⁾ (\$)	PSU Value ⁽³⁾ (\$)
Sean Boyd	1,390,719	50,000		160.94%		40.06	3,223,628
David Smith	347,680	12,500		160.94%		40.06	805,907
Ammar Al-Joundi	834,431	30,000		160.94%		40.06	1,934,177
Yvon Sylvestre	305,958	11,000		160.94%		40.06	709,198
Jean Robitaille	305,958	11,000		160.94%		40.06	709,198

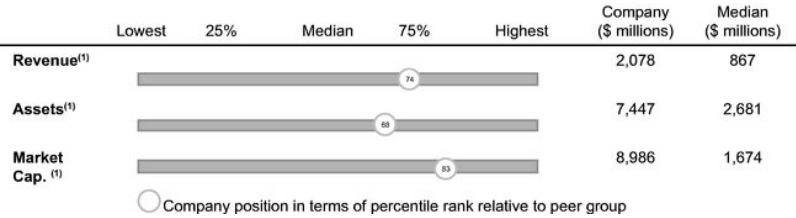
- (1) The valuation of the grants of PSUs was calculated based on the "Market Price" of the Company's common shares as provided for in the PSU Plan at the time of grant, being C\$36.85. The rate of exchange used to convert Canadian to U.S. dollars was the average of the daily 2016 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7548.
- (2) The share price shown represents the price of the common shares of the Company on the TSX at the time of vesting, being C\$54.65. On December 31, 2018, the exchange rate as reported by the Bank of Canada was C\$1.00 equals US\$0.7330.
- (3) The valuation of the PSUs at vesting was calculated based on the number of PSUs granted, multiplied by the PSU performance factor, multiplied by the price of the common shares of the Company on the TSX at the time of vesting. On December 31, 2018, the exchange rate as reported by the Bank of Canada was C\$1.00 equals US\$0.7330.

The "Performance Measurement" for PSUs is based on four factors: (1) Relative Total Shareholder Return Rank (37.5%) ("TSR"); (2) Relative Multiple to NAV Rank (37.5%) ("Multiple"); (3) Production (12.5%) ("Production") and (4) AISC (12.5%).

The selection of peer group companies for purposes of TSR and Multiple calculations, is based on a number of criteria including industry (gold); business scope (exploration, development and production); size (market capitalization; revenue; assets); peers of peers (companies commonly used as peers of other companies) and volatility. The Company has selected a different peer group for purposes of assessing TSR and the Multiple as compared to the Internal Survey and for Total Shareholder Return in connection with the STIP. The TSR and Multiple comprise 75% of the weighting of PSU performance and are measured over a period of almost three years. A larger peer group is used (approximately twice as large) as the concern with a small peer group is that results can be very volatile because relative positioning is significantly affected by the high or low performance of one company within the group — a larger group smoothes out the volatility and presents a more balanced picture of actual performance over the period being measured.

The peer group and information related to the selection criteria of the peer group for the 2018 PSU awards are set out in the tables below.

Alacer Gold Corp.	Eldorado Gold Corporation	Newmont Mining Corporation
Alamos Gold Inc.	Endeavor Mining Corporation	OceanaGold Corporation
Argonaut Gold Inc.	Goldcorp Inc.	Primero Mining Corp.
Barrick Gold Corporation	IAMGOLD Corporation	SEMAFO Inc.
B2Gold Corp.	Kinross Gold Corporation	Yamana Gold Inc.
Centerra Gold Inc.	Kirkland Lake Gold Inc.	Agnico Eagle Mines Limited
Detour Gold Corporation	New Gold Inc.	



(1) Percentile rank is based on information reported as of December 31, 2018; where applicable, values are converted to US\$ using the exchange rate reported by the Bank of Canada of C\$1.00 equals US\$0.7330

The calculation of PSU awards is determined, in part, based on the Company's TSR and Multiple relative to peer group companies.

Company TSR and Multiple Rank	Performance Factor (% of PSUs vesting)
1	200%
2 or 3	175%
4 or 5	150%
6 or 7	125%
8 or 9	100%
10 or 11	75%
12 or 13	50%
14 or 15	25%
Less than 15	0%

For Production, the Payout Performance is as follows:

Production	Payout Percentage
Equal to or more than 6.0% above Production Guidance	200%
Equal to or more than 4.5% above Production Guidance	175%
Equal to or more than 3.0% above Production Guidance	150%
Equal to or more than 1.5% above Production Guidance	125%
Midpoint of Production Guidance	100%
Equal to or more than 1.5% below Production Guidance	75%
Equal to or more than 3.0% below Production Guidance	50%
Equal to or more than 4.5% below Production Guidance	25%
Equal to or more than 6.0% below Production Guidance	0%

For AISC, the Payout Performance is as follows:

AISC	Payout Percentage
Equal to or more than 6.0% below AISC Guidance	200%
Equal to or more than 4.5% below AISC Guidance	175%
Equal to or more than 3.0% below AISC Guidance	150%
Equal to or more than 1.5% below AISC Guidance	125%
Midpoint of AISC Guidance	100%
Equal to or more than 1.5% above AISC Guidance	75%
Equal to or more than 3.0% above AISC Guidance	50%
Equal to or more than 4.5% above AISC Guidance	25%
Equal to or more than 6.0% above AISC Guidance	0%

The Company performed well in the period 2016-2018, with the following results:

- (1) TSR — 8th out of 20 for a performance score of 100%;
- (2) Multiple — 1st out of 20 for a performance score of 200%;
- (3) Production — exceeded guidance in 2016 by more than 6% for a performance score of 200%; exceeded guidance in 2017 by more than 6% for a performance score of 200%; and
- (4) AISC — were lower than guidance in 2016 by more than 4.5% (but less than 6%) for a performance score of 175%; were lower than guidance in 2017 by more than 6% for a performance score of 200%.

Final Calculation

The "Performance Measurement" for purposes of the 2016 grant of PSUs is equal to:

$$(37.5\% \times A) + (37.5\% \times B) + (12.5\% \times C) + (12.5\% \times D)$$

where:

A = Relative Total Shareholder Return Rank Payout Percentage

B = Relative Multiple to NAV Rank Payout Percentage

C = Production Guidance Payout Percentage

D = AISC Guidance Payout Percentage

		Payout %	Weight	
A)	TSR	100%	37.50%	37.50%
B)	Multiple	200%	37.50%	75.00%
C)	Production	200%	12.50%	25.00%
D)	AISC	188%	12.50%	23.44%
Performance Measurement				160.94%

Pensions

A description of the retirement benefits made available to the Company's Named Executive Officers is set out under "Pension Plan Benefits" beginning on page 58 of this Circular.

Executive Incentive Compensation Recoupment Policy

The Company has adopted a recoupment policy (the "Recoupment Policy") to assist in the management of compensation related risk. Under the Recoupment Policy, the CEO and each executive that reports directly to the CEO (which includes the Chief Financial Officer, each an "Executive"), is subject to having his or her annual incentive compensation clawed back in circumstances where the financial statements of the Company are restated and the Executive has engaged in gross negligence, intentional misconduct or fraud which caused or contributed to such restatement.

Long-Term Incentive Compensation — RSUs, PSUs and Options

RSUs, PSUs and, for officers other than the CEO and President, Options provide a link between officers' compensation and increases in the value of the Company's common shares, and therefore create an incentive to enhance shareholder value over the long term. Grants of RSUs, PSUs and Options are based on four factors:

- the officer's performance;
- the officer's level of responsibility within the Company and ability to create or enhance future value for shareholders;
- the number and value of RSUs and PSUs and the number and exercise price of Options previously issued to the officer; and
- the Company's performance and past practices.

The purpose of long-term incentive awards are primarily to align management's long-term interest with that of shareholders and to retain key management. The Compensation Committee believes direct ownership of shares more fully aligns management and shareholder interests and awards only RSUs and PSUs to the CEO and the President and has begun a process of gradually allocating a greater proportion of RSU and PSU awards (compared to Option grants) to other members of senior management, to achieve this objective.

Long-term incentives for officers and key employees are provided through RSUs, PSUs and Options granted under the RSU Plan, the PSU Plan and the Stock Option Plan, respectively, and which vest as described in the paragraph below.

Long-term incentives are an integral part of the compensation strategy of the Company. The internal compensation survey, described above, compares the number of RSUs, PSUs and Options issued to the Company's executive officers relative to the companies surveyed. Based on these findings, the Company believes that the RSUs, PSUs and Options issued to the executives of the Company are generally in line with industry averages. Currently, there is no limit on the number of RSUs granted per year under the RSU Plan or PSUs granted per year under the PSU Plan. The maximum number of Options permitted to be granted per year under the terms of the Stock Option Plan is 2% of common shares outstanding (totaling 4,705,105 Options as at March 12, 2019). Absent other circumstances, the Compensation Committee's policy is to recommend to

award: (i) RSUs and PSUs that vest on December 31 or the last trading day of the third calendar year following the year in respect to which the RSUs and the PSUs were granted; and (ii) Options that vest such that a maximum of 25% of the Options granted vest 30 days after the date granted with the remaining Options vesting equally on the next three anniversaries of the date of the Option grant. Options have a maximum term of five years from the grant date.

The four factors outlined above provide a broad framework within which the Company evaluates the performance of the individual and assesses the potential value this individual can contribute to the future success of the Company. Long-term incentive grants are then awarded on this basis. There is no weighting of factors or specific measures that an individual must achieve; it is a comprehensive evaluation based on the performance, potential contributions and value of the individual to the business of the Company.

In connection with the evaluation of management's performance conducted near the end of each fiscal year, the Compensation Committee makes a recommendation with respect to the number of RSUs and PSUs and the number of Options (if any) to be granted to officers of the Company. If such recommendation is deemed acceptable to the Board of Directors, the Board of Directors approves: (i) the grant of the RSUs and PSUs as soon as practicable at the beginning of the next calendar year; and (ii) the grant of Options on the first trading day in January, with such grant becoming effective immediately with an exercise price equal to the closing price of the immediately preceding trading day.

Share Ownership

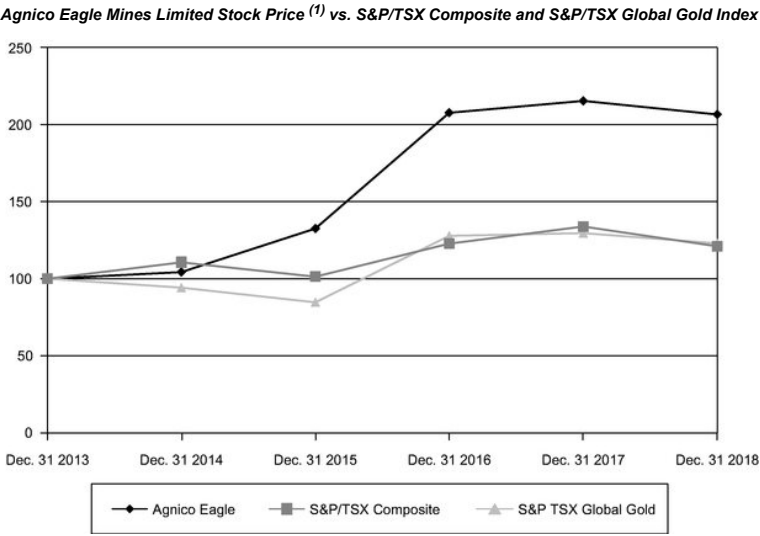
In order to align the interests of the Company and those of its officers and employees, the Company encourages ownership of common shares and facilitates this through its RSU Plan, PSU Plan, Stock Option Plan and Incentive Share Purchase Plan. Details of these plans can be found on pages 51 to 58 of this Circular. The Company has also adopted executive common share ownership policies: the CEO is required to have or own at least 125,000 common shares or RSUs of the Company. Mr. Boyd, the current CEO of the Company, meets this share ownership requirement. A new CEO would have five years after being appointed to that position to comply with this requirement. The President is required to have or own at least 90,000 common shares or RSUs of the Company, Senior Vice-Presidents of the Company are required to have or own at least 30,000 common shares or RSUs of the Company and Vice-Presidents of the Company are required to have or own at least 15,000 common shares or RSUs of the Company. The President, Senior Vice-Presidents and Vice-Presidents of the Company have five years from the date of appointment to meet this common share ownership requirement.

The following list sets out each officer's holdings of common shares and RSUs of the Company as at March 12, 2019:

Sean Boyd, Director, Vice-Chairman and Chief Executive Officer	304,460
Ammar Al-Joundi, President	181,974
David Smith, Senior Vice-President, Finance and Chief Financial Officer	111,352
Donald G. Allan, Senior Vice-President, Corporate Development	80,089
Alain Blackburn, Senior Vice-President, Exploration	52,299
Louise Grondin, Senior Vice-President, Environment, Sustainable Development and People	81,458
R. Gregory Laing, General Counsel, Senior Vice-President, Legal and Corporate Secretary	90,240
Marc Legault, Senior Vice-President, Operations — USA and Latin America	85,294
Jean Robitaille, Senior Vice-President, Business Strategy and Technical Services	122,946
Yvon Sylvestre, Senior Vice-President, Operations — Canada and Europe	46,623

Performance Graph

The following graph compares the total cumulative return of \$100 invested in the Company's common shares on December 31, 2013 with the cumulative total return for each of the S&P/TSX Composite Index and S&P/TSX Global Gold Index over the five-year period ended December 31, 2018 (in each case, assuming reinvestment of dividends). The graph below shows what a \$100 investment in each of the above mentioned indices and in the Company's common shares, made at December 31, 2013, would be worth during the five years following the initial investment.



Note:

(1) Assumes reinvestment of dividends of \$0.32 paid in each of 2014 and 2015; \$0.36 paid in 2016; \$0.41 paid in 2017 and \$0.44 paid in 2018.

The price of the Company's common shares has outperformed the S&P/TSX Global Gold Index and the S&P/TSX Composite Index during the five-year period ended December 31, 2018. The trend in compensation of the Named Executive Officers has generally been consistent with share price performance over this period. To illustrate, the total compensation of the CEO decreased despite the increased share price performance in 2014, increased with the increased share performance in each of 2015, 2016 and 2017 and decreased with the share price decrease in 2018 — reflecting a strong alignment of pay and performance. A substantial element of Named Executive Officer compensation (an average of approximately 55%) is comprised of long-term incentives with the final value based on the future common share performance of the Company, directly aligning share price performance and compensation (see "Long-Term Incentive Compensation — RSUs, PSUs and Options").

Compensation of Officers

The following table sets out the name and title of each of the Company's officers.

Name	Title
Sean Boyd	Vice-Chairman and Chief Executive Officer
Ammar Al-Joundi	President
David Smith	Senior Vice-President, Finance and Chief Financial Officer
Donald G. Allan	Senior Vice-President, Corporate Development
Alain Blackburn	Senior Vice-President, Exploration
Louise Grondin	Senior Vice-President, Environment, Sustainable Development and People
R. Gregory Laing	General Counsel, Senior Vice-President, Legal and Corporate Secretary
Marc Legault	Senior Vice-President, Operations — USA and Latin America
Yvon Sylvestre	Senior Vice-President, Northern Operations — Canada and Europe
Jean Robitaille	Senior Vice-President, Business Strategy and Technical Services

The following summary compensation table sets out compensation during the three most recently completed fiscal years for the Named Executive Officers of the Company, measured by total compensation earned during the fiscal year ended December 31, 2018.

Summary Compensation Table ⁽¹⁾

Name and Principal Position	Year	Salary	Share-Based Awards (ISPP) ⁽²⁾	Share-Based Awards (RSUs) ⁽⁴⁾	Share-Based Awards (PSUs) ⁽⁵⁾	Option-Based Awards ⁽⁶⁾	Non-Equity Incentive Plan Compensation ⁽²⁾		Pension Value	All Other Compensation ⁽⁷⁾	Total Compensation
							Annual Incentive Plans	Long-Term Incentive Plans			
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Sean Boyd	2018	1,351,175	—	2,244,109	2,244,109	—	3,227,378	n/a	423,806	19,699	9,510,275
Vice-Chairman and Chief Executive Officer	2017	1,194,740	—	2,244,955	2,244,955	—	3,221,944	n/a	781,691	19,550	9,707,835
	2016	1,169,940	—	1,390,719	1,390,719	—	3,793,764	n/a	345,932	19,106	8,110,180
David Smith	2018	521,168	25,093	718,115	718,115	410,541	470,981	n/a	148,822	20,556	3,008,298
Senior Vice-President, Finance and Chief Financial Officer	2017	501,020	23,124	673,487	673,487	502,253	470,188	n/a	145,681	23,034	3,012,273
	2016	452,880	21,134	347,680	347,680	435,218	449,106	n/a	135,298	22,300	2,211,296
Ammar Al-Joundi	2018	694,890	32,814	1,458,671	1,458,671	—	791,403	n/a	222,944	20,471	4,647,049
President	2017	655,180	30,061	1,459,221	1,459,221	—	763,092	n/a	212,741	20,321	4,599,836
	2016	588,744	28,305	834,431	834,431	—	700,454	n/a	193,380	18,317	3,198,063
Yvon Sylvestre	2018	463,260	21,233	673,233	673,233	390,991	494,144	n/a	143,611	17,330	2,855,801
Senior Vice-President, Operations — Canada and Europe	2017	423,940	18,885	561,239	561,239	446,447	427,794	n/a	127,760	17,185	2,584,489
	2016	369,852	17,549	305,958	305,958	391,696	380,419	n/a	112,541	16,036	1,900,009
Jean Robitaille	2018	424,655	18,916	516,145	516,145	323,343	347,445	n/a	115,815	20,353	2,263,901
Senior Vice-President, Business Strategy and Technical Services	2017	377,692	18,384	493,890	493,890	446,447	343,006	n/a	108,105	22,711	2,304,125
	2016	360,040	17,549	305,958	305,958	391,696	317,771	n/a	101,672	21,296	1,821,939

(1) All compensation is paid in Canadian dollars and reported in U.S. dollars. The values for 2018 were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721. The values for 2017 were converted to US\$ using the average of the daily 2017 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7708. The values for 2016 were converted to US\$ using the average of the daily 2016 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7548. The Company reports its financial statements in United States dollars.

(2) All amounts earned on non-equity incentive plan compensation were paid during the financial year.

(3) This represents the Company's contribution to common shares purchased by the Named Executive Officers pursuant to the Incentive Share Purchase Plan.

(4) These amounts represent the fair value of the RSUs granted to the respective Named Executive Officers. These amounts were calculated by multiplying the number of RSUs granted by C\$58.13 (2017 — C\$58.25; 2016 — C\$36.85) being the "Market Price" of the Company's common shares as provided for in the RSU Plan. Management uses "Market Price" calculations to assess the estimated value of RSU grants when determining the value of proposed long-term incentive awards, and therefore this method of valuation is used here. Other compensation fair value amounts were used for accounting purposes (See Note 18(c) to the Notes to the Consolidated Financial Statements of the Company for the year ended December 31, 2018).

(5) These amounts represent the fair value of the PSUs granted to the respective Named Executive Officers. These amounts were calculated by multiplying the number of PSUs granted by C\$58.13 (2017 — C\$58.25; 2016 — C\$36.85); being the "Market Price" of the Company's common shares as provided for in the PSU Plan. Management uses "Market Price" calculations to assess the

estimated value of PSU grants when determining the value of proposed long-term incentive awards, and therefore this method of valuation is used here. Other compensation fair value amounts were used for accounting purposes (See Note 18(d) to the Notes to the Consolidated Financial Statements of the Company for the year ended December 31, 2018).

- (6) The value of Option-based awards, being a weighted average of C\$12.66 per Option (2017 — C\$14.48; 2016 — C\$9.61), was determined using the Black-Scholes option pricing model. The Black-Scholes option pricing model is a commonly used pricing model that assumes the valued option can only be exercised at expiration. Options were granted at an exercise price of C\$58.04 (2017 — C\$56.45; 2016 — C\$36.37), which was the closing price for the common shares of the Company on the TSX on the day prior to the date of grant. Key additional assumptions used were: (i) the risk free interest rate, which was a weighted average of 2.10% (2017 — 1.16%; 2016 — 0.89%) (ii) current time to expiration of the Option which was assumed to be a weighted average of 2.4 years (2017 — 2.3 years; 2016 — 2.5 years); (iii) the volatility for the common shares of the Company on the TSX, which was a weighted average of 35% (2017 — 45.0%; 2016 — 45.0%); and (iv) the dividend yield for the common shares of the Company, which was 1.0% (2017 — 1.09%; 2016 — 1.33%).
- (7) Consists of premiums paid for term life and health insurance, automobile allowances, education and fitness benefits, extended health coverage and computer-related allowances.

In 2018, the Named Executive Officers received, in aggregate, cash and non-cash compensation of \$22,475,380 or 3.71% of the cash provided by operating activities of the Company during the year (as compared to \$22,208,558 for the Named Executive Officers in 2017, or 2.89%, in 2017).

RSU Plan

The RSU Plan was established by the Company to assist in the retention of the Company's employees, officers and directors by providing non-dilutive common shares to reward the individual performance of participants. Grants of RSUs are determined by the Compensation Committee (for directors and officers) or the CEO (for employees). Where the grant of RSUs is given as a dollar value, the number of RSUs awarded to a participant is determined by dividing the dollar value by the "Market Price" on the grant date. For the purposes of the RSU Plan, the "Market Price" is the simple average of the high and low trading prices of the Company's common shares on the TSX for the 5-day trading period immediately prior to the grant date (or, if the common shares did not trade on the TSX, the simple average of the high and low trading prices of the common shares on the NYSE during such 5-day trading period, or if the common shares did not trade on the TSX or NYSE, the simple average of the high and low trading prices of the common shares on a stock exchange in Canada where the common shares are listed during such 5-day period, or if the common shares do not trade on any such stock exchange, the simple average of the bid and ask prices of the common shares on the TSX during such 5-day trading period). RSU vesting dates are specified in the RSU Plan. RSUs vest on December 31 (or the last business day) of the third calendar year following the year in respect of which the RSUs were granted. RSUs can vest on an earlier date than the vesting date as determined by the Compensation Committee in its sole discretion (for directors and officers) or the CEO in his sole discretion (for employees). The value of dividends declared on non-vested RSUs are paid to the participant as a lump-sum amount upon the vesting of the RSUs. Once vested, the common shares purchased by a third-party administrative agent on the open market underlying the RSUs are transferred to a participant's vested RSU account (net of applicable tax) and may be sold at the request of the participant.

If a participant's employment with the Company terminates as a result of a change of control or within a 12-month period following a change of control, the participant's RSUs vest immediately. If a participant's employment is terminated for cause (as defined in the RSU Plan), the participant immediately forfeits all rights in respect of any non-vested RSUs. If a participant's employment is terminated without cause, or if the participant retires, dies while in the service of the Company or becomes disabled and is terminated by the Company due to such disability, or if the participant is a director who resigns from the Board of Directors, the participant's non-vested RSUs vest immediately. If a participant (who is not a director) resigns from the service of the Company, the participant immediately forfeits all rights in respect of any non-vested RSUs, unless otherwise determined by the Compensation Committee (for officers) or the CEO (for employees).

In the event of a change of control of the Company, the RSU Plan requires the acquiring or surviving entity to assume all outstanding RSUs or substitute similar share units for the outstanding RSUs. If the acquiring or surviving entity fails to do so or if the Compensation Committee otherwise determines in its sole discretion, the RSU Plan will terminate and all outstanding RSUs will be deemed to be vested.

Except as required by law or marriage breakdown orders or agreements, the rights of a participant under the RSU Plan are non-transferrable. The rights and obligations of the Company under the RSU Plan may be assigned by the Company to a successor in the business of the Company, to any corporation resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company or to any corporation acquiring all or substantially all of the assets or business of the Company. In the event of a merger, consolidation, spin-off or other distribution other than normal distributions to the Company's shareholders, the Board of Directors may in its sole discretion adjust the number or type of shares on which the RSUs are based or the number of RSUs granted to participants.

PSU Plan

The PSU Plan was established by the Company to assist in the retention of the Company's senior officers by providing non-dilutive common shares to reward the performance of senior officers and align the performance of senior officers with the Company's shareholders. Grants of PSUs are determined by the Compensation Committee. Where the grant of PSUs is given as a dollar value, the number of PSUs awarded to a participant is determined by dividing the dollar value by the "Market Price" on the grant date. For the purposes of the PSU Plan, the "Market Price" is the simple average of the high and low trading prices of the Company's common shares on the TSX for the 5-day trading period immediately prior to the grant date (or, if the common shares did not trade on the TSX, the simple average of the high and low trading prices of the common shares on the NYSE during such 5-day trading period, or if the common shares did not trade on the TSX or NYSE, the simple average of the high and low trading prices of the common shares on a stock exchange in Canada where the common shares are listed during such 5-day period, or if the common shares do not trade on any such stock exchange, the simple average of the bid and ask prices of the common shares on the TSX during such 5-day trading period). The value of dividends declared on non-vested PSUs (to a maximum amount of the initial PSU grant) are paid to the participant as a lump-sum payment upon the vesting of the PSUs. Once vested, the common shares purchased by a third-party administration agent on the open market underlying the PSUs are transferred to a participant's vested PSU account (net of applicable tax) and may be sold at the request of the participant.

PSUs vest on December 31 (or the last business day) of the third calendar year following the year in respect of which the PSUs were granted. After November 20 in the year of vesting, the Compensation Committee determines the "Performance Measurement" that will apply to the PSUs vesting on December 31 of such year. The "Performance Measurement" in respect of PSUs is determined by the Compensation Committee based on the following four factors: (1) "Relative Total Shareholder Return Rank", calculated by (a) adding (i) the volume weighted average trading price of the Company's common shares on the TSX (or, if the common shares did not trade on the TSX, such other public stock exchange on which the common shares are listed with the greatest volume of trading) for the 5-day trading period immediately preceding the last trading day before November 20 of the year of vesting and (ii) the total value of dividends paid by the Company per common share between January 1 of the year of grant and November 20 of the year of vesting, and (b) dividing the sum of (i) and (ii) by the volume weighted average trading price of the Company's common shares on the TSX (or, if the common shares did not trade on the TSX, such other public stock exchange on which the common shares are listed with the greatest volume of trading) for the 5-day trading period immediately preceding January 1 of the year of grant; (2) "Relative Multiple to NAV Rank", defined as the premium (or discount) at which a stock is valued in relation to its net asset value (calculated as the value of a company's assets less the value of its liabilities); (3) "Production", determined based on the Company's actual production for a calendar year as a percentage of the annual guidance for production published in the Company's February press release reporting its fourth quarter and year-end performance for the preceding year; and (4) "All-In Sustaining Costs", determined based on the Company's actual all-in sustaining costs for a calendar year as a percentage of the annual guidance for all-in sustaining costs published in the Company's February press release reporting its fourth quarter and year-end performance for the preceding year. The Relative Total Shareholder Return Rank and the Relative Multiple to NAV Rank are measured against a 19-company peer group, which may be modified by the Compensation Committee from time to time. Each of the Relative Total Shareholder Return Rank and the Relative Multiple to NAV Rank account for 37.5% of the Performance Measurement, and each of the Production and All-In Sustaining Costs metrics account for 12.5% of the Performance Measurement. On the basis of the Performance Measurement, potential payout ranges

from a minimum of 0% to a maximum of 200% of the initial PSU grant. Notwithstanding the relative rank of the Company within the Relative Total Shareholder Return Rank, should the absolute total shareholder return for the Company be negative, the PSU award for this this metric would be capped at a maximum amount of 100%.

If a participant's employment with the Company terminates as a result of a change of control or within a 12-month period following a change of control, the participant's PSUs vest immediately. If a participant's employment is terminated for cause (as defined in the PSU Plan), the participant immediately forfeits all rights in respect of any non-vested PSUs. If a participant retires or dies while in the service of the Company, the participant's non-vested PSUs vest immediately based on target performance. If a participant becomes disabled and is terminated by the Company due to such disability, the participant's non-vested PSUs will continue to vest following the participant's termination date. If a participant's employment is terminated without cause or if a participant resigns from the service of the Company, the participant forfeits all rights in respect of any non-vested PSUs, unless otherwise determined by the Compensation Committee.

In the event of a change of control of the Company, the PSU Plan requires the acquiring or surviving entity to assume all outstanding PSUs or substitute similar share units for the outstanding PSUs. If the acquiring or surviving entity fails to do so or if the Compensation Committee otherwise determines in its sole discretion, the PSU Plan will terminate and all outstanding PSUs will be deemed to be vested.

Except as required by law or marriage breakdown orders or agreements, the rights of a participant under the PSU Plan are non-transferrable. The rights and obligations of the Company under the PSU Plan may be assigned by the Company to a successor in the business of the Company, to any corporation resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company or to any corporation acquiring all or substantially all of the assets or business of the Company. In the event of a merger, consolidation, spin-off or other distribution other than normal distributions to the Company's shareholders, the Board of Directors may in its sole discretion adjust the number or type of shares on which the PSUs are based or the number of PSUs granted to participants.

Stock Option Plan

Under the Stock Option Plan, Options to purchase common shares may be granted to officers, employees and consultants of the Company. The exercise price of Options granted may be denominated in Canadian dollars or United States dollars, but generally may not be less than the closing market price for the common shares of the Company on the TSX (for Options with an exercise price denominated in Canadian dollars) or the NYSE (for Options with an exercise price denominated in United States dollars) on the trading day prior to the date of grant. The maximum term of Options granted under the Stock Option Plan is five years and the maximum number of Options that can be issued in any year is 2% of the Company's outstanding common shares. In addition, a maximum of 25% of the Options granted in an Option grant vest upon 30 days after the date granted with the remaining Options vesting equally on the next three anniversaries of the Option grant date. The number of common shares which may be reserved for issuance to any one person pursuant to Options (under the Stock Option Plan or otherwise), warrants, share purchase plans or other compensation arrangements may not exceed 5% of the outstanding common shares. Additionally, the number of common shares which may be issuable to insiders of the Company pursuant to Options (under the Stock Option Plan or otherwise), warrants, share purchase plans or other compensation arrangements, at any time, cannot exceed 10% of outstanding common shares and the number of common shares issued to insiders of the Company pursuant to Options (under the Stock Option Plan or otherwise), warrants, share purchase plans or other compensation arrangements, within any one year period, cannot exceed 10% of the outstanding common shares.

The Stock Option Plan provides for the termination of an Option held by an Option holder in the following circumstances:

- the Option expires (which must be no later than five years after the Option was granted);
- 30 days after the Option holder ceases to be an employee, officer or consultant to the Company or any subsidiary of the Company; and
- twelve months after the death of the Option holder.

An Option granted under the Stock Option Plan may only be assigned to eligible assignees, including a spouse, a minor child, a minor grandchild, a trust governed by a registered retirement savings plan of such participant, a corporation controlled by such participant and of which all other shareholders are eligible assignees or a family trust of which such participant is a trustee and of which all beneficiaries are eligible assignees. Assignments must be approved by the Board of Directors and any stock exchange or other authority.

The Board of Directors may amend or revise the terms of the Stock Option Plan without the approval of shareholders as permitted by law and subject to any required approval by any stock exchange or other authority, including amendments of a "housekeeping" nature, amendments necessary to comply with applicable law (including, without limitation, the rules, regulations and policies of the TSX), amendments respecting administration of the Stock Option Plan (provided such amendment does not entail an extension beyond the original expiry date), any amendment to the vesting provisions of the Stock Option Plan or any Option, any amendment to the early termination provisions of the Stock Option Plan or any Option, whether or not such Option is held by an insider (provided such amendment does not entail an extension beyond the original expiry date), the addition or modification of a cashless exercise feature, amendments necessary to suspend or terminate the Stock Option Plan and any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law (including, without limitation, the rules, regulations and policies of the TSX). No amendment or revision to the Stock Option Plan which adversely affects the rights of any Option holder under any Option granted under the Stock Option Plan can be made without the consent of the Option holder whose rights are being affected.

In addition, no amendments to the Stock Option Plan to increase the maximum number of common shares reserved for issuance, to reduce the exercise price for any Option, to extend the term of an Option, to increase any limit on grants of Options to insiders of the Company, to amend the designation of who is an eligible participant or eligible assignee or to grant additional powers to the Board of Directors to amend the Stock Option Plan or entitlements can be made without first obtaining the approval of the Company's shareholders. In response to a TSX staff notice regarding amendments to security based compensation arrangements, the Stock Option Plan was amended in 2007 such that where the Company has imposed a blackout period that falls within ten trading days of the expiry of an Option, such Option's expiry date shall be the tenth day following the termination of the blackout period. The Stock Option Plan does not expressly entitle participants to convert an Option into a stock appreciation right.

Under the Stock Option Plan, only eligible persons who are not officers of the Company are entitled to receive loans (on a non-recourse or limited recourse basis or otherwise), guarantees or other support arrangements from the Company to facilitate Option exercises. During 2018, no loans, guarantees or other financial assistance were provided under the Stock Option Plan.

The total number of common shares available for issuance under the Stock Option Plan is 35,700,000 and 22,521,524 common shares have been issued in connection with the exercise of Options since the inception of the Stock Option Plan, representing 15.18% and 9.57% of the Company's 235,255,277 common shares issued and outstanding as of March 12, 2019.

The number of common shares currently available for issuance under the Stock Option Plan is 13,178,476 common shares (comprised of 8,200,337 common shares relating to Options issued but unexercised and 4,978,139 common shares relating to Options available to be issued), representing 5.6% of the Company's 235,255,277 common shares issued and outstanding as at March 12, 2019.

In 2018, officers exercised Options to receive notional proceeds of, in aggregate, \$3,943,147 (seven people); (\$5,226,142 (seven people) in 2017; \$32,479,829 (ten people) in 2016). In 2018, the Company received proceeds from the exercise of Options by officers in the amount of \$4,600,208; \$9,293,915 in 2017; \$56,489,357 in 2016. These amounts were originally denominated in Canadian dollars and were converted to U.S. dollars using the average of the daily exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721 in 2018, C\$1.00 equals US\$0.7708 in 2017 and C\$1.00 equals US\$0.7548 in 2016.

The following table sets out the value vested during the most recently completed financial year of the Company of incentive plan awards granted to the Named Executive Officers.

Incentive Plan Awards Table — Value Vested or Earned During Fiscal Year 2018

Name	Option-Based Awards — Value Vested During the Year ⁽¹⁾	Share-Based Awards — Value Vested During the Year ⁽²⁾	Non- Equity Incentive Plan Compensation — Value Earned During the Year ⁽³⁾
	(\$)	(\$)	(\$)
Sean Boyd ⁽⁴⁾	nil	5,506,855	3,227,378
David Smith	700,478	1,376,714	470,981
Ammar Al-Joundi ⁽⁵⁾	nil	3,304,113	791,403
Yvon Sylvestre	655,934	1,211,508	494,114
Jean Robitaille	655,934	1,211,508	347,445

- (1) For Messrs. Smith, Sylvestre and Robitaille, the amounts shown represent the awarded Options that vested in 2018; the value is calculated as the number of Options that vested multiplied by the price of the common shares of the Company on the TSX on the relevant vesting dates being C\$58.48 (January 2, 2018) or C\$58.24 (January 3, 2018) or C\$58.56 (January 4, 2018) or C\$57.85 (February 1, 2018), less the applicable exercise price for such Options. The values were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (2) The amounts shown represent the awarded RSUs and PSUs that vested in 2018; the value is calculated as the number of RSUs and PSUs that vested multiplied by C\$54.65 (the price of the common shares of the Company on the TSX at the time of vesting). The values were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (3) These payments were made in Canadian dollars and are reported in U.S. dollars. The values were converted to US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (4) Mr. Boyd does not receive Options.
- (5) Mr. Al-Joundi does not receive Options.

In 2018, Messrs. Smith, Sylvestre and Robitaille (Messrs. Boyd and Al-Joundi do not receive Options) exercised Options to receive notional proceeds of, in aggregate, \$1,291,933; the Company received proceeds from the exercise of these Options of \$1,794,052. These amounts were originally denominated in Canadian dollars and were converted to U.S. dollars using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

The following table sets out the outstanding Option and Share-Based awards of the Named Executive Officers as at December 31, 2018 (Messrs. Boyd and Al-Joundi do not receive Options).

Outstanding Incentive Plan Awards Table

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price ⁽¹⁾	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽²⁾	Number of Shares or Units of Shares that have not Vested ⁽³⁾	Market or Payout Value of Share Based Awards that have not Vested ⁽²⁾	Market or Payout Value of Vested Share Based Awards not Paid Out or Distributed
	(#)	(\$)		(\$)	(#)	(\$)	(\$)
Sean Boyd	—	—	—	—	200,000	8,077,660	nil
David Smith	27,500	28.92	1/2/2020	527,723	62,000	2,504,075	nil
	60,000	36.37	1/2/2021	823,745			
	45,000	56.45	1/3/2022	nil			
	42,000	58.04	1/2/2023	nil			
Ammar Al-Joundi	—	—	—	—	130,000	5,250,479	nil
Yvon Sylvestre	41,000	28.92	1/2/2020	786,788	55,000	2,221,357	nil
	54,000	36.37	1/2/2021	741,371			
	40,000	56.45	1/3/2022	nil			
	40,000	58.04	1/2/2023	nil			
Jean Robitaille	62,000	28.92	1/2/2020	1,189,776	45,000	1,817,474	nil
	54,000	36.37	1/2/2021	741,371			
	40,000	56.45	1/3/2022	nil			
	34,000	58.04	1/2/2023	nil			

(1) Option exercise price amounts are in Canadian dollars.

(2) Based on a closing price of the Company's common shares on the TSX of C\$55.10 on December 31, 2018. On December 31, 2018, the Bank of Canada exchange rate was C\$1.00 equals US\$0.7330.

(3) This amount includes RSUs and PSUs, allocated for each of the Named Executive Officers as follows: Mr. Boyd (100,000 RSUs and 100,000 PSUs), Mr. Smith (31,000 RSUs and 31,000 PSUs), Mr. Al-Joundi (65,000 RSUs and 65,000 PSUs), Mr. Sylvestre (27,500 RSUs and 27,500 PSUs) and Mr. Robitaille (22,500 RSUs and 22,500).

The following table sets out, as at March 12, 2019, compensation plans under which equity securities of the Company are authorized for issuance from treasury. The information has been aggregated by plans approved by shareholders and plans not approved by shareholders (of which there are none).

Equity Compensation Plan Information

Plan Category	Number of securities to be issued on exercise of outstanding options	Weighted average exercise price of outstanding options (C\$)	Weighted average remaining term of outstanding options	Number of securities remaining available for future issuances under equity compensation plans	Number of equity awards outstanding other than stock options
Equity compensation plans approved by shareholders	8,200,337 ⁽¹⁾	\$ 49.86 ⁽²⁾	3.15 years ⁽³⁾	5,635,014 ⁽⁴⁾	nil ⁽⁵⁾
Equity compensation plans not approved by shareholders	nil	nil	nil	nil	nil

(1) As at December 31, 2018, the number of securities to be issued on exercise of outstanding Options was 6,361,265 (2.71% of the issued and outstanding common shares as of December 31, 2018).

(2) As at December 31, 2018, the weighted average exercise price of outstanding Options was C\$47.65.

- (3) As at December 31, 2018, the weighted average remaining term of outstanding Options was 2.73 years.
- (4) This number includes the common shares available for issuance as at March 12, 2019 under the Stock Option Plan (4,978,139) and the Incentive Share Purchase Plan (656,875). As at December 31, 2018, the number of securities remaining available for future issuances under all equity compensation plans was 7,703,856, which included the common shares available for issuance under the Stock Option Plan (7,046,981, representing 3% of the issued and outstanding common shares as of December 31, 2018), and the Incentive Share Purchase Plan (656,875, representing 0.28% of the issued and outstanding common shares as of December 31, 2018).
- (5) As at December 31, 2018, there were no outstanding equity awards other than Options.

Incentive Share Purchase Plan

In 1997, the shareholders of the Company approved the Incentive Share Purchase Plan to encourage directors, officers and full-time employees of the Company to purchase common shares of the Company. In 2009, the Incentive Share Purchase Plan was amended to prohibit non-executive directors from participating in the plan. Full-time employees who have been continuously employed by the Company or its subsidiaries for at least twelve months are eligible at the beginning of each fiscal year to elect to participate in the Incentive Share Purchase Plan. Eligible employees may contribute up to 10% of their base annual salary through monthly payroll deductions or quarterly payments by cheque. The Company makes a matching contribution equal to no more than 50% of the participant's contributions to the Incentive Share Purchase Plan. On March 31, June 30, September 30 and December 31 of each year (or if such day is not a business day, on the immediately following business day), the Company issues common shares to each participant equal in value to the total contributions on the participant's behalf under the Incentive Share Purchase Plan (i.e., participant and Company contributions) converted into common shares at the "Market Price" on the date of issuance (rounded down to the lowest number of whole common shares). For the purposes of the Incentive Share Purchase Plan, the "Market Price" is the simple average of the high and low trading prices of the Company's common shares on the TSX for the 5-day trading period immediately prior to the issuance date (or, if the common shares did not trade on the TSX, the simple average of the high and low trading prices of the common shares on the NYSE during such 5-day trading period, or if the common shares did not trade on the TSX or NYSE, the simple average of the high and low trading prices of the common shares on a stock exchange in Canada where the common shares are listed during such 5-day period, or if the common shares do not trade on any such stock exchange, the simple average of the bid and ask prices of the common shares on the TSX during such 5-day trading period).

There is a one-year restricted period during which the participant is not permitted to sell, transfer or otherwise dispose of the common shares acquired through the Incentive Share Purchase Plan. During the one-year restricted period, participants will have the right to: (i) exercise the votes attached to the participant's common shares, (ii) all cash dividends declared and paid in respect of the participant's common shares and (iii) transfer, sell or tender any or all of the participant's common shares pursuant to a *bona fide* third party take-over bid. The one-year restricted period commences on the date the common shares are issued to the participant under the Incentive Share Purchase Plan. The CEO will have discretion to waive the one-year restricted period in respect of the common shares issued under the Incentive Share Purchase Plan held by all participants other than the CEO. The Compensation Committee will have discretion to waive the one-year restricted period in respect of the common shares issued under the Incentive Share Purchase Plan held by the CEO. All benefits and rights accruing to any participant pursuant to the Incentive Share Purchase Plan shall not be transferrable unless provided under the Incentive Share Purchase Plan. All restrictions on the sale, transfer or other disposal of common shares issued under the Incentive Share Purchase Plan immediately lapse on termination of employment or death. The one-year restricted period for common shares acquired through the Incentive Share Purchase Plan will not be applicable to U.S. participants.

A participant's participation in the Incentive Share Purchase Plan ceases on termination of employment (whether voluntary or involuntary) or in the event of the death of the participant. The Incentive Share Purchase Plan permits the CEO to grant permission to participants (other than the CEO) to withdraw from the Incentive Share Purchase Plan during a plan year for which the participant has elected to participate. The Compensation Committee will have the ability to grant permission to the CEO to withdraw from the Incentive Share Purchase Plan in a plan year for which the CEO has elected to participate. In the event of a subdivision, consolidation or reclassification of the Company's common shares or other capital adjustment, the number of common shares

reserved for issuance under the Incentive Share Purchase Plan may be adjusted accordingly and any other adjustments may be made as deemed necessary or reasonable by the Compensation Committee.

Examples of amendments to the Incentive Share Purchase Plan that will require shareholder approval include: (i) amendments to the amending provisions, (ii) amendments to increase the maximum number of common shares reserved for issuance under the Incentive Share Purchase Plan, (iii) amendments to the contribution limits for participants, and (iv) amendments to the contribution limits for the Company. Examples of amendments that may be made by the Compensation Committee without shareholder approval will include, but are not limited to: (i) amendments to ensure continuing compliance with applicable laws and regulations, (ii) amendments of a housekeeping nature, (iii) amendments to change the class of participants eligible to participate in the Incentive Share Purchase Plan, (iv) amendments to change the terms of any financial assistance provided to participants, and (v) amendments to change the restrictions on the sale, transfer or other disposal of common shares.

The Company may provide loans to participants (excluding directors and officers of the Company) to facilitate the purchase of common shares by the participant under the Incentive Share Purchase Plan. Each loan is evidenced by a promissory note with a maximum term of ten years. Each loan will become due and payable on the earliest of: (i) the maturity date of the loan; (ii) the second anniversary of the participant's termination of employment; and (iii) the date the participant becomes a director or officer of the Company. The common shares purchased by the participant under the Incentive Share Purchase Plan are pledged as security for the amounts loaned by the Company to the participant. During 2018, no loans were provided under the Incentive Share Purchase Plan.

In 2015, the shareholders of the Company approved an amendment to the Incentive Share Purchase Plan to increase the number of common shares available under such plan to 7,100,000 common shares. Of the 7,100,000 common shares approved, the Company has, as at March 12, 2019, 656,875 common shares remaining for issuance under the Incentive Share Purchase Plan, representing 0.28% of the common shares issued and outstanding as of March 12, 2019. At the Meeting, shareholders will be asked to consider an ordinary resolution (attached to this Circular as Appendix B) to approve an increase in common shares reserved for issuance under the Incentive Share Purchase Plan by 1,000,000 common shares. If this resolution is approved, the number of common shares available for issuance in the future will be 1,656,875, representing 0.7% of the 235,255,277 common shares issued and outstanding as at March 12, 2019.

Pension Plan Benefits

The Company's basic defined contribution pension plan (the "Basic Plan") provides pension benefits to employees of the Company generally, including the Named Executive Officers. Under the Basic Plan, the Company contributes an amount equal to 5% of each employee's pensionable earnings (including salary and annual incentive compensation) to the Basic Plan. The Company's contributions cannot exceed the money purchase limit, as defined in the *Income Tax Act* (Canada). Upon termination of employment, the Company's contribution to the Basic Plan ceases and the participant is entitled to a pension benefit in the amount of the account balance under the Basic Plan. Contributions to the Basic Plan are invested in a variety of funds offered by the plan administrator, at the direction of the participant.

In addition to the Basic Plan, effective January 1, 2008, in line with the Company's compensation policy that compensation must be competitive in order to help attract and retain the executives needed to lead and grow the Company's business and to address the weakness of the Company's retirement benefits when compared to its peers in the gold production industry, the Company adopted a supplemental defined contribution plan (the "Supplemental Plan") for executives at the level of Vice-President or above. On December 31 of each year, the Company credits each executive's account an amount equal to 15% of the executive's pensionable earnings for the year (including salary and annual incentive compensation), less the Company's contribution to the Basic Plan. In addition, on December 31 of each year, the Company will credit each executive's account a notional investment return equal to the balance of such executive's account at the beginning of the year multiplied by the yield rate for Government of Canada marketable bonds with average yields over ten years. Upon retirement, after attaining the minimum age of 55, the executive's account will be paid out in either: (a) five annual installments subsequent to the date of retirement, or (b) by way of lump sum

payment, at the executive's option. If the executive's employment is terminated prior to reaching the age of 55, such executive will receive, by way of lump sum payment, the total amount credited to his or her account.

The individual Retirement Compensation Arrangement Plan (the "Executives Plan") for Mr. Boyd provides pension benefits which are generally equal (on an after-tax basis) to what the pension benefits would be if they were provided directly from a registered pension plan. There are no pension benefit limits under the Executives Plan. The Executives Plan provides an annual pension at age 60 equal to 2% of Mr. Boyd's final three-year average pensionable earnings (less the annual pension payable under the Basic Plan in each of the final three years) times the number of years of continuous service with the Company. The pensionable earnings for the purposes of the Executives Plan consists of all basic remuneration and do not include benefits, bonuses, automobile or other allowances, or unusual payments. Payments under the Executives Plan are secured by a letter of credit from a Canadian chartered bank. Mr. Boyd may retire early, any time after reaching age 55, with a benefit based on service and final average earnings at the date of retirement, with no early retirement reduction. The Company does not have a policy to grant extra years of service under its pension plans.

The following table sets out the benefits to Mr. Boyd and the associated costs to the Company in excess of the costs under the Company's Basic Plan.

Defined Benefit Plan Table ⁽¹⁾

Name	Number of Years of Service ⁽²⁾	Annual Benefits Accrued		Accrued Obligation at the Start of the Year ⁽³⁾	Compensatory Change ⁽⁴⁾	Non- Compensatory Change ⁽⁵⁾	Accrued Obligation at Year End ⁽⁶⁾
		At Year End ⁽²⁾	At Next Year End				
	(#)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Sean Boyd	33	798,583	854,715	13,122,612	403,345	-558,306	12,967,651

- (1) These amounts are initially provided in Canadian dollars and then converted into US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (2) As at December 31, 2018.
- (3) The actuarial valuation methods and assumptions that the Company applied in quantifying the accrued obligation at the start of the year are the same as those set out in note 16 to the Company's annual audited consolidated financial statements for the year ended December 31, 2018.
- (4) Includes the value of the pension earned during the year, the impact of any plan amendments and of any differences between actual and assumed compensation.
- (5) Includes the impact of interest accruing on the beginning-of-year obligation and changes in the actuarial assumptions and other experience gains and losses.
- (6) The actuarial valuation methods and assumptions that the Company applied in quantifying the accrued obligation at year end are the same as those set out in note 16 to the Company's annual audited consolidated financial statements for the year ended December 31, 2018.

The following tables set out summary information about the Basic Plan and the Supplemental Plan for each of the Named Executive Officers as at December 31, 2018.

Defined Contribution Plan Table — Basic Plan ⁽¹⁾

Name	Accumulated Value at Start of Year (\$)	Compensatory (2) (\$)	Non- Compensatory (3) (\$)	Accumulated Value at Year End (\$)
Sean Boyd	652,321	20,461	-14,822	657,960
David Smith	307,991	20,461	-20,978	307,473
Ammar Al-Joundi	66,909	20,461	-791	86,578
Yvon Sylvestre	263,425	20,461	-3,592	280,294
Jean Robitaille	506,854	20,461	-9,918	517,397

- (1) These amounts are initially provided in Canadian dollars and then converted into US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (2) Includes the total amount contributed by the Company to the member's account during 2018.
- (3) Includes all investment income earned on the member's account balances during 2018.

Defined Contribution Plan Table — Supplemental Plan ⁽¹⁾

Name	Accumulated Value at Start of Year (\$)	Compensatory (2) (\$)	Non- Compensatory (3) (\$)	Accumulated Value at Year End (\$)
Sean Boyd ⁽⁴⁾	nil	nil	nil	nil
David Smith	830,445	128,362	17,605	976,412
Ammar Al-Joundi	502,483	202,483	10,653	715,619
Yvon Sylvestre	551,397	123,150	11,690	686,236
Jean Robitaille	755,239	95,354	16,011	866,604

- (1) These amounts are initially provided in Canadian dollars and then converted into US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.
- (2) Includes the total amount notionally credited by the Company to the member's account during 2018. There was no above market investment income credited under the Supplemental Plan.
- (3) Includes all investment income earned on the member's notional account balances during 2018.
- (4) Mr. Boyd does not participate in the Supplemental Plan.

Employment Contracts/Termination Arrangements

The Company has employment agreements with all of its executives that provide for an annual base salary, discretionary bonus and certain pension, health, dental and other insurance and automobile benefits. These amounts may be increased at the discretion of the Board of Directors upon the recommendation of the Compensation Committee. For the 2018 base salary for each Named Executive Officer, see "Summary Compensation Table" above. If the individual agreements are terminated other than for cause, death or disability, or upon their resignation following certain events, all of the Named Executive Officers would be entitled to a payment equal to two times their annual base salary at the date of termination plus an amount equal to two times their annual incentive compensation (averaged over the preceding two years, but not including Options, RSUs or PSUs) and a continuation of benefits for up to two years (or, at the election of the employee, the amount equal to the Company's cost in providing such benefits) or until the individual commences new employment. Certain events that would trigger a severance payment are:

- termination of employment without cause;
- substantial alteration of responsibilities;
- reduction of base salary or benefits;
- office relocation of greater than 100 kilometres;

- failure to obtain a satisfactory agreement from any successor to assume the individual's employment agreement or provide the individual with a comparable position, duties, salary and benefits; or
- any change in control of the Company.

If a severance payment triggering event had occurred on December 31, 2018, the severance payments that would be payable to each of the Named Executive Officers, would be approximately as follows: Mr. Boyd — \$9,294,636; Mr. Smith — \$2,031,252; Mr. Al-Joundi — \$3,011,695; Mr. Sylvestre — \$1,907,237 and Mr. Robitaille — \$1,594,320. These amounts were initially calculated in Canadian dollars and then converted into US\$ using the average of the daily 2018 exchange rates reported by the Bank of Canada, being C\$1.00 equals US\$0.7721.

Succession Planning

The Company continually evaluates succession plans for its executive management team and takes pro-active steps to ensure potential succession candidates have the requisite skills and experience to transition to new roles. In addition to the formal succession planning activities described below, this also includes inviting potential successors to formal Board of Directors or Committee meetings where they make presentations and engage in discussions with directors and encouraging them to attend informal social functions where they may interact with directors in a more relaxed setting. This allows directors to make a comprehensive assessment of such candidates.

The CEO prepares succession planning reports on executive management team members and discusses succession matters in *in camera* sessions with the Compensation Committee and the Board of Directors. The Board of Directors is responsible for:

- (a) ensuring there is an orderly succession plan for the position of the CEO;
- (b) reviewing and approving the CEO's succession planning report for each of his direct reports and the executive management team;
- (c) ensuring the succession plan includes a process that would respond to an emergency situation which required an immediate replacement of the incumbent CEO or any of his direct reports; and
- (d) ensuring that the CEO has a succession planning process in place for other members of executives in key positions.

Indebtedness of Directors and Officers

There is no outstanding indebtedness to the Company by any of its officers or directors. The Company's policy is not to make any loans to directors or officers.

Additional Items

Corporate Governance

Under the rules of the Canadian Securities Administrators (the "CSA"), the Company is required to disclose information relating to its system of corporate governance. The Company's corporate governance disclosure is set out in Appendix A to this Circular. In addition to describing the Company's governance practices with reference to the CSA rules, Appendix A to this Circular indicates how these governance practices align with the requirements of the SEC regulations under SOX and the standards of the NYSE.

Directors' and Officers' Liability Insurance

The Company has purchased, at its expense, directors' and officers' liability insurance policies to provide insurance against possible liabilities incurred by its directors and officers in their capacity as directors and officers of the Company. The premium for these policies for the period from December 31, 2018 to December 31, 2019 is C\$1,073,020. The policies provide coverage of up to C\$160 million per occurrence to a maximum of C\$160 million per annum, subject to certain deductibles and sub-limits. There is no deductible for

directors and officers and a C\$2,000,000 deductible for each claim made by the Company (C\$2,500,000 million deductible for M&A claims). The insurance applies in circumstances where the Company may not indemnify its directors and officers for their acts or omissions.

Additional Information

The Company is a reporting issuer under the securities acts of each of the provinces and territories of Canada and a registrant under the United States Securities Exchange Act of 1934 and is therefore required to file certain documents with various securities commissions. Additional financial information for the Company's most recently completed financial year is provided in the Audited Annual Financial Statements and Management's Discussion and Analysis referred to below. To obtain a copy of any of the following documents, please contact the Vice-President, Investor Relations:

- the Company's most recent Annual Information Form;
- the Company's Audited Annual Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2018;
- any interim financial statements of the Company subsequent to the financial statements for the year ended December 31, 2018; and
- this Management Information Circular.

Alternatively, these documents may be viewed at the Company's website at www.agnicoeagle.com, on the SEDAR website at www.sedar.com or on the EDGAR website at www.sec.gov.

Information concerning the Company's Audit Committee, required to be provided by National Instrument 52-110F1, can be found in the Company's Annual Information Form which may be obtained as described above.

General

Management knows of no matters to come before the Meeting other than matters referred to in this Circular. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

Directors' Approval

The Board of Directors of the Company has approved the content and sending of this Management Information Circular.

March 12, 2019



R. GREGORY LAING
General Counsel, Senior Vice-President,
Legal and Corporate Secretary

APPENDIX A

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board and management have been following the developments in corporate governance requirements and best practices standards in both Canada and the United States. As these requirements and practices have evolved, the Company has responded in a positive and proactive way by assessing its practices against these requirements and modifying, or targeting for modification, its practices to bring them into compliance with these corporate governance requirements and best practices standards. The Company revises, from time to time, the Board Mandate and the charters for the Audit Committee, the Compensation Committee, the Corporate Governance Committee and the Health, Safety, Environment and Sustainable Development Committee to reflect the new and evolving corporate governance requirements and what it believes to be best practices standards in Canada and the United States.

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Company's governance practices reflect the Board's assessment of the governance structure and process which can best serve to realize these objectives in the Company's particular circumstance. The Company's governance practices are subject to review and evaluation through the Board's Corporate Governance Committee to ensure that, as the Company's business evolves, changes in structure and process necessary to ensure continued good governance are identified and implemented.

The Company is required under the rules of the Canadian Securities Administrators (the "CSA") to disclose its corporate governance practices and provide a description of the Company's system of corporate governance. This Statement of Corporate Governance Practices has been prepared by the Board's Corporate Governance Committee and approved by the Board.

Board of Directors

Director Independence

The Board currently consists of ten directors. The Board has made an affirmative determination that nine of the ten directors to be considered for election at the Meeting are "independent" within the meaning of the CSA rules and the standards of the New York Stock Exchange. With the exception of Mr. Boyd, all directors are independent of management. All directors are free from any interest or any business that could materially interfere with their ability to act as a director with a view to the best interests of the Company. In reaching this determination, the Board considered the circumstances and relationships with the Company and its affiliates of each of its directors. In determining that all directors except Mr. Boyd are independent, the Board took into consideration the facts that none of the remaining directors is an officer or employee of the Company or party to any material contract with the Company and that none receives remuneration from the Company other than directors' fees and RSU grants for service on the Board. Mr. Boyd is considered related because he is an officer of the Company.

The Board may meet independently of management at the request of any director or may excuse members of management from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The Board also meets without management before or after each Board meeting, including after each Board meeting held to consider interim and annual financial statements. In 2018, the Board met without management at each Board meeting, being eight separate occasions, including the four regularly scheduled quarterly meetings.

To promote the exercise of independent judgment by directors in considering transactions and agreements, any director or officer who has a material interest in the matter being considered may not be present for discussions relating to the matter and any such director may not participate in any vote on the matter.

Additional information on each director standing for election, including other public company boards on which they serve and their attendance record for all Board and Committee meetings during 2018, can be found on pages 8 to 12 of the Circular.

Chairman

Mr. Nasso is the Chairman of the Board and Mr. Boyd is the Vice — Chairman and Chief Executive Officer of the Company. Mr. Nasso is not a member of management. The Board believes that the separation of the offices of Chairman and Chief Executive Officer enhances the ability of the Board to function independently of management and does not foresee that the offices of Chairman and Chief Executive Officer will be held by the same person.

The Board has adopted a position description for the Chairman of the Board. The Chairman's role is to provide leadership to directors in discharging their duties and obligations as set out in the mandate of the Board. The specific responsibilities of the Chairman include providing advice, counsel and mentorship to the Chief Executive Officer, appointing the Chair of each of the Board's committees and promoting the delivery of information to the members of the Board on a timely basis to keep them fully apprised of all matters which are material to them at all times. The Chairman's responsibilities also include scheduling, overseeing and presiding over meetings of the Board and presiding over meetings of the Company's shareholders.

Board Mandate

The Board's mandate is to provide stewardship of the Company, to oversee the management of the Company's business and affairs, to maintain its strength and integrity, to oversee the Company's strategic direction, its organization structure and succession planning of senior management and to perform any other duties required by law. The Board's strategic planning process consists of an annual review of the Company's future business plans and, from time to time (and at least annually), a meeting focused on strategic planning matters. As part of this process, the Board reviews and approves the corporate objectives proposed by the Chief Executive Officer and advises management on the development of a corporate strategy to achieve those objectives. The Board also reviews the principal risks inherent in the Company's business, including environmental, industrial and financial risks, and assesses the systems to manage these risks. The Board also monitors the performance of senior management against the business plan through a periodic review process (at least every quarter) and reviews and approves promotion and succession matters.

The Board holds management responsible for the development of long-term strategies for the Company. The role of the Board is to review, question, validate and ultimately approve the strategies and policies proposed by management. The Board relies on management to perform the data gathering, analysis and reporting functions which are critical to the Board for effective corporate governance. In addition, the Vice-Chairman and Chief Executive Officer, the President, the Senior Vice-President, Finance and Chief Financial Officer, the Senior Vice-President, Corporate Development, the Senior Vice-President, Exploration and the Senior Vice-Presidents responsible for operational matters report to the Board at least every quarter on the Company's progress in the preceding quarter and on the strategic, operational and financial issues facing the Company.

Management is authorized to act, without Board approval, on all ordinary course matters relating to the Company's business. Management seeks the Board's prior approval for significant changes in the Company's affairs such as major capital expenditures, financing arrangements and significant acquisitions and divestitures. Board approval is required for any venture outside of the Company's existing businesses and for any change in senior management. Recommendations of committees of the Board require the approval of the Board before being implemented. In addition, the Board oversees and reviews significant corporate plans and initiatives, including the annual business plans and budget and significant matters of corporate strategy or policy. The Company's authorization policy and risk management policy ensure compliance with good corporate governance practices. Both policies formalize controls over the management or other employees of the Company by stipulating internal approval processes for transactions, investments, commitments and expenditures and, in the case of the risk management policy, establishing objectives and guidelines for metal price hedging, foreign exchange and short-term investment risk management and insurance. The Board, directly and through its Audit Committee, also assesses the integrity of the Company's internal control and management information systems.

The Board oversees the Company's approach to communications with shareholders and other stakeholders and approves specific communications initiatives from time to time. The Company conducts an

active investor relations program. The program involves responding to shareholder inquiries, briefing analysts and fund managers with respect to reported financial results and other announcements by the Company and meeting with individual investors and other stakeholders. Senior management reports regularly to the Board on these matters. The Board reviews and approves the Company's major communications with shareholders and the public, including quarterly and annual financial results, the annual report and the management information circular. The Board has approved a Disclosure Policy which establishes standards and procedures relating to contacts with analysts and investors, news releases, conference calls, disclosure of material information, trading restrictions and blackout periods.

The Board's mandate can be accessed through the Company's website under "About Agnico — Governance — Board Mandate" at www.agnicoeagle.com.

Position Descriptions

Chief Executive Officer

The Board has adopted a position description for the Chief Executive Officer, who has full responsibility for the day-to-day operation of the Company's business in accordance with the Company's strategic plan and current year operating and capital expenditure budgets as approved by the Board. In discharging his responsibility for the day-to-day operation of the Company's business, subject to the oversight by the Board, the Chief Executive Officer's specific responsibilities include:

- providing leadership and direction to the other members of the Company's senior management team;
- fostering a corporate culture that promotes ethical practices and encourages individual integrity;
- maintaining a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
- working with the Chairman in determining the matters and materials that should be presented to the Board;
- together with the Chairman, developing and recommending to the Board a long-term strategy and vision for the Company that leads to enhancement of shareholder value;
- developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy;
- ensuring that the day-to-day business affairs of the Company are appropriately managed;
- consistently striving to achieve the Company's financial and operating goals and objectives;
- designing or supervising the design and implementation of effective disclosure and internal controls;
- maintaining responsibility for the integrity of the financial reporting process;
- seeking to secure for the Company a satisfactory competitive position within its industry;
- ensuring that the Company has an effective management team below the level of the Chief Executive Officer and has an active plan for management development and succession;
- ensuring, in cooperation with the Chairman and the Board, that there is an effective succession plan in place for the position of Chief Executive Officer; and
- serving as the primary spokesperson for the Company.

The Chief Executive Officer is to consult with the Chairman on matters of strategic significance to the Company and alert the Chairman on a timely basis of any material changes or events that may impact upon the risk profile, financial affairs or performance of the Company.

Chairs of Board Committees

The Board has adopted written position descriptions for each of the Chairs of the Board's committees, which include the Audit Committee, the Corporate Governance Committee, the Compensation Committee and the Health, Safety, Environment and Sustainable Development Committee. The role of each of the Chairs is to ensure the effective functioning of his or her committee and provide leadership to its members in discharging the mandate as set out in the committee's charter. The responsibilities of each Chair include, among others:

- establishing procedures to govern his or her committee's work and ensure the full discharge of its duties;
- chairing every meeting of his or her committee and encouraging free and open discussion at such meetings;
- reporting to the Board on behalf of his or her committee; and
- attending every meeting of shareholders and responding to such questions from shareholders as may be put to the Chair of his or her committee.

Each of the Chairs is also responsible for carrying out other duties as requested by the Board, depending on need and circumstances.

Orientation and Continuing Education

The Corporate Governance Committee is responsible for overseeing the development and implementation of orientation programs for new directors and continuing education for all directors.

The Company maintains a collection of director orientation materials, which include the Board Mandate, the charters of the Board's committees, a memorandum on the duties of a director of a public company and a glossary of mining and accounting terms, as well as copies of the Company's other corporate governance policies, strategic and financial plans, and the Company's most recent continuous disclosure filings. A copy of such materials is given to each director and updated periodically.

The Company holds periodic educational sessions with its directors and legal counsel to review and assess the Board's corporate governance policies. This allows new directors to become familiar with the corporate governance policies of the Company as they relate to its business. In addition, the Company provides extensive reports on all operations to the directors at each quarterly Board meeting and endeavors to conduct yearly site tours for the directors at a different mine or project site each year.

For instance, during 2018, in addition to the quarterly Board and Committee meetings where comprehensive updates are provided, the Board attended a two day site visit (October 22 and 23) to the Meliadine project site in Nunavut (tour of the Meliadine project site and facility, meetings with local community leaders and presentations by management on Meliadine and Amaruq) and attended a full day of management presentations on strategic matters, the status of projects, technical matters, innovation initiatives and leadership development programs on December 12, 2018. On July 24, 2018, the Board attended an education session where there were presentations on cryptocurrency and blockchain and on public and political views on mining, innovation and major initiatives. Periodic briefings, site visits and development sessions also underpin and support the Board of Directors' work in monitoring and overseeing progress towards the Company's objectives and strategies and assist in continuously building directors' knowledge to ensure the Board of Directors and its Committees remain up to date with developments and trends within the Company's business and operating segments, as well as developments within the markets and mining industry within which the Company operates.

Under the supervision of the Corporate Governance Committee, an annual review and assessment with each individual director is conducted that addresses the performance of the Board, the Board's committees and each of the directors. These assessments help identify opportunities for continuing Board and director development. In addition, it is open to any director to take a continuing education course related to the skill and knowledge necessary to meet his or her obligations as a director at the expense of the Company.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics and an Anti-Corruption and Anti-Bribery Policy, which provide a framework for directors, officers and employees on the conduct and ethical decision making integral to their work. In addition, the Board has adopted a Code of Business Conduct and Ethics for Consultants and Contractors. The Audit Committee is responsible for monitoring compliance with these codes of ethics and policy through reports at the quarterly Committee meetings (when warranted) and any waivers or amendments thereto can only be made by the Board or a Board committee. These codes and the policy are available on www.sedar.com.

The Board has also adopted a Confidential Anonymous Complaint Reporting Policy, which provides procedures for officers and employees who believe that a violation of the Code of Business Conduct and Ethics or Anti-Corruption and Anti-Bribery Policy has occurred to report this violation on a confidential and anonymous basis. Complaints can be made internally to the General Counsel, Senior Vice-President, Legal and Corporate Secretary or the Senior Vice-President, Finance and Chief Financial Officer. Complaints can also be made anonymously by telephone, e-mail or postal letter through a hotline provided by an independent third party service provider. The General Counsel, Senior Vice-President, Legal and Corporate Secretary periodically submits a report to the Audit Committee regarding the complaints, if any, received through these procedures.

The Board believes that providing a procedure for employees and officers to raise concerns about ethical conduct on an anonymous and confidential basis fosters a culture of ethical conduct within the Company.

Nomination of Directors

The Corporate Governance Committee, which is comprised entirely of independent directors, is responsible for participating in the recruitment and recommendation of new nominees for appointment or election to the Board. When considering a potential candidate, the Corporate Governance Committee considers the diversity, qualities and skills that the Board, as a whole, should have and assesses the competencies and skills of the current members of the Board, including diversity criteria established under the Board of Directors Diversity Policy as discussed in greater detail in the Circular under "Board of Directors Governance Matters". Based on the talent already represented on the Board, the Corporate Governance Committee then identifies the specific skills, personal qualities or experiences that a candidate should possess in light of the opportunities and risks facing the Company. The Corporate Governance Committee may maintain a list of potential director candidates for its future consideration and may engage outside advisors to assist in identifying potential candidates. Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, business or professional expertise, independence from management, international experience, financial literacy, excellent communications skills, diversity and the ability to work well in a team situation. The Corporate Governance Committee also considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her duties as a Board member.

Compensation

Remuneration is paid to the Company's directors based on several factors, including time commitments, risk, workload and responsibility demanded by their positions. The Compensation Committee periodically reviews and fixes the amount and composition of the compensation of directors. For a summary of remuneration paid to directors, please see "Section 2: Business of the Meeting — Compensation of Directors and Other Information" in the Circular and the description of the Compensation Committee below.

Board Committees

The Board has four Committees: the Audit Committee, the Compensation Committee, the Corporate Governance Committee and the Health, Safety, Environment and Sustainable Development Committee.

Audit Committee

The Audit Committee is composed entirely of directors who are unrelated to and independent from the Company (currently, Dr. Baker (Chair), Mr. Leiderman and Mr. Sokalsky), each of whom is financially literate, as the term is used in the CSA's Multilateral Instrument 52-110 — Audit Committees. In addition, Mr. Leiderman and Mr. Sokalsky are Chartered Accountants; Mr. Leiderman is currently in private practice and Mr. Sokalsky, while retired, was formerly the Chief Financial Officer of Barrick Gold Corporation and the Board has determined that both of them qualify as audit committee financial experts, as the term is defined in the rules of the United States Securities and Exchange Commission (the "SEC"). The education and experience of each member of the Audit Committee is set out under "Section 2: Business of the Meeting — Nominees for Election to the Board of Directors" in the Circular. Fees paid to the Company's auditors, Ernst & Young LLP, are set out under "Section 2: Business of the Meeting — Appointment of Auditors" in the Circular. The Audit Committee met five times in 2018.

The Audit Committee has two primary objectives. The first is to advise the Board of Directors in its oversight responsibilities regarding:

- the quality and integrity of the Company's financial reports and information;
- the Company's compliance with legal and regulatory requirements;
- the effectiveness of the Company's internal controls for finance, accounting, internal audit, ethics and legal and regulatory compliance;
- the performance of the Company's auditing, accounting and financial reporting functions;
- the fairness of related party agreements and arrangements between the Company and related parties; and
- the independent auditors' performance, qualifications and independence.

The second primary objective of the Audit Committee is to prepare the reports required to be included in the management information circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

The Board has adopted an Audit Committee charter, which provides that each member of the Audit Committee must be unrelated to and independent from the Company as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities. In addition, each member must be financially literate and at least one member of the Audit Committee must be an audit committee financial expert, as the term is defined in the rules of the SEC. The Audit Committee must pre-approve all audit and permitted non-audit services to be provided by the external auditors to the Company.

The Audit Committee is responsible for reviewing all financial statements prior to approval by the Board, all other disclosure containing financial information and all management reports which accompany any financial statements. The Audit Committee is also responsible for all internal and external audit plans, any recommendation affecting the Company's internal controls, the results of internal and external audits and any changes in accounting practices or policies. The Audit Committee reviews any accruals, provisions, estimates or related party transactions that have a significant impact on the Company's financial statements and any litigation, claim or other contingency that could have a material effect upon the Company's financial statements. In addition, the Audit Committee is responsible for assessing management's programs and policies relating to the adequacy and effectiveness of internal controls over the Company's accounting and financial systems. The Audit Committee reviews and discusses with the Chief Executive Officer and Chief Financial Officer the procedures undertaken in connection with their certifications for annual filings in accordance with the requirements of applicable securities regulatory authorities. The Audit Committee is also responsible for recommending to the Board the external auditor to be nominated for shareholder approval who will be responsible for preparing audited financial statements and completing other audit, review or attest services. The Audit Committee also recommends to the Board the compensation to be paid to the external

auditor and directly oversees its work. The Company's external auditor reports directly to the Audit Committee. The Audit Committee reports directly to the Board of Directors.

The Audit Committee is entitled to retain (at the Company's expense) and determine the compensation of any independent counsel, accountants or other advisors to assist the Audit Committee in its oversight responsibilities.

Compensation Committee

The Compensation Committee is composed entirely of directors who are unrelated to and independent from the Company (currently, Mr. Gemmell (Chair), Ms. Celej and Mr. Roberts). The Compensation Committee met seven times in 2018.

The Compensation Committee is responsible for, among other things:

- recommending to the Board policies relating to compensation of the Company's executive officers;
- recommending to the Board the amount and composition of annual compensation to be paid to the Company's executive officers;
- matters relating to pension, Option, RSU, PSU and other incentive plans for the benefit of executive officers;
- administering the Stock Option Plan, RSU Plan and PSU Plan;
- reviewing and fixing the amount and composition of annual compensation to be paid to members of the Board and committees; and
- reviewing and assessing the design and competitiveness of the Company's compensation and benefits programs generally.

The Compensation Committee reports directly to the Board. The charter of the Compensation Committee provides that each member of the Compensation Committee must be unrelated and independent.

The Board considers Messrs. Gemmell, Ms. Celej and Mr. Roberts particularly well-qualified to serve on the Compensation Committee given the expertise they have accrued during their business careers: Mr. Gemmell as a senior manager of divisions of a major financial services company (where part of his duties included assessing personnel and setting compensation rates); Ms. Celej as a manager of a team in a major financial corporation where part of her duties includes reviewing the executive compensation practices of various public companies as part of assessing investment suitability and also assessing internal personnel and setting compensation rates for her team and Mr. Roberts who has served on the compensation committees of several publicly listed companies in the resource sector.

Corporate Governance Committee

The Corporate Governance Committee is composed entirely of directors who are unrelated to and independent from the Company (currently, Mr. Roberts (Chair), Ms. Celej and Mr. Sokalsky). The Corporate Governance Committee met five times in 2018.

The Corporate Governance Committee is responsible for, among other things:

- evaluating the Company's governance practices;
- developing its response to the Company's Statement of Corporate Governance and recommending changes to the Company's governance structures or processes as it may from time to time consider necessary or desirable;
- reviewing on an annual basis the charters of the Board and of each committee of the Board and recommending any changes;
- assessing annually the effectiveness of the Board as a whole and recommending any changes;

- reviewing on a periodic basis the composition of the Board to ensure that there remain an appropriate number of independent directors; and
- participating in the recruitment and recommendation of new nominees for appointment or election to the Board.

The Corporate Governance Committee also provides a forum for a discussion of matters not readily discussed in a full Board meeting. The charter of the Corporate Governance Committee provides that each member of the Corporate Governance Committee must be independent, as such term is defined in the CSA rules.

Health, Safety, Environment and Sustainable Development Committee

The Health, Safety, Environment and Sustainable Development Committee is comprised of three directors who are unrelated to and independent from the Company (currently Ms. McCombe (Chair), Mr. Nasso and Mr. Riley). The Health, Safety, Environment and Sustainable Development Committee met four times in 2018.

The Health, Safety, Environment and Sustainable Development Committee is responsible for, among other things:

- monitoring and reviewing sustainable development, health, safety and environmental policies, principles, practices and processes;
- overseeing sustainable development, health, safety and environmental performance; and
- monitoring and reviewing current and future regulatory issues relating to sustainable development, health, safety and the environment.

The Health, Safety, Environment and Sustainable Development Committee reports directly to the Board and provides a forum to review sustainable development, health, safety and environmental issues in a more thorough and detailed manner than could be adopted by the full Board. The Health, Safety, Environment and Sustainable Development Committee charter provides that a majority of the members of the Committee be unrelated and independent.

Assessment of Directors

The Company's Corporate Governance Committee (see description of the Corporate Governance Committee above) is responsible for the assessment of the effectiveness of the Board as a whole and participates in the recruitment and recommendation of new nominees for appointment or election to the Board of Directors.

The Board has a formal, comprehensive process to annually assess the performance of the Board as a whole, each Committee and each individual director, which is effected under the direction of the Corporate Governance Committee. A list of suggested topics for consideration is circulated to each director, which is followed by one-on-one meetings with the Board Chair. Various issues are reviewed and discussed, including Board and Committee structure and composition; succession planning; risk management; director skills, experience and competencies; individual director engagement and contributions and Board and Committee process and effectiveness. These one-on-one meetings take place throughout the year and a summary of the comments is prepared. The summary is initially provided to the Chair of the Corporate Governance Committee and then shared with all directors and forms the basis for the annual Board/Committee/Director review and discussion at the Corporate Governance Committee meeting and the subsequent Board meeting held each December.

APPENDIX B

AMENDED AND RESTATED SHARE PURCHASE PLAN RESOLUTION

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Section 3.5 of the Incentive Share Purchase Plan be amended to increase the number of common shares reserved for issuance under the Incentive Share Purchase Plan by 1,000,000 common shares to 8,100,000 common shares;
2. the Incentive Share Purchase Plan of the Company is hereby amended; and
3. any officer or director of the Company is authorized and directed on behalf of the Company to execute and deliver all such documents and to do all such acts as may be necessary or desirable to give effect to this resolution.

APPENDIX C

AMENDED AND RESTATED INCENTIVE SHARE PURCHASE PLAN

ARTICLE 1

INTRODUCTION

1.1 Purpose:

The purpose of this incentive share purchase plan (the "Plan") is to encourage equity participation in Agnico Eagle Mines Limited by its directors, officers and employees through the purchase of common shares of Agnico Eagle Mines Limited (the "Shares").

As used herein, unless the context otherwise requires, the term "Company" refers collectively to Agnico Eagle Mines Limited and its subsidiary companies.

ARTICLE 2

PURCHASE PLAN

2.1 Participation:

Subject to Sections 2.10 to 2.13 and applicable laws, all directors of the Company, excluding non-executive directors, and all officers and full-time employees of the Company who have been continuously employed by the Company for at least 12 consecutive months are eligible to participate in the Plan (such persons are referred to herein as "Participants"). The Committee (defined in Section 3.7 hereof) shall have the right, in its absolute discretion, to waive such 12 month period or refuse any person or group of persons the right of participation or continued participation in the Plan.

2.2 Election to Participate and Participant's Contribution:

A Participant may elect to participate in the Plan during a calendar year (a "Plan Year") by delivering to the Company not later than December 10 of the preceding calendar year (the "Enrolment Date") a written direction in the form attached hereto as Appendix "A". If the Plan's payroll deduction feature is selected, such form will authorize the Company to deduct an amount from the Participant's basic annual salary from the Company, before deductions and exclusive of any overtime pay, bonuses or allowances of any kind whatsoever (the "Basic Annual Salary"), in equal instalments based on the applicable payroll schedule. Alternatively, a Participant may elect to make contributions to the Plan on a quarterly basis in four equal instalments by cheque payable to the Company. The amounts so deducted by or paid to the Company (the "Participant's Contribution") will be applied to the purchase of Shares pursuant to the Plan and shall be held by the Company in trust for the purposes of the Plan.

Except in the case of Participants who are directors of the Company, the Participant's Contribution during a Plan Year shall not exceed 10% of the Participant's Basic Annual Salary for the calendar year in which the Enrolment Date falls. The Participant's Contribution during a Plan Year of any director of the Company electing to participate in the Plan shall not exceed such director's annual board and committee retainer fees for the calendar year in which the Enrolment Date falls. No adjustment shall be made to the Participant's Contribution until the following Enrolment Date and then only if a new written direction has been delivered to the Company.

2.3 Participant's Contribution — Alternate Arrangements:

Plan participation by payroll deduction is not available to Participants who are full-time employees on short-term or long-term disability, workers' compensation or parental leave. For such Participants, payment of their Participant's Contribution will be accepted by cheque, subject to the satisfaction of all other requirements of the Plan.

The failure by a Participant to make any required contributions under the terms of the Plan shall, at the option of the Company, be deemed to be a cancellation of such Participant's election to participate in the Plan. The deemed cancellation will be effective at the close of business on the last business day of the month in

which the deemed cancellation occurs. The defaulting Participant will be notified of such cancellation by notice in writing mailed to such Participant and any Participant's Contribution held by the Company in trust for such Participant shall be returned to the defaulting Participant. No Shares will be issuable to a Participant where his or her Participant's Contribution has not been made in accordance with the terms of the Plan.

2.4 Company's Contribution:

Immediately prior to the date any Shares are issued to a Participant in accordance with Section 2.6 hereof, the Company will credit the Participant with and thereafter hold in trust for the Participant an amount (the "Company's Contribution") equal to no more than 50% of the Participant's Contribution then held in trust by the Company.

2.5 Aggregate Contribution:

The Participant's Contribution plus the Company's Contribution shall be the "Aggregate Contribution". The Company shall not be required to segregate the Participant's Contribution or the Aggregate Contribution from its own corporate funds or to pay interest thereon to any Participant.

2.6 Issue of Shares:

On March 31, June 30, September 30 and December 31 in each Plan Year, or if any such day is not a business day, then on the preceding business day (each, an "Issue Date"), the Company will issue to each Participant fully paid and non-assessable Shares equal, as nearly as possible, in value to the Aggregate Contribution held in trust on such date by the Company for each such Participant converted into Shares at the Market Price (as defined below) on such Issue Dates. If such conversion would otherwise result in the issue to a Participant of a fraction of a Share, the Company will issue only such number of whole Shares as may be purchased with such Aggregate Contribution. Until the Shares are issued, Participants shall have none of the rights or obligations of a shareholder with respect to such Shares.

In this Section 2.6, "Market Price" on any Issue Date shall be the simple average of the high and low trading prices of the Shares on The Toronto Stock Exchange (the "TSX") for each of the five trading days immediately prior to such Issue Date (a "Pricing Period"). If the Shares did not trade on the TSX during the Pricing Period, Market Price shall be the simple average of the high and low trading prices of the Shares on the New York Stock Exchange (the "NYSE") during such Pricing Period converted into Canadian dollars at the rate at which United States dollars may be exchanged into Canadian dollars using the inverse Noon Buying Rate. If the Shares did not trade on the TSX or NYSE during the Pricing Period, Market Price shall be the simple average of the high and low trading prices of the Shares on such stock exchange in Canada on which the Shares are listed during such Pricing Period as may be selected by the Committee for such purpose. If the Shares do not trade on such day on any such stock exchange, the Market Price shall be the simple average of the bid and ask prices of the Shares on the TSX during such Pricing Period.

The Company shall hold any unused balance of the Aggregate Contribution in trust for a Participant until such balance is utilized in accordance with the Plan.

2.7 Record of Purchase:

Within two months after each Issue Date, each Participant shall be furnished with a record of the Shares purchased on such Issue Date, the applicable Market Price and the balance remaining in his or her account, together with an electronic notification of the number of the Shares issued to and registered in the name of the Participant.

2.8 Restricted Period:

The Plan is intended to provide Shares for investment by Participants (through the holding of Shares in an attempt to align the interests of Participants and shareholders) and not for immediate resale; accordingly, the Participants must hold the Shares purchased under the Plan for one year. For the one-year period commencing on an Issue Date and ending on the first anniversary of such Issue Date (the "Restricted Period"),

the Shares issued to a Participant on such Issue Date may not be sold, transferred or otherwise disposed of by the Participant. The Participant shall be the registered holder of the Shares during the Restricted Period until such time as the Shares are sold or otherwise disposed of by the Participant following the expiration of the Restricted Period. During the Restricted Period the Participant shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the Participant shall have (a) the right to exercise the votes attaching to his or her Shares; and (b) all cash dividends and other cash distributions declared and paid by the Company in respect of any Shares shall be paid to or to the order of the Participant. During the Restricted Period, a Participant may transfer, sell or tender any or all of the Shares held by the Participant which are subject to a Restricted Period pursuant to a *bona fide* third party take-over bid made to all shareholders of the Company or similar acquisition transaction provided that, if the take-over bid or acquisition transaction is not completed, any Shares held by the Participant shall remain subject to the prohibitions on sale, transfer or other disposition until the expiration of the applicable Restricted Period. The Chief Executive Officer of the Company may elect, in his or her absolute discretion, to waive any Restricted Period applicable to the Shares held by a Participant. In respect of the waiver of any Restricted Period applicable to the Shares held by the Chief Executive Officer of the Company, the Committee shall make such election, in its absolute discretion.

The Restricted Period and the related restrictions on the sale, transfer or other disposition of the Shares by a Participant as set out in this Section 2.8 shall not be applicable to any Participants who are "U.S. Participants" employed by the Company in the United States. In this Section 2.8, a "U.S. Participant" shall include any Participant who is a U.S. person, as defined in Rule 902 of Regulation S under the United States Securities Act of 1933, as amended.

2.9 Withdrawal from the Plan:

In the event that a Participant ceases to be eligible for participation in the Plan by virtue of the termination of his or her relationship with the Company for any reason, whether voluntary or involuntary, or in the event of the death of the Participant while participating in the Plan, no further purchases of Shares will be made and the Participant's Contribution then held by the Company for the Participant shall be paid to the Participant or his or her estate or otherwise as directed by a court of competent jurisdiction, as the case may be, and the Company's Contribution then held in trust for the Participant shall be paid to the Company. In addition, any Restricted Period covering the Shares then held by the Participant shall immediately lapse and be of no further force or effect. Unless granted permission by the Chief Executive Officer of the Company in the case of a Participant other than the Chief Executive Officer, or by the Committee in the case of the Chief Executive Officer, a Participant is not permitted to withdraw from the Plan during a Plan Year in which the Participant has elected to participate in the Plan.

2.10 Termination of the Plan:

Termination of the Plan shall not affect the rights of the Participant's to the Shares purchased by them pursuant to the Plan. In the event of termination of the Plan, the Company shall pay to each Participant the Participant's Contribution then held in trust by the Company for such Participant.

2.11 Loans to Non-management Participants:

If a Participant who is not a director or officer of the Company (a "Non-Management Participant") desires to obtain one or more loans from the Company in order to assist him or her to pay the purchase price of any Shares acquired under the Plan, he or she may so advise the Company by request in writing and, in such event, the Committee may consider the request and, if thought fit by the Committee, cause the Company, subject to compliance with all applicable laws, to make a loan to him or her concurrently with one or more scheduled dates for payment of such Non-Management Participant's Contribution, the principal amount of any such loan will be the amount approved by the Committee.

Each loan made to a Non-Management Participant shall be evidenced by a promissory note and shall have a term not exceeding ten years from the date such loan is advanced to the Non-Management Participant. In addition, if such Non-Management Participant should cease to be an employee of the Company for any reason, whether voluntary or involuntary (including, without limitation, by reason of death, resignation,

discharge, illness, disability or otherwise), each loan made to such Non-Management Participant which is then outstanding shall become due and payable in full on the date which is the earliest of:

- (a) the stated maturity date of such loan as set out in the promissory note;
- (b) the second anniversary of the date on which such Non-Management Participant so ceased to be an employee of the Company; and
- (c) the date the Non-Management Participant becomes a director or officer of the Company.

The Committee shall have the right, in its sole discretion and at any time and from time to time, subject to regulatory approval, to change the foregoing provisions relating to the repayment of loans (save and except that the time in which any such loan must be repaid shall not exceed ten years from the date of the advance thereof). The respective terms and conditions pertaining to the repayment of loans from time to time outstanding need not be the same.

2.12 Security for Repayment of Loans:

If a loan is made to a Non-Management Participant, such Non-Management Participant shall, concurrently with the making of each loan to him or her, create a security interest in, pledge and hypothecate to and in favour of the Company, as continuing security for the repayment of the principal amount of such loan and all interest accruing thereon and any expenses incurred by the Company described below in (c), together with any other loans made by the Company to the Non-Management Participant from time to time, all interest accruing thereon and any expenses incurred by the Company in connection therewith, all of the shares (the "Pledged Shares") purchased by him or her with part or all of the proceeds of such loan and all proceeds of such Pledged Shares. Certificates representing the Pledged Shares shall be issued to and registered in the name of the Non-Management Participant and held by the Company (or an agent of the Company as stipulated by the Committee). Certificates representing Shares or other securities issued as stock dividends in respect of the Pledged Shares shall be issued to and registered in the name of the Non-Management Participant and held by the Company (or an agent of the Company as stipulated by the Committee) and shall form part of the Pledged Shares. All certificates representing the Pledged Shares shall be accompanied by irrevocable stock transfer powers duly endorsed in blank by such Non-Management Participant in respect of the Pledged Shares represented by such certificates.

Upon payment in full of all loans and all interest due thereon, the Company shall deliver to such Non-Management Participant certificates representing the Pledged Shares.

The occurrence of either of the following events shall constitute an Event of Default under any loan: (a) a Non-Management Participant defaults in the payment of the principal amount of any loan and/or the payment of interest due thereon and such default is not cured within 10 days of the occurrence thereof; or (b) a Non-Management Participant, or any third party in respect of such Non-Management Participant, files, institutes or commences any application, assignment, petition, proposal or proceeding under any bankruptcy, insolvency, liquidation, debt restructuring or similar law now or hereafter in effect seeking bankruptcy, liquidation or readjustment of debt or the appointment of a trustee, custodian, liquidator or similar official. Upon an Event of Default under any loan, the Company, in addition to any other legal or equitable rights it may have, shall at any time thereafter be entitled to:

- (a) set off any cash dividends or other cash distributions declared and payable by the Company in respect of the Pledged Shares as against and to the extent of the outstanding principal balance of such Non-Management Participant's loan and all interest accrued thereon and the expenses described in (c) below;
- (b) sell the Pledged Shares and apply the proceeds of sale to repay the outstanding principal balance of such Non-Management Participant's loan and all interest then accrued thereon and the expenses described below in (c); and
- (c) retain from the proceeds of such sale all amounts necessary to pay the expenses incurred by the Company in connection with such sale and to repay the outstanding balance of the loan including all interest thereon.

If there is a sale of any Pledged Shares and the proceeds from the sale of such Pledged Shares are sufficient to repay the expenses of such sale and the outstanding principal balance of any loan and/or interest thereon, the Company shall deliver the balance, if any, of the Pledged Shares and certificates therefore, if any, and/or the balance of the proceeds of such sale, if any, as the case may be, to the Non-Management Participant. If the proceeds from the sale of any Pledged Shares are insufficient to repay the expenses of such sale and the outstanding principal balance of any loan and/or any interest accruing thereon, the Non-Management Participant shall forthwith pay to the Company the amount of the deficiency. If any Pledged Shares which otherwise would be sold by the Company pursuant to the foregoing would be an "odd lot", the Company may in its discretion sell such greater number of Pledged Shares as is necessary to effect a sale consisting of one or more "board lots".

2.13 Voting rights and Cash Dividends:

So long as an Event of Default has not occurred: (a) each Non-Management Participant to whom any loan has been made shall have the right to exercise the votes attaching to his or her Pledged Shares; and (b) all cash dividends and other cash distributions declared and paid by the Company in respect of any Pledged Shares shall be paid to or to the order of the Non-Management Participant.

ARTICLE 3

GENERAL

3.1 Transferability:

All benefits and rights accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable unless specifically provided herein. During the lifetime of a Participant, all benefits and rights may only be exercised by the Participant.

3.2 Employment:

Nothing contained in the Plan or in any benefit or right granted hereunder shall confer upon any Participant any right with respect to service or continuance of service with the Company, or interfere in any way with the right of the Company to terminate the Participant service with the Company at any time. Participation in the Plan by a Participant is voluntary.

3.3 Record Keeping:

The Company shall maintain a register in which shall be recorded the name and address of each Participant and all Participant's Contributions.

3.4 Necessary Approvals:

The Plan, and the obligations of the Company to issue and deliver any Shares in accordance with the Plan, are subject to the approval of any regulatory authority having jurisdiction over the securities of the Company. If any Shares cannot be issued to any Participant for any reason whatsoever, the obligation of the Company to issue such Shares shall terminate and any Participant's Contribution held in trust for a Participant will be returned to the Participant.

3.5 Number of Shares Reserved:

The maximum number of Shares which may be reserved for issuance under the Plan shall be 8,100,000 Shares, which number may only be increased with the approval of the shareholders of the Company.

3.6 Adjustments in Event of Change in Shares:

(a) In the event of a subdivision, consolidation or reclassification of outstanding Shares or other capital adjustment, or the payment of a stock dividend thereon, the number of Shares reserved or

authorized to be reserved under the Plan shall be increased or reduced proportionately and such other adjustments shall be made as may be deemed necessary or equitable by the Committee.

- (b) In the event of a change in the Company's authorized Shares which is limited to a change in the designation thereof, the shares resulting from any such change shall be deemed to be Shares under the Plan. In the event of any other changes affecting the Shares, such adjustment shall be made as may be deemed equitable by the Committee to give proper effect to such event.

3.7 Plan Administration and Amendments to Plan:

- (a) The Plan will be administered by the Compensation Committee of the Board of Directors of the Company (the "Committee") or by any other committee of the Board of Directors or committee composed of directors and/or officers of the Company as the Board of Directors may from time to time designate, and after such designation, references to the Committee herein shall be deemed to refer to such other committee as the case may be.
- (b) The Committee shall have authority to adopt, amend or rescind rules and regulations as in its opinion may be advisable or required in the administration or operation of the Plan. The Committee shall also have authority to interpret and construe the Plan and the rules, regulations and documentation utilized under the Plan and may make any and all determinations deemed necessary or advisable for the administration of the Plan. Any interpretation or construction of any provision of the Plan or the rules, regulations or documentation utilized under the Plan shall be final, conclusive and binding on the Participants. All administrative costs of the Plan shall be paid by the Company. The senior officers of the Company are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications and writings as they in their absolute discretion consider necessary for the implementation of the rules and regulations established for administering the Plan.
- (c) The Committee reserves the right to amend, modify, suspend or terminate the Plan at any time if and when it is advisable in the absolute discretion of the Committee without notice to or approval by the shareholders of the Company, provided that all material amendments to the Plan shall require the prior approval of the shareholders of the Company. Examples of the specific types of amendments that are not material and that the Committee is entitled to make without shareholder approval include, but are not limited to:
 - (i) amendments to the Plan to ensure continuing compliance with applicable laws, regulations, requirements, rules or policies of any governmental or regulatory authority or stock exchange;
 - (ii) amendments of a "housekeeping" nature, which include amendments relating to the administration of the Plan or to eliminate any ambiguity or correct or supplement any provision herein which may be incorrect or incompatible with any other provision hereof;
 - (iii) amendments to change the class of Participants eligible to participate in the Plan;
 - (iv) amendments to change the terms and conditions of any financial assistance which may be provided by the Company to Participants under the Plan; and
 - (v) amendments to change the terms and conditions of the restrictions on the sale, transfer or other disposal of Shares by Participants under the Plan.
- (d) Notwithstanding anything contained herein to the contrary, no amendment to the Plan requiring the approval of the shareholders of the Company under any applicable securities laws or requirements shall become effective until such approval is obtained. Without limitation of the foregoing, the approval of a majority of the shareholders of the Company present in person or by proxy and entitled to vote at a meeting of shareholders shall be required for the following matters:
 - (i) any amendment to the provisions of section 3.7(c), other than an amendment within the nature of paragraphs (i) and (ii) of section 3.7(c);

- (ii) any amendment to increase the maximum number of Shares reserved for issuance under the Plan pursuant to section 3.5 (other than pursuant to section 3.6);
- (iii) any amendments to the Participant's Contribution limits provided for in section 2.2, including the Participant Contribution limit of any director of the Company; and
- (iv) any amendments to the Company's Contribution limits provided for in section 2.4.

3.8 No Representation or Warranty:

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the Plan.

3.9 Interpretation:

The Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

APPENDIX D

ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION

BE IT RESOLVED AS AN ADVISORY RESOLUTION THAT:

1. on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of the Company, the approach to executive compensation disclosed in this Circular is hereby accepted.



AGNICO EAGLE



8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

AGEQ 000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class
COMMON

Holder Account Number
C9999999999 IND



Fold

Form of Proxy - Annual and Special Meeting to be held on April 26, 2019

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 11:00 a.m., Toronto time, on April 24, 2019.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- Smartphone?
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456

**Appointment of Proxyholder**

I/We, being holder(s) of common shares of Agnico Eagle Mines Limited (the "Company") hereby appoint: Sean Boyd, Vice-Chairman and Chief Executive Officer of the Company, or failing him, R. Gregory Laing, General Counsel, Senior Vice-President Legal and Corporate Secretary of the Company

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of the Company to be held at the Arcadian Court, 401 Bay Street, Simpson Tower, 8th Floor, Toronto, Ontario on April 26, 2019 at 11:00 a.m. (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Dr. Leanne M. Baker	<input type="checkbox"/>	<input type="checkbox"/>	02. Sean Boyd	<input type="checkbox"/>	<input type="checkbox"/>	03. Martine A. Celej	<input type="checkbox"/>	<input type="checkbox"/>
04. Robert J. Gemmell	<input type="checkbox"/>	<input type="checkbox"/>	05. Mel Leiderman	<input type="checkbox"/>	<input type="checkbox"/>	06. Deborah McCombe	<input type="checkbox"/>	<input type="checkbox"/>
07. James D. Nasso	<input type="checkbox"/>	<input type="checkbox"/>	08. Dr. Sean Riley	<input type="checkbox"/>	<input type="checkbox"/>	09. J. Merfyn Roberts	<input type="checkbox"/>	<input type="checkbox"/>
10. Jamie C. Sokalsky	<input type="checkbox"/>	<input type="checkbox"/>						

Fold

2. Appointment of Auditors

Appointment of Ernst & Young LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For ☐ Withhold ☐

3. Incentive Share Purchase Plan

Consideration of and, if deemed advisable, the passing of an ordinary resolution approving an amendment to the Company's Incentive Share Purchase Plan.

For ☐ Against ☐

4. Executive Compensation

Consideration of and, if deemed advisable, the passing of a non-binding, advisory resolution accepting the Company's approach to executive compensation.

For ☐ Against ☐

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

☐

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.