If you have any questions regarding the information described in this Management Information Circular or require assistance with voting your shares, please contact D.F. King at 1-800-926-7043 toll free in North America or call collect outside of North America at 1-201-806-7301 or by email at inquiries@dfking.com

ENDEAVOUR MINING

Creating a premier African gold producer

NOTICE OF 2017 ANNUAL GENERAL MEETING

Meeting Date: June 27, 2017

MANAGEMENT INFORMATION CIRCULAR

www.endeavourmining.com

Letter from the Chairman of the Board

Dear Shareholders,

It is our pleasure to invite you to Endeavour's 2017 Annual General Meeting, which will be held on June 27, 2017. Your vote is important. You can vote by proxy on the Internet, by phone, by fax or by mail. You can also vote in person at the meeting if you are a registered shareholder. This Circular provides details about the items to be considered at the Meeting.

1. **You will be electing the 7 members of your Board**. All of the individuals nominated by management for election as directors are currently members of the Board. This Circular includes a profile on each nominated director, along with information concerning his or her participation on our committees and ownership of equity securities in Endeavour.

2. **You will be appointing your auditors**. The Board recommends that Deloitte LLP be reappointed as auditors.

3. **You will be asked to consider and approve equity-based incentive plans**. These performance share unit and performance share plans are used to incentivize our executives and other employees by linking their compensation to shareholder returns and specific performance metrics. We are seeking your approval to permit the awards under these plans to be settled with either cash or shares of the Corporation. Currently, awards under these plans may only be cash settled.

163%
TOTAL SHAREHOLDER RETURN FOR 2016, BEATING THE S&P TSX GLOBAL GOLD INDEX, WHICH WAS UP 50%

583,712 oz
RECORD ANNUAL GOLD PRODUCTION LEVEL

$884/oz
RECORD LOW ALL-IN-SUSTAINING COST

↓$118M
REDUCTION OF NET DEBT FROM $144M IN 2015 TO $26M IN 2016

The Board is responsible for the supervision of the management of the business and this Circular contains information about our philosophy, policies and programs. The following summary table provides a Corporate Governance snapshot.

Size of the proposed Board	**7**	Policy on interlocking directors	✓
Number of independent directors	**6**	Director share ownership guidelines	✓
All committee members are independent	✓	New director orientation	✓
Directors are elected annually	✓	Continuing director development	✓
Directors are elected individually	✓	Regular assessment of the Board and its committees	✓
Majority voting policy for the election of directors	✓	Code of business conduct and ethics rooted in core values	✓
The roles of Chair and CEO are separate	✓	Mechanisms to ensure Board renewal	✓
Anti-hedging polices	✓		

During 2016, we made some significant changes to strengthen Endeavour as we prepare to implement our new growth strategy. Those changes included:

- appointing a new CEO and streamlining our Executive Committee, reducing it to seven members from 10;
- consolidating our corporate functions in Vancouver, Paris and Monaco into a new corporate office in London;

- relocating our Operations Office from Accra to Abidjan, which included moving our Chief Operating Officer, our Executive Vice President, Projects, and our Executive Vice President, Exploration and Growth, as well as their teams in order to maintain close collaboration and proximity to our operations; and

- appointing two new non-executive directors to our Board in 2016: Olivier Colom and Livia Mahler, reinforcing the Board's expertise in areas such as finance, government relations, and corporate governance.

During 2016 Frank Giustra and Miguel Rodriguez departed the Board; additionally it has been agreed that Ian Henderson will not be standing for re-election at this Annual General Meeting. We thank each of them for their significant efforts and many contributions.

Finally, with the objective of continuing to strengthen our governance practices, we re-evaluated the philosophy and methodology our of executive compensation system to better align it with shareholder interests. Our evaluation resulted in a number of important changes designed to more closely link executive compensation with key strategic and operational targets and shareholder value creation, including decreasing the proportion of executive compensation awarded under short-term incentive plans, and strengthening the linkage of long-term incentive compensation to operational performance.

Your participation as a shareholder is very important to us. Please review this Circular before exercising your vote, as it contains important information relating to the business of the Meeting.

Thank you for your support and continued confidence in Endeavour Mining.

Sincerely,

Michael Beckett
Chair of the Board

May 18, 2017

Letter from the Chief Executive Officer and President

Dear Shareholders,

In 2016, we reset our strategy and built a roadmap to turn Endeavour into a premier low-cost African gold producer. Today, we are focused on two key medium term objectives: building a portfolio of mines with more than 10 years' mine life and achieving an all-in sustaining cash cost of less than US$800 per ounce.

In pursuit of these objectives, we developed a strategy based on four key pillars: operational excellence, project development, unlocking exploration value and balance sheet and portfolio management. We made significant progress in all of these areas over the past year:

1. **Operational Excellence**

   Endeavour has a proven track record of successful operations in West Africa. Our management team possesses deep experience in the region and is supported by a strong operations team. Locating our Operations Office in Abidjan further reinforces our focus on operational excellence and ensures management is closely engaged with mine performance.

   In 2016, we continued to capitalize on our operational strengths, marking the sixth consecutive year we have met guidance. We also increased production by 13% in 2016 to 583,712 ounces of gold, decreased all-in sustaining cost (AISC) by 4% to US$884, and increased free cash flow to US$142 million, a 55% increase from 2015.

   Last year's strong performance leaves us in a solid position to continue to increase production in 2017 to 600,000 to 640,000 ounces at a target group AISC of $860-905/oz.

2. **Project Development**

   We have a highly attractive project pipeline consisting of two near-term projects: Houndé and the Ity carbon-in-leach (CIL) plant. Both of these top-tier projects are strategic priorities for Endeavour and catalysts for significant long-term, low-cost production growth. Together, Houndé and Ity CIL are expected to add more than 400,000 ounces of production at an AISC of less than US$700 per ounce.

   Construction started at Houndé in April 2016, and the first gold pour is anticipated in the fourth quarter of 2017. To date, construction is progressing on schedule and on budget.

   We also published a feasibility study in 2016 for Ity's CIL plant, validating Ity's status as a long-life, low-cost project, and we recently announced that we have increased our interest in Ity from 55% to 80%. Prior to making an investment decision (anticipated in 2017), our Projects team is working on an optimised construction-case, which we expect will improve the project economics.

3. **Unlocking Exploration Value**

   Endeavour has one of the largest and most promising exploration portfolios in West Africa, covering more than 7,000 square kilometers of exploration tenements and more than 200 exploration targets.

   In 2016, we undertook a strategic review of our exploration activities, resulting in a 5-year target to identify 10-15 million new ounces of gold, which would double our existing resource base. We anticipate a low average discovery cost of approximately US$15 per ounce of discovered gold.

   As a result, we have doubled our annual exploration budget to $35-$40 million. Work has already begun on a number of priority targets. We are excited by the significant exploration potential within our portfolio and look forward to updating shareholders with our progress.

4. **Balance Sheet and Portfolio Management**

   In order to push forward our organic growth strategy, centered on advancing our development projects and sustaining exploration efforts, we are focused on maintaining a healthy financial structure characterized by low net debt with strong liquidity and available financing sources.

   In 2016, we significantly decreased our net debt from US$144 million to US$26 million, and we finished the year with strong liquidity including US$124 million in available cash and $210 million in an undrawn credit facility. This strong improvement in financial position, along with our free cash flow generation, allowed us to fund and launch the construction of Houndé in 2016, while leaving further headroom to fund exploration and the Ity CIL project in 2017 and beyond.

   In keeping with our objective of improving portfolio quality through active management, in 2016 we divested the Youga mine, which had a relatively high AISC and short mine life, and we purchased the Karma mine, which has a low AISC and long mine life, through our acquisition of True Gold Mining Inc.

In summary, 2016 was a transformational year for Endeavour. We established a new strategy and delivered against our objectives. Our performance over the course of the year was reflected in our share price performance, which tripled over the course of the calendar year.

I would like to credit the contributions of every executive, manager and employee for our strong performance in 2016. We have built an exceptional team. And I would like to thank you, our shareholders, for your continued support of Endeavour Mining.

Sincerely,

Sébastien de Montessus
CEO and President

May 18, 2017

NOTICE OF 2017 ANNUAL GENERAL MEETING

Date & Time

Tuesday, June 27, 2017 at 2:00 p.m. (CEST) (the "**Meeting**").

How to Participate

Attend in person at Bureau 76, 7 Boulevard des Moulins, 98000 Monaco, if you are a registered shareholder, or submit your proxy or voting instruction form in accordance with the instructions set out in the accompanying management information circular (the "**Circular**") of Endeavour Mining Corporation (the "**Corporation**") dated May 18, 2017.

Meeting Materials

It is important that you review the accompanying Circular before exercising your vote, as it contains important information relating to the business of the Meeting.

Business of the Meeting

The Meeting is being held for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the year ended December 31, 2016 and the report of the auditors thereon;
2. to appoint Deloitte LLP, Chartered Professional Accountants, as Auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
3. to elect directors as more particularly described in the accompanying Circular;
4. to consider, and if deemed advisable, pass an ordinary resolution of shareholders approving certain performance share unit and performance share plans of the Corporation, as more particularly described in the accompanying Circular; and
5. to transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

Voting Entitlement

The Board of Directors of the Corporation has fixed the close of business on May 17, 2017 as the record date of the Meeting, being the date for determination of the registered holders of ordinary shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

If you have any questions regarding the information described in this Management Information Circular or require assistance with voting your shares, please contact D.F. King at 1-800-926-7043 toll free in North America or call collect outside of North America at 1-201-806-7301 or by email at inquiries@dfking.com.

Dated at Monaco as of the 18th day of May, 2017.

By order of the Board of Directors,

"Sébastien de Montessus"
Sébastien de Montessus
Chief Executive Officer, President & Director

2017 MANAGEMENT INFORMATION CIRCULAR

This management information circular (the "**Circular**") has been prepared for the holders of ordinary voting shares ("**Shares**") of Endeavour in connection with our Annual General Meeting of shareholders to be held on June 27, 2017 (the "**Meeting**"). References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

In this Circular, "you", "your" and "shareholder" refer to direct and indirect holders of Shares and "we", "us", "our", "Endeavour" and the "Corporation" refer to Endeavour Mining Corporation, unless otherwise indicated.

Information in this Circular is as of May 18, 2017, unless otherwise indicated. All dollar figures are in US dollars, unless otherwise indicated.

What's Inside

VOTING AND OTHER IMPORTANT INFORMATION

Solicitation of Proxies

Both the Board of Directors (the "**Board**") and management of Endeavour encourage you to vote at the Meeting. We are soliciting proxies for the Meeting to be held on June 27, 2017 or any adjournment or postponement thereof at the time and place and for the purposes set forth in the accompanying notice of Meeting. Proxies may also be solicited personally or by telephone, facsimile, mail or electronically by the directors and regular employees of the Corporation at a nominal cost to the Corporation.

D.F. King is acting as the Corporation's proxy solicitation agent. If you have any questions or require assistance in voting your proxy, please contact our proxy solicitation agent, D.F. King, at 1-800-926-7043 toll free in North America, or call collect outside North America at 1-201-806-7301 or by email at inquiries@dfking.com. The Corporation will be paying D.F. King a fee of approximately CDN$48,000, plus out-of-pocket expenses.

Voting Procedures

Endeavour's shareholders consist of registered (or direct) shareholders, beneficial (or indirect) shareholders, and registered (or direct) and beneficial (or indirect) holders of redeemable preferred shares in the capital of Avion Gold Corporation ("**Exchangeable Shares**"), which are exchangeable for Shares in accordance with their terms. You are a registered shareholder if your name appears on a physical share certificate or DRS advice issued by the Corporation's transfer agent. You are a beneficial shareholder if you hold Shares or Exchangeable Shares through an intermediary, such as a bank, trust company, securities dealer, broker or other nominee or a clearing agency. Most of Endeavour's shareholders are beneficial shareholders.

If you owned Shares or Exchangeable Shares (either directly or through an intermediary) as of May 17, 2017 (the "**Record Date**"), you are entitled to have your vote counted at the Meeting. The instructions provided below set forth the different procedures to be followed to ensure you are represented at the Meeting whether you are a registered or beneficial holder of Shares or Exchangeable Shares. If your Shares or Exchangeable Shares are held in more than one form, you should sign and submit all forms of proxy and voting instruction forms received in accordance with the instructions provided.

Registered Shareholders

Registered shareholders have two methods by which they can vote their Shares at the Meeting: in person or by proxy. To ensure representation at the Meeting, registered shareholders are encouraged to complete and return the form of proxy enclosed with the Meeting materials mailed to them whether or not they intend to attend the Meeting. Sending in a form of proxy will not prevent a registered shareholder from voting in person at the Meeting; if the Meeting is attended, the registered shareholder's vote will be taken and counted at the Meeting.

A shareholder appointing a proxyholder may indicate the manner in which the appointed proxyholder is to vote regarding any specific item by checking the space opposite the item on the proxy. The Shares represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the directions, if any, given in the proxy. If the shareholder giving the proxy wishes to confer a discretionary authority regarding any item of business, then the space opposite the item should be left blank; your proxyholder will thereby be entitled to vote your Shares as he or she thinks fit.

A shareholder can appoint another person, who need not be a shareholder, to represent such shareholder at the Meeting by inserting such person's name in the blank space provided in the form of proxy and striking out the names of the persons designated by management in the form of proxy, or by completing another proper form of proxy. If you appoint the persons designated by management in the form of proxy as your proxyholder, such proxyholder will, unless you give contrary instructions, vote the Shares represented by the proxy for or in favour of all matters described herein.

Proxies must be completed in accordance with the instructions provided on the form of proxy and must be received by the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by 2:00 p.m. (CEST)/ 5:00 a.m. (PST) / 8:00 a.m. (EST) on June 23, 2017, or not less than 48 hours before the commencement of any adjournment or postponement of the Meeting. Registered shareholders must return the properly completed proxy to Computershare as follows:

1. ***By mail or personal delivery*** to Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1;
2. ***By fax*** to Computershare, to the attention of the Proxy Department at 1-866-249-7775 (toll free within Canada and the U.S.) or 416-263-9524 (international);
3. ***By telephone*** by calling 1-866-732-8683 (toll free within Canada or the U.S.) from a touch tone telephone and referring to your control number provided on the form of proxy delivered to you; or
4. ***Over the internet*** by going to www.investorvote.com and following the online voting instructions given to you and referring to your control number provided on the form of proxy delivered to you.

The Chairman of the Meeting will have the discretion to accept or reject proxies deposited in any other manner, including waiving the time limit for deposit of proxies without notice.

Only registered shareholders are entitled to attend and vote their Shares at the Meeting in person. Alternatively, you can vote your Shares at the Meeting by proxy. You are a registered shareholder if your name appears on a physical share certificate or DRS advice issued by the Corporation's transfer agent. If you are a registered shareholder and plan to attend the Meeting at Bureau 76, 7 Boulevard des Moulins, 98000 Monaco, on June 27, 2017 at 2:00 p.m. (CEST), and wish to vote your Shares or Exchangeable Shares in person, please register with the scrutineer upon arrival at the Meeting.

Revocation of a Proxy

Registered shareholders who have given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by the proxy. Registered shareholders may revoke a proxy by depositing a written instrument giving notice of revocation: (a) at the office of Computershare set out above or at the registered office of Endeavour on or before the last business day preceding the day of the Meeting at which the proxy is to be used; or (b) with the Chairman of the Meeting on the day of the Meeting (prior to the commencement of the Meeting). The written notice of revocation may be executed by the registered shareholder or by an officer or attorney upon presentation of written authorization of the shareholder.

In addition, a proxy may be revoked by (a) the registered shareholder executing another form of proxy bearing a later date and depositing the same at the offices of Computershare prior to the deadline for depositing proxies set out above; or (b) by the registered shareholder personally attending the Meeting, identifying himself or herself to the scrutineer as a registered shareholder as of the Record Date present in person, and voting his or her Shares. A proxy may also be revoked by any other method permitted by applicable law.

Beneficial Shareholders

The information set out in this section is important to many of Endeavour's shareholders as a substantial number of shareholders do not hold their Shares in their own names.

If your 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, on your behalf as a beneficial shareholder. There are two kinds of beneficial shareholders:

1. Objecting Beneficial Owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**"); and
2. Non-Objecting Beneficial Owners: those who do not object (called "**NOBOs**").

Endeavour has distributed materials for the Meeting to intermediaries for distribution to beneficial shareholders (both NOBOs and OBOs). Typically, intermediaries will use a service company, such as Broadridge Financial Solutions, Inc. ("**Broadridge**"), to forward meeting materials to beneficial shareholders. Beneficial shareholders who have not waived the right to receive meeting materials will also receive either a voting instruction form ("**VIF**") or, less frequently, a form of proxy. The purpose of these forms is to permit beneficial shareholders to direct the voting of the Shares they beneficially own.

Endeavour may utilize D.F. King's services to assist NOBOs with voting their Shares. NOBOs may be contracted by D.F. King to conveniently obtain a vote directly over the telephone.

Each intermediary will have its own procedures to permit voting of Shares held on behalf of beneficial shareholders, including requirements as to when and where proxies or VIFs are to be delivered. Beneficial shareholders should carefully follow the instructions provided by their intermediary to ensure that their Shares are voted at the Meeting.

If you are a Beneficial Endeavour Shareholder and wish to:

- Change voting instructions given to your intermediary; or
- Revoke voting instructions given to your intermediary,

follow the instructions given by your intermediary or contact your intermediary to discuss what procedure to follow.

In addition, Management of Endeavour has elected to pay to distribute its meeting materials to the OBOs.

Holders of Avion Exchangeable Shares

On October 18, 2012, Endeavour completed its acquisition of Avion Gold Corporation ("**Avion**"), resulting in Endeavour acquiring all of the outstanding voting shares of Avion. Pursuant to the terms of the acquisition, in lieu of receiving Shares of Endeavour for their Avion shares, eligible Avion shareholders were entitled to elect to receive Exchangeable Shares. Pursuant to Endeavour's 10 'old' for 1 'new' consolidation of Shares in 2015, each Exchangeable Share now is exchangeable or redeemable for one-tenth of a Share in accordance with its terms and each Exchangeable Share carries, to the extent practicable, economic and voting rights equivalent to those of one-tenth of a Share. As of the Record Date, Exchangeable Shares that are exchangeable or redeemable for 22,369 Shares are outstanding. The underlying Shares for which outstanding Exchangeable Shares may be exchanged have been issued by Endeavour and are held by a wholly-owned subsidiary of Endeavour.

Pursuant to a Voting and Exchange Trust Agreement dated October 18, 2012 among Endeavour, Avion, Computershare (as "**Trustee**") and certain subsidiaries of Endeavour, registered holders of Exchangeable Shares have been granted contractual voting rights with respect to Endeavour, exercisable through the Trustee. Such holders are entitled (a) to instruct the Trustee as to the voting of the underlying Shares at the Meeting or (b) to attend the Meeting personally to vote the underlying Shares.

If you are a registered holder of Exchangeable Shares, you can vote by using the form of proxy enclosed with the Meeting materials mailed to you and ensuring receipt by Computershare of such instructions via any of the means of delivery described above under the heading "*Registered Shareholders*" by 2:00 p.m. (CEST)/ 5:00 a.m. (PST) / 8:00 a.m. (EST) on June 23, 2017, or not less than 48 hours before the commencement of any adjournment or postponement of the Meeting. The form of proxy permits you to instruct the Trustee to cause a number of votes to be cast at the Meeting equal to one-tenth of the number of Exchangeable Shares held by you at the Record Date in accordance with your instructions. You also can use your form of proxy to request a proxy to personally attend and vote at the Meeting or to designate a proxyholder to represent you at the Meeting. To do so, simply fill in your name or the name of the person that you wish to appoint to represent you in the space provided on the form of proxy.

If instructions are not received from a holder of Exchangeable Shares, the voting rights associated with the underlying Shares to which such holder is entitled will not be exercised at the Meeting. Voting instructions may be revoked by a registered Exchangeable Shareholder by any method described above under the heading "*Registered Shareholders – Revocation of a Proxy*".

If you are an OBO or a NOBO of Exchangeable Shares and have received the Meeting materials from your intermediary, carefully follow the instructions provided by your intermediary to ensure your votes are recorded at the Meeting.

Endeavour may utilize D.F. King's services to assist NOBOs with voting their Shares. NOBOs may be contracted by D.F. King to conveniently obtain a vote directly over the telephone.

In addition, Management of Endeavour has elected to pay to distribute its meeting materials to the OBOs of Exchangeable Shares.

Additional information about the contractual voting rights provided to holders of Exchangeable Shares is set out in the Voting Agreement, a copy of which is available under Endeavour's SEDAR profile at www.sedar.com.

Quorum and Votes Necessary to Pass an Ordinary Resolution

Under Endeavour's articles of association, the quorum for the transaction of business at the Meeting consists of two or more registered shareholders holding at least five per cent (5%) of the paid up voting share capital of Endeavour present in person or by proxy.

The resolutions to be submitted to Endeavour shareholders at the Meeting are ordinary resolutions requiring the approval of a simple majority (50% plus one vote) of the votes cast.

Voting Shares and Principal Holders Thereof

The authorized capital of Endeavour is US$30,000,000 divided into 200,000,000 Shares with a par value of US$0.10 each, and 100,000,000 undesignated shares with a par value of US$0.10 each, of which none of the undesignated shares have been issued.

Wednesday, May 17, 2017 has been fixed in advance by the directors as the Record Date for the purposes of determining those Endeavour shareholders entitled to receive notice of, and to vote in person or by proxy at the Meeting or any adjournment or adjournments thereof. As at the close of business on the Record Date, Endeavour had 96,492,279 Shares issued and outstanding, each Share carrying the right to one vote.

At the Meeting on a show of hands, every individual who is present as a registered shareholder or as a representative of one or more registered corporate shareholders, or who is holding a proxy on behalf of an Endeavour shareholder who is not present at the Meeting, will have one vote, and on a poll every Endeavour shareholder present in person or represented by proxy and every person who is a representative of one or more corporate Endeavour shareholders, will have one vote for each Share of which such person, or the person represented, is the holder. At the Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by one or more shareholders present in person or by proxy entitled to vote. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

To the knowledge of the directors and senior officers of Endeavour, no person beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying 10% or more of the voting rights attached to all the issued and outstanding Shares as at the date of this Circular, other than La Mancha Holding S.àr.l. ("**La Mancha**"), which as of the date of this Circular beneficially owns, directly or indirectly, or exercises control or direction over, 28,826,304 Shares, representing approximately 30% of the voting rights attached to all the issued and outstanding Shares as of the Record Date.

Caution on Forward-Looking Statements

This Circular contains "forward-looking statements". Forward-looking statements include, but are not limited to, statements with respect to Endeavour's plans or future financial or operating performance, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, commodity prices, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, economic, political and regulatory conditions, realization of unused tax benefits and the future outcome of legal and tax matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "will continue" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "have potential" or "will be taken", "occur" or "be achieved". The material factors or assumptions used to develop material forward-looking statements are disclosed throughout this document and other publicly-available filings of Endeavour.

Forward-looking statements, while based on management's best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Endeavour to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the successful integration of acquisitions; risks related to international operations; risks related to joint venture operations; risks related to general economic conditions and credit availability; actual results of current exploration activities; unanticipated reclamation expenses; changes in project parameters as plans continue to be refined; fluctuations in prices of metals including gold; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which Endeavour operates; actual resolutions of legal and tax matters, as well as those factors discussed in the section entitled "Risk Factors" in the Corporation's most recent Annual Information Form, a copy of which is available under Endeavour's SEDAR profile at www.sedar.com. Although Endeavour has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Endeavour's management periodically reviews information reflected in forward-looking statements.

BUSINESS OF THE MEETING

Receiving the Audited Consolidated Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2016 are available on the Corporation's website at www.endeavourmining.com and under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com, and have been mailed to shareholders who requested them. Management will be available to review Endeavour's consolidated financial results at the Meeting, and there will be an opportunity for discussion of these results with shareholders and proxyholders who are present.

Appointment of Auditor

The auditor of the Corporation since July 2, 2002 has been Deloitte LLP, Chartered Professional Accountants. The audit partner with primary responsibility for Endeavour's audit services is periodically rotated in accordance with regulatory requirements. Shareholders will be asked at the Meeting to vote for the appointment of Deloitte LLP as auditor of the Corporation until the next Annual General Meeting of Endeavour's shareholders at remuneration to be fixed by the Board.

Aggregate fees paid to Endeavour's auditor relating to the years ended December 31, 2016 and 2015 were as follows:

	December 31, 2016 (C$)	December 31, 2015 (C$)
Audit Fees(1)	1,713,000	1,388,095
Tax Fees(2)	560,959	496,627
All Other Fees(3)	44,485	9,740
Total Fees	2,318,444	1,894,462

(1) "Audit Fees" are the aggregate fees billed by the auditors for audit services.

(2) "Tax Fees" are fees for tax compliance work, preparing the annual tax returns and tax planning issues.

(3) "All Other Fees" are the aggregate fees paid to the auditors for general advisory services and other audit related services.

The Board recommends that Endeavour shareholders vote FOR the appointment of Deloitte LLP as the auditor of Endeavour for the 2017 fiscal year and for the authorization of the Board to set their remuneration. It is intended that all proxies received will be voted in favour of the appointment of Deloitte LLP as auditor of the Corporation unless a proxy contains instructions to withhold the same from voting.

Election of Directors

Shareholders are being asked to elect a Board comprised of seven members, namely:

Michael Beckett
Ian Cockerill
Olivier Colom
Livia Mahler
Wayne McManus
Sébastien de Montessus
Naguib Sawiris

Information about the individual director nominees can be found on pages 9 to 12 of this Circular. Directors appointed at the Meeting will hold office until the next annual general meeting or until their successors are elected or appointed. All of the nominees are currently directors of Endeavour and all nominees, except for Sébastien de Montessus, Chief Executive Officer and President of Endeavour, are independent of Endeavour. Naguib Sawiris, though a nominee of our 30% shareholder, La Mancha, is independent of Endeavour.

Majority Voting

On the recommendation of the Corporate Governance & Nominating Committee, the Board has adopted a majority voting policy pursuant to which any nominee proposed for election as a director, other than in a contested election, who receives, from the Shares voted at the Meeting in person or by proxy, a greater number of votes withheld than votes in favour of their election, must immediately tender his or her resignation to the Chairman of the Board, effective upon acceptance by the Board. The Corporate Governance & Nominating Committee will consider the director's offer to resign and make a recommendation to the Board whether to accept it within 90 days of the Meeting. In its deliberations, the Corporate Governance & Nominating Committee may consider any exceptional circumstances as to why the Board should not accept the resignation of the tendering director and any other factors that the members of the Board consider relevant. The Board will accept the resignation absent exceptional circumstances. The Corporation will promptly issue a press release with the Board's decision which, if applicable, shall include reasons for not accepting a resignation.

The tendering director will not participate in any Corporate Governance & Nominating Committee or Board deliberations on the resignation offer.

The Board recommends that Endeavour shareholders vote FOR the election of each of the nominees as a director. It is intended that all proxies received will be voted in favour of the election of the nominees whose names are set forth above unless a proxy contains instructions to withhold the same from voting.

Approval of Performance Share Unit Plans

At the Meeting, shareholders will be asked to consider an ordinary resolution approving the PSU Plans (as defined below), which approval is required in order to permit awards of performance share units and performance shares ("**PSUs**") granted under the PSU Plans to be settled in Shares. Absent shareholder approval, awards under the PSU Plans may only be settled in cash. We are seeking shareholder approval of the PSU Plans so that the Corporation may, in its discretion, settle PSU awards in either cash or Shares. We believe this discretion will be beneficial to the Corporation having regard to optimal allocation of cash resources and other relevant factors at the time of vesting. For discussion of the Corporation's long term incentive program, including anticipated awards under the PSU Plans and the performance criteria for vesting of such awards, see page 23 of this Circular.

Awards of PSUs to the Corporation's executives and other employees are outstanding under the following plans:

1. the Corporation's first PSU plan adopted by the Board on March 18, 2014, pursuant to which executives and other employees were awarded PSUs prior to April 2016 (the "**Initial PSU Plan**");

2. a PSU plan adopted by the Board on October 7, 2016 to implement the Executive LTIP (as defined below), pursuant to which United Kingdom resident executives have been granted and are eligible to receive PSU awards (the "**UK Executive PSU Plan**");

3. a PSU plan adopted by the Board on October 7, 2016 to implement the Executive LTIP, pursuant to which non-United Kingdom resident executives have been granted and are eligible to receive PSU awards (the "**Non-UK Executive PSU Plan**"); and

4. a PSU plan adopted by the Board on February 24, 2017, pursuant to which non-executive management and other employees have been granted and are eligible to receive PSU awards (the "**Employee PSU Plan**"),

   (collectively, and each as may be amended from time to time in accordance with its terms, the "**PSU Plans**").

The terms of the PSU Plans, including applicable performance criteria, are summarized below, beginning on page 44 of this Circular. Each of the PSU Plans has been approved by the Board. Shareholder approval is required by the Toronto Stock Exchange in order to permit awards under the PSU Plans to be potentially settled in Shares.

The UK Executive PSU Plan grants performance shares, rather than performance share units as under the other PSU Plans. The performance shares are a special class of non-voting shares issued in an Endeavour subsidiary company (Endeavour Gold Corporation). The rights of the performance shares mean that the potential payout is identical (though potentially more tax-efficient for UK resident executives) to what would be available through an equivalent performance share unit grant made under the Non-UK Executive PSU Plan. As a result, any use of the term "PSU" in this circular can be taken to also refer to performance shares, unless otherwise indicated.

The text of the ordinary resolution approving the PSU Plans (the "**PSU Plans Resolution**") to be considered by shareholders at the Meeting, and if deemed appropriate, passed, with or without amendment, is set forth below. The PSU Plans Resolution must be approved by the affirmative vote of at least a simple majority of votes cast by shareholders who vote in person or by proxy at the Meeting to become effective:

"BE IT RESOLVED THAT:

1. the Initial PSU Plan, the UK Executive PSU Plan, the Non-UK Executive PSU Plan and the Employee PSU Plan as more particularly described in the Corporation's Management Information Circular dated May 18, 2017, be and are hereby approved, and the Corporation may grant awards under such plans until June 27, 2020, being three years from the date of the Corporation's 2017 Annual General Meeting; and

2. any one director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution."

The Board recommends that Endeavour shareholders vote FOR the PSU Plans Resolution. It is intended that all proxies received will be voted in favour of the PSU Plans Resolution unless a proxy contains instructions to vote against the PSU Plans Resolution.

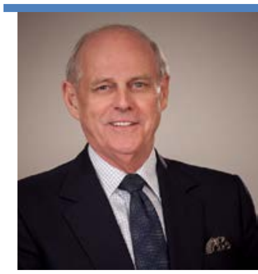
Other Business

Following the conclusion of the formal business of the Meeting, management of Endeavour will invite questions and comments from shareholders.

As of the date of this Circular, management is not aware of any changes to the items of business of the Meeting listed above and does not expect any other business to be brought forward at the Meeting. If there are changes or new business, your proxyholder will be entitled to vote your Shares as he or she sees fit.

BOARD OF DIRECTORS

About our Nominees



MICHAEL BECKETT
London, England
Director and Chairman
(Independent)

Principal Occupation: Various Chairman and Director appointments

Director since: July 26, 2002

Shareholdings:
16,000 Shares and
59,655 Deferred Share Units

2016 total compensation:
US$190,000 (7% cash, 93% DSUs)

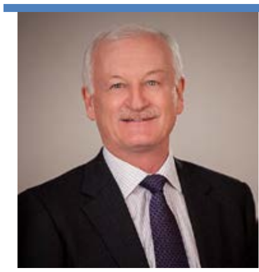
Other Public Company Directorships:
None

Michael Beckett is the Chairman of Endeavour. He has 40 years' experience in the mining sector and has been involved in the development of some of the largest gold mines in the U.S., Africa and Papua New Guinea; iron ore mines in West Australia; industrial minerals in the Ukraine, Russia and Indonesia; and platinum in South Africa. Mr. Beckett was previously Chairman of Ashanti Goldfields Company Limited, Managing Director of Consolidated Gold Fields plc, Chairman of WBB Minerals Ltd, Clarkson plc, the Thomas Cook Group and MyTravel.

Mr. Beckett is a member of Endeavour's Audit Committee and Corporate Governance & Nominating Committee and the chair of the Remuneration Committee and the Safety, Health & Environment Committee. Mr. Beckett is also a director of International Hotels Investment Limited.

2016 Meeting Attendance

Board Meetings	Audit Committee	Corporate Governance	Remuneration	SH&E
8/8	4/4	2/2	5/5	3/3



IAN COCKERILL
Johannesburg, South Africa
Director (Independent)

Principal Occupation: Various Chairman and Director appointments

Director since: September 17, 2013

Shareholdings:
9,400 Shares and
28,759 Deferred Share Units

2016 total compensation:
US$110,000 (45% cash, 55% DSUs)

Other Public Company Directorships:
Orica Ltd.
Ivanhoe Mines Ltd.
Blackrock World Mining Trust

Ian Cockerill has over 40 years of experience in the mining industry, having been responsible for business development at AngloGold, and Chief Executive Officer of both Gold Fields Ltd. and AngloCoal, between 1999 and 2009. He is a non-executive director of Orica Ltd in Australia, the senior lead independent director of Ivanhoe Mines Ltd. (formerly Ivanplats) and non-executive Chair of Blackrock World Mining Trust.

Mr. Cockerill is a member of the Safety, Health & Environment Committee.

2016 Meeting Attendance

Board Meetings	SH&E
6/8	3/3

OLIVIER COLOM
Paris, France
Director (Independent)

Principal Occupation: Chairman of OC Advisory

Director since: October 1, 2016

Shareholdings:
2,333 Deferred Share Units

2016 total compensation:
US$30,000 (42% cash, 58% DSUs)

Other Public Company Directorships:
None

Olivier Colom is a former French diplomat and diplomatic adviser to President Nicolas Sarkozy, with extensive experience of African affairs. At the French Foreign Office, he helped to reform France's development aid programme before specialising in European Union affairs, notably economic, financial, budgetary and agricultural affairs. He has served as a diplomat in Oslo and London, where he was seconded to the office of UK Prime Minister Tony Blair in 2005-2006, and subsequently joined the French President's staff at the Elysée Palace in 2007, serving as diplomatic advisor and deputy "Sherpa" to President Nicolas Sarkozy. From 2013 to 2016, he was a member of the Edmond de Rothschild Group's Executive Committee. Mr. Colom is currently the chairman of OC Advisory. He is a graduate of the National School of Administration and the Institute of Political Studies in Paris, and holds a degree in General Public Law (Sorbonne) and a masters degree in International Law from Paris X University.

2016 Meeting Attendance[(1)]

Board Meetings	Corporate Governance	Remuneration
2/2	1/1	1/1

(1) Mr. Colom was appointed to the Board on October 1, 2016; as a result he attended 100% of the Board and committee meetings since his appointment.

LIVIA MAHLER
Vancouver, Canada
Director (Independent)

Principal Occupation: Chief Executive Officer of Computational Geosciences Inc.

Director since: October 1, 2016

Shareholdings:
1,159 Deferred Share Units

2016 total compensation:
US$27,500 (64% cash, 36% DSUs)

Other Public Company Directorships:
Ivanhoe Mines Ltd.

Livia Mahler has significant experience in corporate governance having sat on a number of Audit and Compensation committees. Ms. Mahler is currently an independent director and Chair of the Compensation Committee and member of the Audit Committee at Ivanhoe Mines (TSX:IVN) and is President and Chief Executive Officer of Computational Geosciences Inc., a company that provides geophysical data processing services to the mining and oil & gas industries. Ms. Mahler previously served on the Audit and Compensation committees of Diversified Royalty Corp. (TSX:DIV), Turquoise Hill Resources Ltd. (NYSE/TSX:TRQ) and DuSolo Fertilizers Inc. (TSX.V:DSF). Ms. Mahler's background also includes 20 years of venture capital experience where she invested in technology companies and was widely recognized for her strategic insights into the Canadian venture industry. Ms. Mahler received a Bachelor of Science degree from the Hebrew University of Jerusalem and an MBA from the University of British Columbia.

2016 Meeting Attendance[(1)]

Board Meetings	Audit Committee
2/2	1/1

(1) Ms. Mahler was appointed to the Board on October 1, 2016; as a result she attended 100% of the Board and committee meetings since her appointment.

WAYNE McMANUS
Grand Cayman, Cayman Islands
Director (Independent)

Principal Occupation: Adjunct Professor of Accounting and Finance and Author of Accounting textbooks

Director since: July 26, 2002

Shareholdings:
8,000 Shares and
38,665 Deferred Share Units

2016 total compensation:
US$140,000 (50% cash, 50% DSUs)

Other Public Company Directorships:
None

Wayne McManus has extensive work experience in the private banking sector, providing accounting and wealth management services for high net worth clients. He has earned an LL.M. in taxation, a JD, an MBA and has more than 20 years of college teaching experience. Mr. McManus is a Certified Public Accountant, holds the Chartered Financial Analyst designation and is a member of the CFA Institute.

Mr. McManus is the chair of Endeavour's Audit Committee and a member of the Corporate Governance & Nominating Committee and Remuneration Committee.

2016 Meeting Attendance

Board Meetings	Audit Committee	Corporate Governance	Remuneration
7/8	4/4	2/2	5/5

SÉBASTIEN DE MONTESSUS
London, England
Director, Chief Executive Officer and President
(Not Independent)

Principal Occupation: Chief Executive Officer and President of Endeavour

Director since: November 27, 2015

Shareholdings:
636,936 Performance Share Units(1)
52,645 Restricted Share Units

2016 total compensation:
Not applicable

Other Public Company Directorships:
Evolution Mining Limited

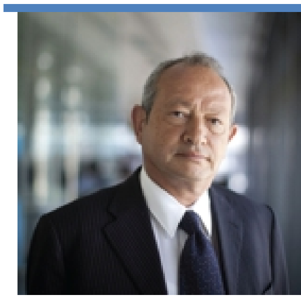
Mr. de Montessus is the Chief Executive Officer and President of Endeavour. Mr. de Montessus was the Chief Executive Officer of La Mancha from 2012 to 2015. Under his leadership, La Mancha doubled its production through optimization efforts before undergoing a portfolio restructuring which enabled La Mancha to become the main shareholder of Evolution Mining Limited, a leading Australian gold miner. In September 2015, Mr. de Montessus was appointed to the board of Evolution Mining.

Prior to his role with La Mancha, Mr. de Montessus was a member of the Executive Board and Group Deputy CEO of AREVA Group (a world leader in nuclear energy) and CEO of AREVA Mining (uranium), where he oversaw the design and implementation of a five-year strategic plan, which saw Areva Mining significantly increase profitability and become the largest uranium producer in the world with 6 mines in operation across Canada, Africa and Kazakhstan and a total turn-over of $1.5B (2012). Mr. de Montessus was a board member of ERAMET, a world leader in nickel/manganese and alloy metals, between 2010 and 2012. Before joining AREVA in 2002, Mr. de Montessus was an investment banker at Morgan Stanley in London (M&A and Equity Capital Markets). Mr. de Montessus is a business graduate from ESCP-Europe Business School in Paris.

2016 Meeting Attendance

Board Meetings
8/8

(1) Includes 219,283 performance shares units, economically equivalent to the 3,250 performance shares awarded to Mr. de Montessus under the U.K. Executive PSU Plan. See page 23 of this Circular.



NAGUIB SAWIRIS
Director (Independent)

- La Mancha nominee

Principal Occupation:
Businessperson

Director since: November 27, 2015

Shareholdings:
Nil(1)

2016 total compensation:
US$100,000 (100% cash)

Other Public Company Directorships:
Orascom Telecom Media Technology Holding S.A.E
Evolution Mining Limited
Beltone Financial Holding S.A.E

Mr. Naguib Sawiris is Chairman of the Advisory Board of La Mancha, Chairman of the Board of Orascom TMT Investments S.àr.l., and Chairman of Orascom Telecom Media and Technology Holding S.A.E. The Sawiris Family group has substantial interests in the telecom, construction, fertiliser, cement, real estate and hotel development industries and other businesses.

Mr. Sawiris founded Orascom Telecom Holding and developed it into a leading regional telecom player until a merger with VimpelCom Ltd created the world's sixth largest mobile telecommunications provider. Mr. Sawiris has received a number of honorary degrees, industry awards and civic honors, including the "Legion d'honneur", the highest award given by the French Republic for outstanding services rendered to France, the Honor of Commander of the Order of the "Stella della Solidarietà Italiana", and the prestigious "Sitara-e-Quaid-e-Azam" award for services rendered to the people of Pakistan in the field of telecommunication, investments and social sector work.

Mr. Sawiris serves on a number of additional Boards, Committees and Councils including the Advisory Committee to the NYSE Board of Directors, the International Advisory Board to the National Bank of Kuwait, the Egyptian Council for Foreign Affairs, and the Arab Thought Foundation.

Mr. Sawiris holds a diploma of Mechanical Engineering with a Masters in Technical Administration from the Swiss Federal Institute of Technology Zurich ETH Zürich and a Diploma from the German Evangelical School, Cairo, Egypt.

2016 Meeting Attendance

Board Meetings
6/8

(1) 28,826,304 Shares are held by La Mancha Holding S.àr.l., a privately-held gold investment company of which Mr. Sawaris is Chairman of the Advisory Board. The Shares held by La Mancha are neither beneficially owned, nor controlled or directed, directly or indirectly, by Mr. Sawiris.

Building a High Performance Board

During 2016, the Corporation completed the succession process from its founding CEO to Sébastien de Montessus. The Corporation adopted a new long-term growth strategy, unveiled in July 2016. To succeed in implementing an ambitious growth strategy and to manage risks facing the business, the Corporation sees the need for the Board to have a more engaged role in decision-making, as a business which is growing in scale and complexity will require more frequent and detailed input from the Board. The Corporate Governance & Nominating Committee regularly monitors the performance of the Board and its Committees, and considers whether the current mix of directors' skills, expertise and experience is best suited to achieve the strategic goals of the Corporation and carrying out the mandate of the Board.

Endeavour values diversity. The Corporate Governance & Nominating Committee believes that having directors with diverse backgrounds and experiences benefits the Corporation by enabling the Board to consider issues from a variety of perspectives. Endeavour believes that having a diverse Board can also enhance effective decision making and strategic planning. When assessing potential candidates for nomination to the Board, the Corporate Governance & Nominating Committee considers gender, national origin, and ethnicity in addition to business skills, qualifications and career history. Endeavour has an internationally diverse composition of directors, and is actively working to make advances in other areas.

The Board believes that a broad range of skills and expertise is necessary for the Board to discharge its responsibilities. Specific skills and expertise must be considered in the context of integrity and good judgment, together with the ability to devote sufficient time to Board affairs. The following Skills Matrix describes the particular skills and expertise that are viewed as integral to the Board's effectiveness. The Corporate Governance & Nominating Committee uses the Skills

Matrix to assess the strengths and adequacy of the composition of the existing Board, as well as assisting with the recruitment process for new directors.

Skills and Expertise	Number of the Corporation's nominated Directors with Expertise
Strategy and Leadership – Experience driving strategic direction and leading growth of an organization, preferably including the management of multiple projects, comfort with current principles of risk management and corporate governance.	**6 of 7**
Metals and Mining – Knowledge of the mining industry, market, international regulatory environment and stakeholder management.	**5 of 7**
Finance – Experience in the field of finance, investment and/or in mergers and acquisitions.	**7 of 7**
Public Policy – Experience in, or a thorough understanding of, the workings of government and public policy both domestically and internationally.	**7 of 7**
Human Resources – Experience in the oversight of significant, sustained succession planning and talent development and retention programs, including executive compensation.	**6 of 7**
Accounting – Experience as a professional accountant, CFO or CEO in corporate financial accounting and reporting; comfort working with basic financial reports; understanding of the key financial levers of the business.	**6 of 7**
International Business – Experience working in a major organization that carries on business in one or more international jurisdictions, preferably in Africa.	**7 of 7**
Operations and Exploration – Experience with a leading mining or resource company with reserves, explorations and operations expertise, including cultivating and maintaining a culture focused on safety, the environment and operational excellence.	**4 of 7**

Skills and Expertise	Beckett	Cockerill	Colom	Mahler	McManus	de Montessus	Sawiris
Strategy & Leadership	X	X	X	X		X	X
Metals & Mining	X	X		X	X	X	X
Finance	X	X	X	X	X	X	X
Public Policy	X	X	X	X	X	X	X
Human Resources	X	X	X	X		X	X
Accounting	X	X		X	X	X	X
International Business	X	X	X	X	X	X	X
Operations & Exploration	X	X		X		X	

Share Ownership Requirements

Endeavour believes that directors should be shareholders and have a financial stake in the Corporation. The Board adopted a share ownership policy on November 12, 2013, which requires its directors to achieve and maintain minimum shareholding thresholds, in either Shares or units representing an economic interest in Shares. The current ownership requirement for directors is 30,000 Shares and/or Share units. Directors are expected to achieve these thresholds by November 11, 2018 or, for directors who joined the Corporation after November 12, 2013, within five years of their appointment, as applicable.

As of December 31, 2016, all non-executive directors met the shareholding requirement or were in the process of doing so within the prescribed time limit. Mr. Sawiris, being the Chairman of the Advisory Board of La Mancha, has been exempted by the Board from the share ownership requirement on the basis that La Mancha's significant interest in Endeavour provides sufficient alignment of Mr. Sawiris' interests with that of other Endeavour shareholders.

As of the date of this Circular, the total share interests held by the non-executive directors nominated for re-election were as follows:

Name	Shares held (#)	Deferred Share Units held (#)	Total Share Interests held (#)	Mandatory Shareholding Threshold (#)	Share Ownership Guideline Met; or Prescribed Deadline
Michael Beckett	16,000	59,655	75,655	30,000	Yes
Ian Cockerill	9,400	28,759	38,159	30,000	Yes
Olivier Colom	Nil	2,333	2,333	30,000	Must be met by September 30, 2021
Livia Mahler	Nil	1,159	1,159	30,000	Must be met by September 30, 2021
Wayne McManus	8,000	38,665	46,665	30,000	Yes
Naguib Sawiris	Nil	Nil	Nil	30,000	N/A[1]

(1) 28,826,304 Shares are held by La Mancha., a privately-held gold investment company of which Mr. Sawaris is Chairman of the Advisory Board. The Shares held by La Mancha are neither beneficially owned, nor controlled or directed, directly or indirectly, by Mr. Sawiris.

In addition to these share ownership requirements, the Corporation also has an anti-hedging policy, so the directors' market value exposure vis-à-vis their respective share positions cannot be offset or reduced.

Attendance of Directors

Endeavour believes that an active board governs more effectively and therefore directors are expected to make every reasonable effort to attend all meetings of the Board and Committees of which they are members. Directors are strongly encouraged to attend in person, but may participate by teleconference if they cannot attend in person.

The following table provides a summary of the number of Board and Committee meetings held during fiscal 2016.

Type of Meeting Held	Number of Meetings
Board of Directors	8
Audit Committee	4
Corporate Governance & Nominating Committee	2
Safety, Health and Environment Committee	3
Remuneration Committee	5

The following table provides a summary of director attendance at Board and Committee meetings held during fiscal 2016.

Director	Board Meetings Attended		Committee Meetings Attended		Total Board/Committee Meetings Attended	
Michael Beckett	8 of 8	100%	14 of 14	100%	22 of 22	100%
Ian Cockerill	6 of 8	75%	3 of 3	100%	9 of 11	82%
Olivier Colom(1)	2 of 2	100%	2 of 2	100%	4 of 4	100%
Ian Henderson(2)	8 of 8	100%	5 of 5	100%	13 of 13	100%
Livia Mahler(1)	2 of 2	100%	1 of 1	100%	3 of 3	100%
Wayne McManus	7 of 8	88%	11 of 11	100%	18 of 19	95%
Sébastien de Montessus	8 of 8	100%	N/A	N/A	8 of 8	100%
Naguib Sawiris	6 of 8	75%	N/A	N/A	6 of 8	75%

(1) Appointed to the Board on October 1, 2016.

(2) Not standing for re-election at the Meeting.

Orientation and Continuing Education of Directors

As part of the Corporation's orientation program, new directors are given copies of all policies, Committee charters and mandates. They are also provided with guidance concerning trading in the Corporation's securities, blackout periods, and the Corporation's disclosure practices. Senior executives are made available to meet with new directors to familiarize them with the Corporation's operations, programs and projects. Presentations made at Board meetings, together with site visits, are intended to provide insight into the Corporation's business and familiarize new directors with the policies, Committee charters, codes, mandates and programs they require to effectively perform their duties. Directors are required to complete the Corporation's online anti-bribery and anti-corruption training module, and will be expected to undertake periodic anti-bribery and anti-corruption education as the Corporation adapts its internal procedures.

The Corporation's ongoing director education programs entail, as a matter of routine each year, mine site visit opportunities, briefings from staff and management, reports on issues relating to the Corporation's operations, and other initiatives intended to keep the Board abreast of new developments and challenges that the Corporation may face. The Corporation aims to hold at least one Board meeting per year in Abidjan (its operations' headquarters) along with visits to at least one mine site in order to provide better exposure of the Board to local management and issues facing the business as it grows. In 2016 the Board visited both the Agbaou and Ity mine sites in Côte d'Ivoire. These periodic Board visits are in addition to any separate site visits conducted by members of the Safety, Health & Environment Committee.

Corporate Cease Trade Orders, Bankruptcies

No nominee director is or within the 10 years before the date of this Circular has been, a director or executive officer of any other issuer that, while such person was acting in that capacity:

(a) was the subject of a cease trade or similar order or an order that denied such other issuer access to any exemptions under Canadian securities legislation for a period of more than 30 consecutive days; or

(b) was subject to an order that resulted, after the director or officer ceased to be a director or officer, in the issuer being the subject of a cease trade order or similar order or an order that denied the relevant issuer access to any exemption order under Canadian securities legislation, for a period of more than 30 consecutive days.

Except as disclosed below, no nominee director is, or within the 10 years before the date of this Circular has been, a director or executive officer of any other issuer that, while such person was acting in such capacity within a year of such person ceasing to act in such 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 his or her assets.

Mr. Cockerill was a non-executive director of Peterstow Holdings from August 2010 to March 2012. In August 2012, subsequent to Mr. Cockerill's resignation from the board of directors, Peterstow Holdings applied for an order from the High Court in Swaziland to be placed under provisional liquidation. Mr. Cockerill was a minority shareholder of Peterstow Holdings, owning less than 1% of the issued and outstanding capital of the company. Mr. Cockerill was a non-executive director of African Minerals Limited from July 2013 to December 2014. Subsequent to his resignation from the board, the High Court in London appointed representatives of Deloitte LLP as administrators on March 26, 2015 to manage the company's affairs, business and property on behalf of African Minerals and its stakeholders

No nominee director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

No nominee director has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Director Compensation

Objective of Director Compensation

The main objective of Endeavour's director compensation program is to attract and retain directors with a broad range of skills and expertise, who are also able to successfully carry out the Board's mandate. As a gold mining company with interests and operations in challenging international environments, directors are required to devote significant time and energy to the performance of their duties, including preparing for and attending Board meetings and mine site visits in challenging locations, participating on Committees and ensuring that they stay informed about our business and trends and developments affecting the mining industry. In order to attract and retain directors who meet these expectations, the Board believes that the Corporation must offer a competitive compensation package.

Director Compensation Policies and Approach

The Board currently consists of eight directors, of whom seven are independent. Following the Meeting, as Ian Henderson is not standing for re-election, the Board will consist of seven members with six being independent. The independent directors are compensated in accordance with guidelines established by the Corporate Governance & Nominating Committee. The Corporation does not compensate executive directors for their services in their capacity as directors.

Endeavour maintains a flat-fee approach consisting of an annual retainer and Committee and Chairman fees but does not provide any Board meeting fees, Committee meeting fees or other meeting compensation, nor does it provide travel per diems or compensation for travel time. The annual retainer is paid in a mix of cash and share-based awards consisting of Deferred Share Units ("**DSUs**"). Since 2013, the Corporation has not issued stock options to non-executive directors. This streamlined fixed retainer approach recognizes that meeting attendance is a minimum expectation, simplifies the administration of Board compensation and provides for greater predictability in forecasting Board compensation expense.

The Board has established a mandatory shareholdings level for non-executive directors, as described above. The Board believes that a share ownership requirement along with a mixture of 'at-risk' compensation promotes the objectives of director retention and alignment with long-term shareholders.

Process for Determining Director Compensation

During 2016, the Corporation completed the succession process from its founding CEO to Sébastien de Montessus. The Corporation adopted a new long-term growth strategy, unveiled in July 2016. Execution of the growth strategy is founded on organic asset development and the elevation of exploration as a key future value driver. To succeed in implementing an ambitious growth strategy and to manage risks facing the business, the Corporation sees the need to adapt its governance and practices, to change its organisational structure, and crucially, to build capacity within key support functions. The actions needed to address the necessary changes commenced in July 2016 and are ongoing. Taking into account those factors and the CEO transition, the Corporation expects that the Board will have a more engaged role in decision-making, and believes that a business which is growing in scale and complexity will require more frequent and detailed input from the Board.

The Corporate Governance & Nominating Committee is responsible for recommending director compensation policies to the Board. The Corporate Governance & Nominating Committee reviews director compensation annually. Beginning in 2012, Mercer (Canada) Limited ("**Mercer**"), an independent consultant, has provided commentary and assistance to Endeavour in aligning its approach to compensation with typical market practices in the mining industry and in the general marketplace. With advice from Mercer, the Corporation adopted a DSU plan in January 2013 to strengthen the alignment of interests between shareholders and independent directors by linking a significant portion of independent directors' annual compensation to the future market value of Shares. Upon implementing the DSU plan in 2013, the Board also established a policy that non-executive directors are not eligible for new awards under its incentive stock option plan (the "**Option Plan**").

Having regard to the expected changes driven by the growth strategy, Mercer was engaged in late 2016 to advise the Corporation on Board compensation levels. Consistent with prior reviews, Mercer worked with a representative of the Corporate Governance Committee to develop a peer group for benchmarking purposes. The 2016 Comparator Group (as listed beginning on page 28 of this Circular) is comprised of organizations with similar business operations, stage of development, location of operations, business complexity, and with revenues, assets and/or market cap levels similar to the Corporation. Endeavour's Board compensation levels were then assessed relative to the 2016 Comparator Group. Based on the results of the review, the following determinations were made regarding our approach to director compensation:

- having regard to the growing time commitment and effort involved, it would be appropriate to increase the annual Chair fee from the current positioning in the 25th percentile level to the 50th percentile level, and the annual director fee from the current positioning below the 50th percentile level to just above the 50th percentile level;
- given the established levels of the Committee Chair fee and the Committee Member fee versus the 2016 Comparator Group it was felt appropriate to leave those at existing levels, while increasing the Audit Committee Chair fee to reflect common practice for peers and the additional time commitment necessary for audit review; and
- no change was recommended by Mercer concerning the split of DSUs versus cash, which is generally regarded to be in line with current good Canadian governance standards, and aligns directors with the interests of shareholders.

The following table summarizes Endeavour's compensation arrangements for 2016, along with the current 2017 compensation arrangements.

Compensation Component	2016 Value (US$)	2017 Value (US$)
Annual director retainer (paid in mix of cash and DSUs)	$100,000	$140,000
Annual fee for the Chairman of the Board (paid in DSUs)	$30,000	$60,000

Compensation Component	2016 Value (US$)	2017 Value (US$)
Committee fee for regular committee membership (paid in DSUs)	$10,000	$10,000
Committee fee if chairperson of the committee (paid in DSUs)	$20,000	$30,000 for Audit $20,000 otherwise

The Corporate Governance & Nominating Committee monitors director compensation practices among Canadian mining and other resource based companies and will consider future compensation levels.

Share-based awards – the DSU Plan

Certain components (shown above) of the directors' compensation are payable in DSUs. DSUs are notional Shares that have the same value at any given time as the Shares of the Corporation, but do not entitle the participant to any voting or other shareholder rights and are non-dilutive to shareholders. DSUs awarded to directors vest immediately on the date of grant, and are normally issued and priced at the end of each quarter. Following a director ceasing to be a member of the Board, DSUs are cash-settled in accordance with their terms at the prevailing market price (being the lesser of the most recent closing price or the 5 day volume weighted average price) of the Shares.

Directors' Total Compensation for 2016

A total of $727,500 was paid to the independent directors serving as at December 31, 2016 with an aggregate pay mix of 43% cash and 57% DSUs. As partial year compensation to two directors who resigned during 2016, an additional $110,000 was paid in aggregate. The total 2016 compensation range of $100,000 to $190,000 per independent director serving on the Board for a full year, was set prior to the most recent changes to the Corporation's growth strategy, and were considered to be appropriate for 2016, given the expertise and time commitments of the different director roles.

Summary Director Compensation Table

The compensation earned by each of the non-executive directors during the year ended December 31, 2016 was:

Name	Fees earned (US$)	Share-based Awards (US$)	Option-based awards (US$)	All other compensation (US$)	Total Compensation (US$)	Pay Mix (% Cash - % DSUs)	
Michael Beckett	12,500	177,500	Nil	Nil	190,000	7%	93%
Ian Cockerill	50,000	60,000	Nil	Nil	110,000	45%	55%
Olivier Colom(1)	12,500	17,500	Nil	Nil	30,000	42%	58%
Ian Henderson(2)	50,000	80,000	Nil	Nil	130,000	38%	62%
Livia Mahler(1)	17,500	10,000	Nil	Nil	27,500	64%	36%
Wayne McManus	70,000	70,000	Nil	Nil	140,000	50%	50%
Naguib Sawiris	100,000	Nil	Nil	Nil	100,000	100%	0%
Frank Giustra(3)	25,000	25,000	Nil	Nil	50,000	50%	50%
Miguel Rodriguez(4)	50,000	10,000	Nil	Nil	60,000	83%	17%
TOTAL	**387,500**	**450,000**	**Nil**	**Nil**	**837,500**	**46%**	**54%**

(1) Appointed to the Board on October 1, 2016.

(2) Not standing for re-election at the Meeting.

(3) Resigned from the Board on July 30, 2016.

(4) Resigned from the Board on July 12, 2016.

As disclosed above, total director compensation is linked to a director's participation on committees of the Board. Board and committee membership as of the date of this Circular is as follows:

Name	Board of Directors	Audit Committee	Corporate Governance & Nominating Committee	Safety, Health & Environment Committee	Remuneration Committee
Michael Beckett	Chair	Member	Member	Chair	Chair
Ian Cockerill	Member			Member	
Olivier Colom	Member		Member		Member
Ian Henderson[1]	Member		Chair	Member	
Livia Mahler	Member	Member			
Wayne McManus	Member	Chair	Member		Member
Naguib Sawiris	Member				

(1) Not standing for re-election at the Meeting.

Outstanding Share-Based-Awards

The following table shows all outstanding share-based awards held by each non-executive director as at December 31, 2016. The only outstanding form of share-based awards for non-executive directors is DSUs.

Name	Number of share-based awards that have not vested (#)	Payout value of share-based awards that have not vested (US$)	Payout value of vested share-based awards that have not paid out (US$)[1]
Michael Beckett	Nil	Nil	854,652
Ian Cockerill	Nil	Nil	414,246
Olivier Colom	Nil	Nil	17,496
Ian Henderson	Nil	Nil	734,395
Livia Mahler	Nil	Nil	9,995
Wayne McManus	Nil	Nil	559,947
Naguib Sawiris	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**2,590,730**

(1) All DSUs are fully vested on grant, but will not be paid-out until after the applicable Separation Date (i.e. the resignation of the director from the Board).

Outstanding Option-Based Awards

In 2013, the Board established a policy whereby non-executive directors ceased to be eligible for new stock option awards, and as of December 31, 2016, no stock option awards are outstanding to the account of any non-executive director.

Share-Based and Option-Based Awards – Value Vested or Earned During the Year

The following table shows the value of the share-based awards, in the form of DSUs, which vested or were earned by each non-executive director for the fiscal year ending December 31, 2016. With respect to non-executive directors, no option-based awards or other non-equity incentive plan awards were granted or vested for the fiscal year ending December 31, 2016.

Name	Share-based Awards (US$)	Option-based awards (US$)	Non-equity incentive plan awards (US$)
Michael Beckett	177,500	Nil	Nil
Ian Cockerill	60,000	Nil	Nil
Olivier Colom(1)	17,500	Nil	Nil
Ian Henderson(2)	80,000	Nil	Nil
Livia Mahler(1)	10,000	Nil	Nil
Wayne McManus	70,000	Nil	Nil
Naguib Sawiris	Nil	Nil	Nil
Frank Giustra(3)	25,000	Nil	Nil
Miguel Rodriguez(4)	10,000	Nil	Nil
TOTAL	**450,000**	**Nil**	**Nil**

(1) Appointed to the Board on October 1, 2016.

(2) Not standing for re-election at the Meeting.

(3) Resigned from the Board on July 30, 2016.

(4) Resigned from the Board on July 12, 2016.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary of 2016 Executive Compensation

Endeavour's evolution into a mid-tier gold producer began in 2010, with a 'buy and build' strategy that included the subsequent acquisition of three companies (Etruscan Resources, Adamus, and Avion), as well as the construction of the Agbaou mine, and the completion of a feasibility study for the Houndé project.

With the La Mancha transaction in November 2015, Endeavour entered its second phase of growth; since then the Corporation has undertaken a series of corporate and operations focused actions to reshape its business. These included:

- the US$63 million equity subscription by La Mancha (November 2015);
- the acquisition of True Gold Mining Inc. ("**True Gold**") and related second equity subscription by La Mancha (April 2016);
- a C$144 million bought deal financing (July 2016);
- the departure of several former senior executives of the Corporation during 2016, including the resignation of the Corporation's former founder and CEO, Neil Woodyer, and his succession by Sébastien de Montessus, and the establishment of the Executive Committee in July 2016 (discussed below); and
- the sale of the Youga mine (February 2016), commencement of construction of the Houndé project (April 2016), and completion of the feasibility study on the Ity CIL project (November 2016).

In the wake of the CEO transition, several governance changes were made to add new expertise, depth and capability at both the Board and management levels and a new corporate strategy was adopted. The Corporation's new strategy is focused on increasing the quality of its portfolio to create a leading African gold producer with low all-in sustaining costs ("**AISC**") of less than $800 per ounce and long-life assets of greater than 10 years mine life. Successful implementation of the strategy rests on four pillars: operational excellence, project development, unlocking exploration value, and portfolio and balance sheet management.

Following these significant organizational changes, the Corporation undertook a review of the philosophy, methodology and efficacy of the various elements of its executive compensation program. The executive compensation review was conducted in collaboration with Mercer and Endeavour's other advisers. Endeavour drew two main conclusions from the exercise: firstly, that in order to be properly aligned with shareholder interests, long-term compensation needs to be tied to measurable performance conditions (see page 23); and secondly, that in order to be an effective motivator and act as a proper incentive tool, long-term compensation must be tangible and capable of realisation by the executive.

Prior to completing this review, the Corporation's 2016 executive compensation package included base salary, a short-term incentive cash bonus awarded as a percentage of salary, a long-term incentive package comprised of PSUs and stock options, and a potential participation in the Gold LTI pool (discussed further at page 25). In light of the advice of Mercer and the conclusions of the compensation program review, the Corporation redesigned certain aspects of its executive compensation program, including a more rigorous framework for the allocation of short-term incentive bonuses (that will apply from 2017) and a new executive long-term incentive program (the "**Executive LTIP**"). Because these changes occurred mid-year, not all aspects could be fully implemented for 2016, and certain elements will be incorporated from 2017 onwards. The compensation review also decreased the proportion of executive compensation awarded under short-term incentive plans, and strengthened the linkage of long-term incentive compensation to operational performance.

Compensation paid to the Corporation's executives in 2016 reflects the outstanding year the Corporation had in terms of operational performance and achieving industry-leading shareholder returns. The compensation disclosure that follows also reflects certain severance payments resulting from the CEO transition, other departing senior management and issues relating to change of control payments stemming from past corporate transactions.

Executive Compensation Program Objective

The primary objective of Endeavour's executive compensation program is to support the Corporation's new business strategy by attracting and retaining talented employees through competitive compensation. This involves paying for performance by emphasizing the variable "at-risk" long-term compensation which is linked to specific performance conditions that reflect the Corporation's key strategic and operational objectives. The aim is the clear alignment of long-term incentives with shareholders' interests. To deliver its growth strategy for shareholders Endeavour must recruit and retain top-caliber executive officers and other key employees who will achieve sustained high performance.

Endeavour's target pay positioning reflects its plan to attract and retain highly skilled and talented executives who have extensive experience travelling to and working in the challenging environments where our assets are located. Endeavour's executives spend much of their time in the field – five mines, four countries and government partners, two development projects and two languages – as direct contact and time spent with local management, local communities and the work force is essential. Therefore, Endeavour has embraced an operating philosophy that its Executive Committee should be engaged frequently and in close proximity to its business interests and wider team in West Africa.

In order to accomplish this objective, Endeavour generally targets delivering base salaries between the median and 75th percentile of the Comparator Group (which is compiled by Mercer and listed beginning on page 28 of this Circular), and total direct compensation (base salary, annual incentive bonus, and long-term incentives) at or above the 75th percentile. In the case of the CEO, the total direct compensation (base salary, annual incentive bonus, and long-term incentives) positioning is at or above the 90th percentile. Endeavour's target pay positioning also reflects the fact that it does not offer pensions, retirement programs or related incentives (other than as required by applicable law).

Named Executive Officers

In 2016, the Corporation's Named Executive Officers ("**NEOs**"), being the current and former CEOs and CFOs and the three other most highly compensated individuals, were:

Sébastien de Montessus	Chief Executive Officer and President
Vincent Benoit	Chief Financial Officer
Neil Woodyer	Former Chief Executive Officer of the Corporation(1)
Ota Hally	Former Chief Financial Officer of the Corporation(2)
Adriaan "Attie" Roux	Chief Operating Officer
Jeremy Langford	Executive Vice-President, Projects
Patrick Bouisset	Executive Vice-President, Exploration & Growth

(1) Mr. Woodyer resigned as CEO effective June 28, 2016.

(2) Mr. Hally resigned as CFO effective November 1, 2016. He continues to work as a consultant for the Corporation.

Executive Committee

Endeavour believes that getting the best out of its executive team involves not only tapping into their individual skills and experience, but also fostering a management approach where executives bear responsibility for the entire business, and contribute to all facets of discussion. Endeavour employs executives who demonstrate capability in problem-solving and decision-making outside their own specialist areas. Following the 2016 organizational changes, the CEO determined it was necessary to integrate senior management activities more closely with the day-to-day business in West Africa. To this end, the Executive Committee was established, comprised of the CEO, COO, CFO, EVP Exploration & Growth, EVP Corporate Finance & General Counsel, EVP Projects, EVP People & Public Affairs. The Executive Committee aims to spend at least one week together each month either with the regional operations team in Abidjan, or at one of the mine sites. This has the effect of bringing the Executive Committee closer to the real issues facing the business, and provides a level of integration of efforts that is designed to tackle problems head-on. Endeavour expects all its executives to attend these monthly meetings unless there are exceptional circumstances or commitments.

Restructuring of Long-Term Incentive Awards

Following the significant organizational changes in 2016, including the CEO transition, Mercer was retained to re-evaluate the compensation practices of the Corporation, including its long-term incentive scheme. The primary conclusions of the review are briefly noted above under the Executive Summary of 2016 Executive Compensation. Given that the Corporation is refocusing executives on specific mid-term performance conditions that reflect the Corporation's key strategic and operational objectives, the Corporation decided to implement the new Executive LTIP, but to discontinue awarding stock options and using the Gold LTI as compensation mechanisms (as discussed below at page 25). Although stock options are a potentially good incentive tool given their equity-linked value, they only reward share price appreciation whereas the Executive LTIP has been designed to also incentivize the accomplishment of key operational objectives which are elements of delivering the strategic growth plan.

Executive LTIP and Performance Criteria

Following its 2016 review of compensation practices, the Corporation adopted the Executive LTIP as its new executive long-term incentive program, in addition to a similar long-term incentive program for certain other members of management. The Executive LTIP is implemented via two PSU plans adopted in 2016 for participation by UK and non-UK executives (the "**UK Executive PSU Plan**" and the "**Non-UK Executive PSU Plan**", respectively, and together, the "**Executive PSU Plans**"). Award grants under the Executive PSU Plans contain forward-looking performance conditions for vesting, which are linked to the Corporation's strategy over a rolling 3-year period. The Executive LTIP program is currently comprised of three separate annual award grants, one in each of 2016, 2017 and 2018. Subject to the achievement of the respective performance conditions for each grant, the awards will vest in December 2018, December 2019 and December 2020. Awards may also vest either pro-rata or in full on the happening of certain other events, including termination without cause and a change of control of the Corporation.

The UK Executive PSU Plan grants performance shares, rather than performance share units as under the other PSU Plans. The performance shares are a special class of non-voting share issued in an Endeavour subsidiary company (Endeavour Gold Corporation), the rights of which result in the potential payout of performance shares in that subsidiary. Due to the capitalization of that subsidiary, the number of performance shares that are issued does not correlate with the number of performance share units issued under the Non-UK Executive PSU Plan. However, awards of performance shares are designed to be economically identical (though potentially more tax-efficient for UK resident executives) to what would be paid out on a performance share unit award under the Non-UK Executive PSU Plan in the same circumstances (at a 53.51:1 ratio). For ease of comparison in the Circular, disclosure of the number and value of a NEO's performance shares is presented as its performance share unit equivalent. As a result, any use of the term "PSU" in this circular can be taken to also include performance shares, unless otherwise stated.

Performance criteria under the Executive PSU Plans include key indicators linked to (i) the performance of our Shares (measuring relative total shareholder return ("**TSR**") as against the S&P TSX Global Gold Index during the tenor of awards granted under the plans) as well as (ii) key future operational indicators (measuring achievement of targets linked directly to our growth strategy). The relative influence of TSR and operational performance indicators towards vesting (and therefore payout) is weighted according to the relative importance of those factors. With respect to TSR, potential vesting of a PSU ranges from 0% to 150% of the number of PSUs that were originally granted, with interpolation between 0% and 150% if between the first and third quartiles and remaining at 150% for the fourth quartile. The overall payout on vesting of PSUs is subject to a performance multiplier between 0% to 125%, depending on the achievement of the performance criteria, as set out in the table below.

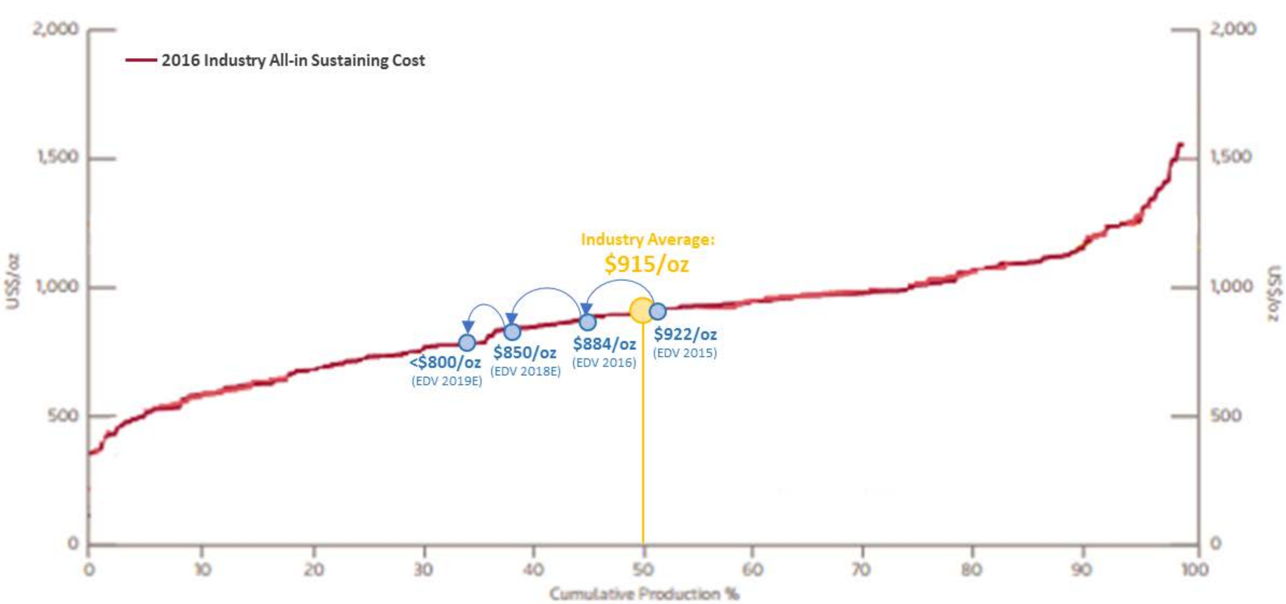
Executive LTIP Grant	Performance Criteria	Weighting	Vesting Date
Grant 1 Awarded October, 2016	• Relative TSR measured from July 1, 2016 to December 31, 2018 against the components of the S&P TSX Global Gold Index over the same period	50%-75%	December 31, 2018
	• Reaching the Corporation's 2018 public market guidance for ounces of annual gold production at the Houndé mine	25%	
	• Reaching an average AISC of $850/oz or less for 2018	25%	

Executive LTIP Grant	Performance Criteria	Weighting	Vesting Date
Grant 2 Awarded January, 2017	• Relative TSR measured from January 1, 2017 to December 31, 2019 against the components of the S&P TSX Global Gold Index over the same period	50%-75%	December 31, 2019
	• Reaching the Corporation's 2019 public market guidance for ounces of annual gold production at the Ity mine	25%	
	• Reaching an average AISC of $800/oz or less for 2019	25%	
Grant 3 To be awarded in January, 2018	• Relative TSR measured from January 1, 2018 to December 31, 2020 against the components of the S&P TSX Global Gold Index over the same period	50%-75%	December 31, 2020
	• Operational performance objectives relating to exploration targets, to be determined by the Board in its discretion prior to grant	50%	

Following the vesting of each of the three award grants referred to above, Endeavour will publish details of the actual vested awards measured against the original target performance criteria for each award.

It should be noted that due to the forward-looking nature of future annual gold production numbers in 2018 and 2019 (Grants 1 and 2) it is not currently possible to predict (and therefore include) those guidance numbers alongside each relevant Grant; annual production guidance numbers are generally approved by the Board of Directors and published to the market in early January of each calendar year. The operational performance criteria selected to apply to each of the Grants are closely tied to the achievement of key milestones in the Corporation's growth strategy. Therefore, the sequencing of Grants 1 and 2 and their linkage to, respectively, successful construction, start-up and production of the Houndé and Ity CIL projects is in line with the Corporation's shareholder communication about the growth strategy. Similarly, Grant 3 is expected to be tied to the success of our long-term exploration plan, and is sequenced as the third Grant because of the time necessary for long-term exploration to deliver results and translate into value for shareholders. Concerning the AISC (all-in-sustaining cost per ounce of gold produced), as can be seen from the table below, the Corporation believes that the achievement of the targets used in Grants 1 and 2 would mean that the Corporation has succeeded in lowering its costs to industry-leading levels.

<u>All-in Cash Cost Comparison: Endeavour vs. Industry</u>



Source: GFMS, Thomson Reuters

The graph above presents the gold industry "all in sustaining cost" (AISC) per cumulative number of ounces produced by the industry during 2016 (expressed as a percentage). This shows that the average AISC per ounce of gold produced in the sector was US$915 in 2016; during the same period Endeavour's AISC was US$884. Contrasted against this current performance are the 2018 and 2019 AISC targets (see the table on page 23) that Endeavour has set under, respectively, Grants 1 and 2 of the Executive LTIP. As mentioned above, if Endeavour was to achieve those targets this would place the company very competitively on the gold industry cost curve. As would be expected, a relatively small number of the larger global gold production companies occupy a substantial number of the production ounces in the first and second AISC quartiles.

To safeguard against short-term decision making by individuals and to ensure appropriate risk management, each of the PSU Plans include clawback provisions, such that participants would forfeit the economic benefit of their PSUs in the event that the payout of any award was premised on financial results that were subsequently materially revised, or if the relevant participant engaged in conduct that was grossly negligent or constituted material misconduct that caused (or substantially caused) the need for material revision of financial results. As further described on page 30, the Corporation also requires its senior executives to achieve and maintain a minimum share ownership threshold, which equals the amount of their base salary; senior executives are expected to achieve this threshold by October 29, 2017 or, for senior executives who joined the Corporation after October 29, 2012, within five years of their employment start date. Executives are not permitted to hedge the equity exposure relating to their share ownership, but are permitted to hedge foreign exchange exposure between Canadian dollars and the Executive's home currency.

Shareholders are being asked to consider, and if deemed advisable, approve the Executive PSU Plans (and other PSU Plans of the Corporation) at the Meeting in order to permit PSU awards to be settled in Shares or cash. This discretion will be beneficial to the Corporation having regard to optimal allocation of cash resources and other relevant factors at the time of vesting. Unless and until shareholder approval of the Executive PSU Plans is obtained, any vested awards will be cash settled. The PSU Plans, including each of the Executive PSU Plans, are described below, beginning on page 44 of this Circular.

Gold LTI

As part of the restructuring of the Corporation's long-term incentive plan, consideration was given to the gold long-term incentive policy ("**Gold LTI**") implemented at inception of the Corporation's gold strategy in 2009. The Gold LTI operated as a "participation incentive" whereby executives could obtain a payout in the event of certain types of crystallisation events, which included asset sales and a change of control of the Corporation. Notwithstanding those triggers, under the terms of the Gold LTI policy, following a crystallisation event a potential payout to an executive was at the sole discretion of the (now former) CEO, or, if he was unable to act, the Chairman. These features made the Gold LTI compensation mechanism highly uncertain for the executive, as there could be no guarantee of a crystallisation event ever occurring, and no guarantee of personal compensation even if a crystallisation event did occur. The value of the Gold LTI pool was calculated as 10% of the increase in value of the Gold Strategy assets upon a crystallisation event over the equity cost base of the Corporation on an issued share basis. The equity cost base was calculated as the accumulation of the historic market values (or strike prices of exercised stock options) for all of the shares issued by Endeavour, which as of December 31, 2016 was equivalent to approximately C$1,581 million (or C$16.90 per issued share).

The 2016 compensation review made clear that the Gold LTI is not a compensation mechanism used by the Corporation's peer group, nor indeed by companies in the mining sector more widely. For these reasons, following the review process the Corporation determined that the Gold LTI is unsuitable as an effective current or future incentive tool. As such, the Corporation will only compensate executives under the Executive LTIP going forward, and not under the Gold LTI. In order to be eligible to transition to the Executive LTIP, executives waived any rights they may have had under the Gold LTI policy such that no executive has any residual economic interest in the Gold LTI.

La Mancha Transaction

As a result of the corporate transaction completed on November 27, 2015, a new strategic partnership was created with La Mancha, a privately-held gold investment company, with La Mancha becoming Endeavour's largest shareholder with 30% ownership.

Pursuant to the terms of certain pre-existing employment or management services agreements under which services of certain NEOs and senior executives of Endeavour were then provided, the La Mancha transaction triggered change of control provisions that would have required Endeavour to make certain cash payments (the "**CoC Amounts**") and would have accelerated vesting of PSUs and stock options if those individuals had chosen to resign within 6 months of the completion of the transaction. To prevent a significant loss of executive talent and expertise, in exchange for (i) waiving the change of control rights triggered by the La Mancha transaction, and (ii) agreeing to amend the change of control threshold in their agreements from 30% to 50% for future change of control events (together, the "**CoC Waiver**"), the Remuneration Committee (with advice from Mercer) negotiated and agreed to make two payments to the applicable NEOs and other senior executives equivalent to 25% of their potential CoC Amounts paid at closing of the La Mancha transaction in 2015 and 25% of their potential CoC Amounts payable on November 27, 2017 (the "**Residual CoC Instalment**"), subject to certain conditions. The remaining 50% of the CoC Amounts were forfeited by the executives.

As a result of the significant organisational changes during 2016, including the CEO transition, the Corporation entered into new employment contracts with the executives, including the current NEOs. The objective was to standardize employment terms in a new framework which accords with the Corporation's long-term strategy and to integrate the Executive LTIP into the contracts so as to provide certainty of terms to executives.

Retention RSUs

In relation to those executives whose employment was terminated during 2016, the liability of the Corporation for any Residual CoC Instalments was extinguished under the terms of the respective termination packages. In relation to those executives who originally signed the CoC Waiver and who are currently retained by the Corporation, their individual Residual CoC Instalments were converted into restricted share units (the "**Retention RSUs**") of the Corporation in 2016 to properly reflect the terms of the original CoC Waiver. The number of Retention RSUs granted to the relevant executives was calculated by dividing their Residual CoC Installment by the closing stock price of the Corporation on November 27, 2015, being the date of closing of the La Mancha transaction. The Retention RSUs are settled in cash and vest on the earlier of November 27, 2017, the date of termination of the executive by the Corporation (other than for cause), or the death of the executive.

As payments in respect of the CoC Waivers were made in relation to the La Mancha transaction, they were required to be categorized as acquisition expenses of the transaction, under IFRS standards in the Corporation's audited financial statements, and therefore are not considered to be regular executive compensation. Regardless of their nature, the partial CoC Waiver payments (paid in 2015) and 2016 Retention RSUs (granted in 2016 on conversion of the Residual CoC Instalments) are reflected in the "Summary Compensation Table" below in the "Other comp." column.

Start-up RSUs and PSUs

Following the La Mancha transaction, incoming executives were granted a one-off instalment of restricted share units upon entering into new employment contracts with Endeavour (the "**Start-up RSUs**") as well as PSUs under the Initial PSU Plan (the "**Start-up PSUs**"). The Start-up RSUs are settled in cash and vest on the earlier of November 27, 2018, the date of termination of the executive by the Corporation (other than for cause), or the death of the executive. The Start-up PSUs vest in accordance with the Initial PSU Plan on November 27, 2018. Mr. de Montessus was granted a right to receive Start-up RSUs and Start-up PSUs in three consecutive annual grants, the first of which was made in 2016.

Start-up RSUs are reflected in the "Summary Compensation Table" below in the "Other comp." column. Start-up PSUs, being granted under the Initial PSU Plan, are reflected under the "Share-based comp" column.

Executive Compensation Policies and Approach

Elements of NEO Compensation

Compensation of NEOs for the year ended December 31, 2016 included base salary, an annual performance-based bonus and awards under the Executive LTIP. The first of the three annual award grants (summarized on page 23) under the Executive LTIP (Grant 1) took place in October 2016 (vesting December 2018). The second annual award grant (Grant 2) was made in January 2017 (vesting December 2019) and the third and final award grant (Grant 3) is expected to be made in January 2018 (vesting December 2020). Prior to the implementation of the Executive LTIP, the NEOs were eligible to receive PSUs and stock options as part of the Corporation's 2015 LTI program, for which awards were granted in early 2016, and were eligible as potential participants in the Gold LTI (see page 25). The Corporation does not currently intend to continue to compensate executives using stock options, and will not compensate executives using the Gold LTI.

Element of Compensation	Description and Purpose
Base Salary	Base salaries are fixed and therefore not subject to uncertainty. Base salaries are used as a measure to compare to, and remain competitive with, compensation offered by competitors and as the base to determine other elements of compensation and benefits. Base salaries are fixed at the commencement of a NEO's employment with the Corporation and may be adjusted based on competitive market practices, changing roles and responsibilities, the NEO's performance and improvements in job proficiency/competence, and the Corporation's results and ability to pay.
Short-Term Incentive Awards – Annual Cash Bonus	While base salaries are fixed, annual bonuses are tied to performance and are a variable component of compensation designed to reward NEOs for delivering exceptional performance results. In 2016, the Corporation offered annual cash bonuses, calculated and awarded as a percentage of salary based on managerial targets assigned to executives by the CEO, and to the CEO by the Board. These targets comprise quantitative elements that tie to the Corporation's strategic goals and annual operating plan including: • Company-wide operating and financial targets, including: o Budget production and costs; o Financial targets; o Reserve / resource replacement; o Completion of specific projects and value-added studies; and o Safety, Health and Environment performance. • Strategic goals such as identification, evaluation and execution of corporate opportunities; • Other objectives such as achieving synergies from acquisitions or completing exceptional corporate events (including acquisitions and disposals); and • Individual performance results: The CEO's individual performance is assessed by the Board upon the recommendation of the Remuneration Committee. Other executives' performance is assessed by the CEO, taking into account the executive's contribution to our overall success, his leadership skills and involvement on group-wide projects. None of the current NEOs have contractual minimum bonus amounts so the entire annual bonus is considered discretionary and performance-related. Details of factors weighed in awarding the 2016 bonus are discussed below at page 31 of this Circular. In line with the implementation of the new Executive LTIP, the significant organizational changes in 2016 also led to the adoption of a more rigorous framework for the allocation of short-term incentive bonuses which will apply in future. However, due to this exercise taking place part way through the year, it was not possible to impose new parameters for 2016 cash bonuses. The Corporation expects to award 2017 cash bonuses on the basis of performance targets that include: the Corporation achieving production, cost and free cash flow guidance, the successful start-up of the Houndé project on time, and group exploration targets, as well as personal factors such as individual goals for the year and contribution to the overall executive team performance. See the graphic on page 33 for further detail.

Element of Compensation	Description and Purpose
Long-Term Incentive Awards – Stock Options and PSUs	The core purpose of a long-term incentive ("**LTI**") compensation program is to provide strong incentives to deliver and exceed the Corporation's long-term objectives, reward participants for their contribution, serve as a retention mechanism so that participants are incentivized to remain with the Corporation in order to realize the value of the awards, and continue to align compensation with shareholders' interests. Historically, Endeavour has used stock option grants, the Gold LTI and, since 2014, PSUs, as components of its LTI program for senior executives. Following its 2016 review of compensation practices, the Corporation determined that the Gold LTI no longer represents a suitable and effective incentive tool. The Executive LTIP was adopted in September 2016, and the first award grants under the Executive PSU Plans were made to NEOs and other executives in October 2016. The Corporation does not currently intend to issue stock options to senior executives, in order to shift the pay mix toward a greater proportion of total compensation being performance-linked.
Benefits Plans	Endeavour's compensation package offers competitive salaries, bonuses and LTI awards based on performance. The Corporation has not provided its NEOs or other employees with pension plans (other than as required by applicable law, see page 39), retirement contributions, car allowances, or loans. The other benefits and perquisites provided are limited to housing allowances, payment of certain taxes by the Corporation on behalf of certain employees and payment of contributions to basic insurance programs (medical, life and disability).

Market Competitive Compensation

The Remuneration Committee believes that it is appropriate to establish compensation levels based on a review and understanding of compensation practices as well as levels of compensation in similar companies and in companies with which the Corporation competes for executive talent.

Mercer worked with the Remuneration Committee to develop a comparator group for benchmarking. The following summarizes the process utilized by Mercer to create the Comparator Group:

- All publicly-traded companies in Canada and the US classified within the S&P / JPMorgan Chase Global Industry Classification Code sub-industries of Diversified Metals & Mining, Gold Mining, and Precious Metals & Mining, with a preference to Gold;
- Trailing 12-month revenues with a range of approximately $300 million to $1.2 billion (i.e. approximately 50% to 200% of Endeavour's annual revenues);
- Companies that have entered into production (i.e. annual revenues greater than $100 million) and with significant assets (i.e. assets greater than $500 million); and
- Companies headquartered in North America and/or primarily traded in Canada, and with interests and operations primarily in challenging international environments.

After reviewing and validating the 2015 Comparator Group, it was determined that the member companies remained relevant comparators. As such, the same comparator group was utilized for 2016, consisting of sixteen peer companies (the "**2016 Comparator Group**"), which are set out below.

In addition, the Remuneration Committee reviews the total direct compensation expense related to the entire corporate staff, inclusive of share-based compensation expense, as a percentage of gross revenue ("**Corporate Cost Efficiency Ratio**"). The Corporate Cost Efficiency Ratio provides context for Endeavour's overall efficiency of corporate administrative expenses, and Endeavour and its advisors consider it to be an important metric to view executive compensation as one component of its 'big-picture' general and administrative (G&A) expense. For 2016, Endeavour's Corporate Cost Efficiency Ratio was 5.0%, which compares favourably to the median of the 2016 Comparator Group corporate cost efficiency ratio of 6.4%, with Endeavour ranking 5th lowest out of the 17 constituent companies.

		2016 Revenue	2016 G&A expense, inclusive of share-based comp.	Corporate Cost Efficiency Ratio	
		US$ million	US$ million	% of Revenue	$/Au-eq Ounce
1.	Centamin plc	687	12	1.7%	21
2.	IAMGold Corp.	987	39	3.9%	48
3.	New Gold Inc.	684	31	4.6%	51
4.	Agnico Eagle Mining Ltd.	2,138	103	4.8%	59
5.	Endeavour Mining Corporation	674	34	5.0%	58
6.	Alamos Gold Inc.	482	27	5.5%	68
7.	Centerra Gold Inc.	761	43	5.6%	69
8.	Acacia Mining plc	1,054	62	5.9%	75
9.	Dundee Precious Metals	280	18	6.3%	104
10.	B2Gold Corp.	683	45	6.5%	81
11.	SEMAFO Inc.	301	21	7.1%	88
12.	Oceanagold Corp.	629	50	7.9%	117
13.	Nevsun Resources Ltd.	231	19	8.3%	187
14.	Primero Mining Corp.	219	22	10.0%	97
15.	Golden Star Resources Ltd.	221	26	11.7%	133
16.	Eldorado Gold Corp.	433	54	12.5%	111
17.	Perseus Mining Ltd.	153	26	16.7%	155
	Comparator Group Median	**555**	**-**	**6.4%**	**77**

Source: Company Reports

Associated Risks

The Corporation has considered the risks relating to its compensation paid to its executives, directors and other employees and determined that the type and structure of the compensation does not present any risks that are reasonably likely to have a material adverse effect on the Corporation and is in line with similar companies within the gold mining industry.

The Corporation uses the following practices to discourage inappropriate or excessive risk-taking by executive officers:

- Incentive compensation awards are based on achievement of both corporate and individual performance objectives, and are not inordinately weighted to any single metric. Compensation packages consist of a mix of fixed and performance-based compensation, with short and long term conditions;
- Directors, NEOs and executives are prohibited from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, and collars) that are designed to hedge or offset a decrease in the market value of Endeavour's equity securities that are granted as compensation or held, directly or indirectly, by a director, NEO or executive. However derivative instruments are permitted to hedge Canadian dollar foreign exchange risk versus the home currency of a director, NEO or executive;
- All PSU Plans include a clawback policy. Under this policy, which applies to all participants, all or a portion of the incentive compensation received is subject to clawback and recapture from such participant, if (among other things):

(1) any such proceeds were based on the achievement of financial results that were subsequently materially revised (e.g. due to the restatement of the Corporation's, or any of its affiliates', financial statements); and

(2) such participant engaged in gross negligence or intentional misconduct that caused or substantially caused the need for the material revision; and

- Mandatory minimum shareholding for senior executives.

In order to align the interests of directors and senior management with the Corporation's shareholders, the Board adopted a Share Ownership Policy on October 29, 2012, which requires its senior executives to achieve and maintain minimum shareholding thresholds. The current ownership requirement for senior executives is equal to the amount of their base salary and senior officers are expected to achieve this threshold by October 29, 2017 or, for senior executives who joined the Corporation after October 29, 2012, within five years of their employment start date.

The following table shows the breakdown of the securities held by the current NEOs along with their value. As at the date of this Circular, all NEOs have either met the shareholding requirement or are in the process of doing so within the prescribed time limit.

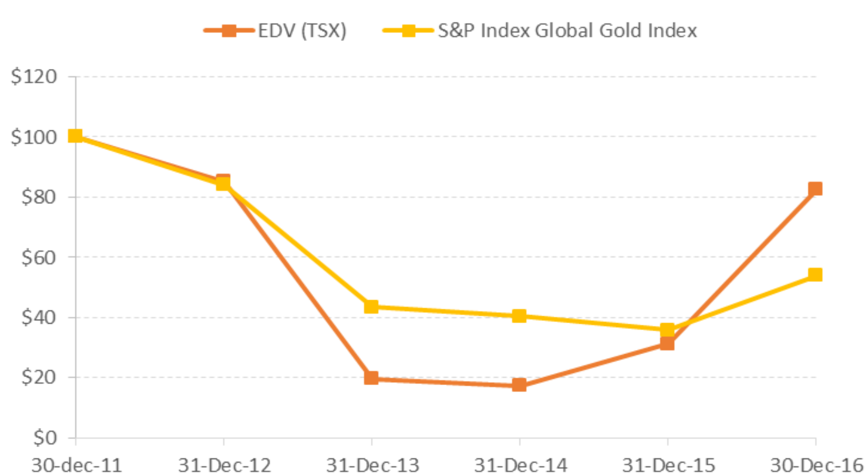
Name	Shares held (#)	Value of Shares (US$)(1)	Base Salary (as at Dec. 31, 2016)	Value of Shares as Multiple of Salary	Share Ownership Guideline Met; or Prescribed Deadline
Sébastien de Montessus	Nil	Nil	950,000	Nil	Must be met by November 27, 2020
Vincent Benoit	Nil	Nil	420,000	Nil	Must be met by November 27, 2020
Adriaan Roux	46,423	931,245	664,400	1.40	Yes
Jeremy Langford	37,000	742,220	475,000	1.56	Yes
Patrick Bouisset	Nil	Nil	400,000	Nil	Must be met by November 27, 2020

(1) The value of the Shares reflects the December 31, 2016 closing price on the Toronto Stock Exchange of CDN$20.06 converted to U.S. dollars based on an exchange rate of 0.7448.

Performance Graph

The following graph compares the cumulative total shareholder return of CDN$100 invested in Shares of Endeavour from December 31, 2011 to December 31, 2016 with the S&P/TSX Global Gold Index for the same period.

Total shareholder return – 5 years to December 31, 2016



Market data sourced from TSX InfoSuite

Between 2011 and 2015, Endeavour's cumulative shareholder return followed a similar trend as the gold-sector specific S&P/TSX Global Gold Index. In the six-month period of December 31, 2012 to June 30, 2013, the spot gold price declined, which resulted in dramatic declines in the value of gold producers as illustrated by the chart above. During this period, Endeavour was in the midst of constructing the Agbaou mine, and the perceived risks associated with completing the project as well as Endeavour's leverage at the time were key drivers in Endeavour's share price under-performance. However, during 2016 Endeavour significantly out-performed the S&P/TSX Global Gold Index, up 167% compared to 50%. The 2016 over-performance can be attributed to Endeavour's strong operating results, improved financial leverage and balance sheet, and the implementation of its new strategy, as discussed above on page 21 of this Circular.

Analysis and Discussion of 2016 Total Direct Compensation

2016 Base Salaries

As noted on page 23, Endeavour targets base salaries for its NEOs between the median and 75th percentile of the Comparator Group. As part of the significant organizational changes in 2016, the former CEO, Neil Woodyer, resigned in June 2016 and was succeeded by Sébastien de Montessus. The changes also included the departure of several former senior executives of the Corporation during 2016, the streamlining of the executive functions and formation of the Executive Committee. Ota Hally, former CFO, stepped down from that role in November 2016 and was succeeded by Vincent Benoit. Following appointment as the CEO, Mr. de Montessus' salary was adjusted from US$850,000 to US$950,000, reflecting his increased responsibilities.

Name and Principal Position	Base Salary 2015	Base Salary 2016	% Change
Sébastien de Montessus, Chief Executive Officer and President	850,000	950,000	12%
Vincent Benoit, Chief Financial Officer	420,000	420,000	0%
Neil Woodyer, former Chief Executive Officer	1,200,000	1,200,000	0%
Ota Hally, former Chief Financial Officer	350,000	350,000	0%
Adriaan Roux, Chief Operating Officer	650,000	664,400	2%
Jeremy Langford, EVP – Construction Services	350,000	475,000	36%
Patrick Bouisset, EVP - Exploration	400,000	400,000	0%

2016 Annual (Short-term) Incentive Bonus

Annual performance incentive targets were established for the NEOs as follows: de Montessus (125% of salary; 150% for extraordinary achievements), Roux (100% of salary; 125% for extraordinary achievements), Hally (100% of salary), Bouisset (75% of salary; 100% for extraordinary achievements), Benoit (75% of salary; 100% for extraordinary achievements), and Langford (75% of salary; 100% for extraordinary achievements). The 2016 annual incentive bonuses were paid in cash in the amounts disclosed below:

Name and Principal Position	Target 2016 Bonus (US$)		2016 Annual Bonus Award (US$)			Actual 2016 Bonus as % of Salary
	% of Salary	Target Amount	Cash-based Award	Share-based Award	Total Award	
Sébastien de Montessus, Chief Executive Officer and President	125%	1,187,500	1,537,500	Nil	1,537,500	162%(1)

Name and Principal Position	Target 2016 Bonus (US$)		2016 Annual Bonus Award (US$)			Actual 2016 Bonus as % of Salary
	% of Salary	Target Amount	Cash-based Award	Share-based Award	Total Award	
Vincent Benoit, Chief Financial Officer	75%	315,000	315,000	Nil	315,000	75%
Neil Woodyer, former Chief Executive Officer	125%	1,500,000	Nil	Nil	Nil	n/a
Ota Hally, former Chief Financial Officer	100%	320,833	Nil	Nil	Nil	n/a
Adriaan Roux, Chief Operating Officer	100%	664,400	664,400	Nil	664,400	100%
Jeremy Langford, EVP – Construction Services	75%	356,250	356,250	Nil	356,250	75%
Patrick Bouisset, EVP - Exploration	75%	300,000	300,000	Nil	300,000	75%

(1) The Board determined it was appropriate to make a one-time special award of $350,000 to Mr. de Montessus, in addition to his target 2016 bonus, in recognition of his leadership during a challenging transition period and the resulting cohesion he brought to the management team, as well as his realignment of the Corporation's strategic direction.

The following company-wide accomplishments and achievements of the NEOs were recognized and were factors considered in awarding annual bonuses for fiscal 2016:

Total Shareholder Return

During 2016, the TSR for Endeavour Shares was +163%. This performance compared positively to both the median TSR of the 2016 Comparator Group (+48%) and the performance of the S&P TSX Global Gold Index (+50%). In fact, during 2016 Endeavour's share price outperformed all 16 members of the 2016 Comparator Group and all 38 members of the S&P TSX Global Gold Index, by a wide margin.

Safety, Health and Environment

During 2016, recordable workplace injuries and environmental incidents were within international standardized metrics.

Safety Performance - Lost time injury frequency rate: 0.29 per million person hours worked.

	2013	2014	2015	2016
Youga Mine[(1)]	1	1	1	0
Nzema Mine	2	3	1	1
Tabakoto Mine	3	2	4	2
Agbaou Mine	1	0	0	0
Karma Mine[(2)]	n/a	n/a	n/a	1
Ity Mine[(3)]	n/a	n/a	2	2

[(1)] Youga Mine divested in February 2016
[(2)] Karma Mine acquired in April 2016
[(3)] Ity Mine acquired in November 2015

Endeavour's vision for its environmental, social, health and safety programs is to maintain all properties at international best practices in the mining sector and to continue to work toward our goal of "zero harm". We improved our safety performance during 2016, recording a lost-time injury rate of 0.29 per million person hours worked, vs. 0.76 in 2015. In July 2016, Endeavour press released an unfortunate fatality of one of its employees at its Tabakoto mine, the occurrence of which was comprehensively investigated in cooperation with Malian authorities. This investigation resulted in certain mine practices and procedures being adapted.

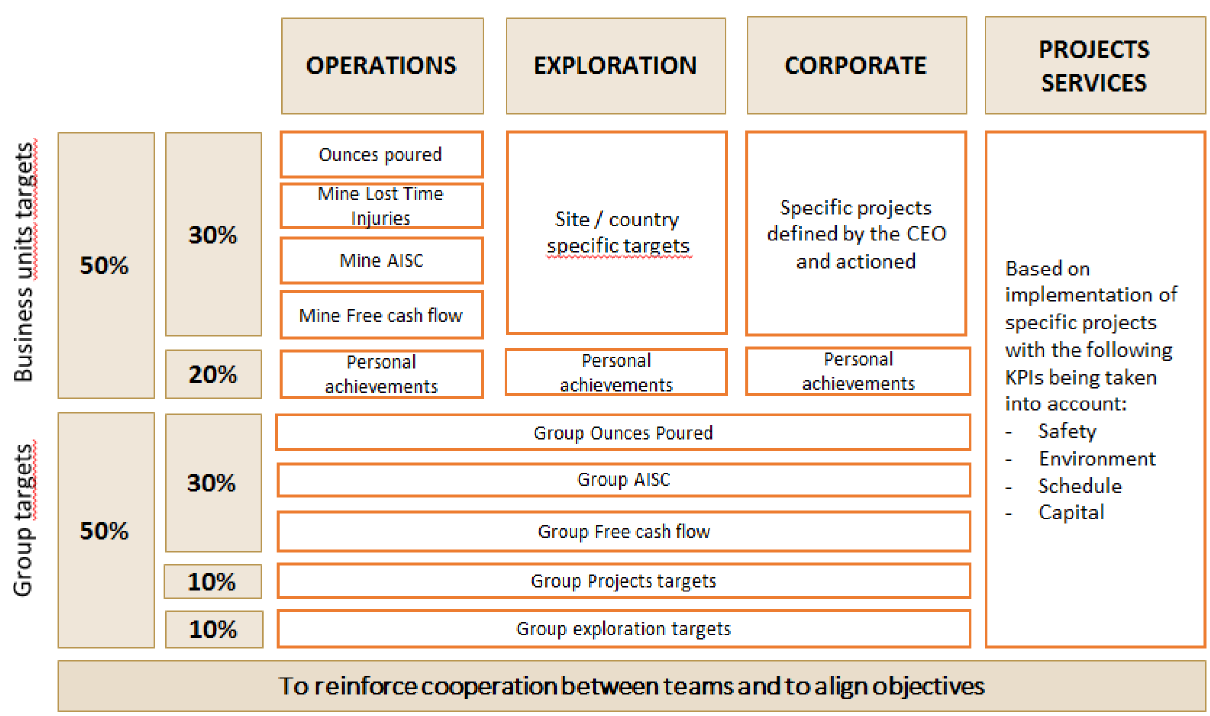
In 2015, Endeavour received recognition from national health authorities and its West African mining sector peers for its rigorous approach to detection, protection and response in relation to the regional Ebola crisis and the Corporation continues its preparedness for and vigilance against similar epidemics.

Budget Production & Costs	Gold production increased to 583,712 ounces, as compared to 516,646 ounces in 2015, and well within the 2016 production guidance range of 575,000 to 610,000 ounces. All-in sustaining cost per gold ounce sold of $884 compared to $922 in 2015. Generation of free cash flow of $142 million, compared to $92 million in 2015, before movements in working capital, tax and financing costs
Financial Targets	Endeavour ended 2016 in a strong financial position with net debt of $26 million, which compares to $144 million at the end of 2015. The improvement in Endeavour's net debt position and the associated decrease in Net Debt / EBITDA multiple is viewed as a key driver in strengthening Endeavour's Share price during the year.
Gold Reserve / Resource Replacement	2016 year-end attributable mineral reserves of 5.532 million ounces of gold for an increase from 4.667 million ounces at the end of 2015.
Completion of Specific Projects and Value-added Studies	During 2016, the Corporation completed the acquisition of True Gold, divested the Youga mine, commenced construction of the Houndé project, successfully completed the Ity CIL feasibility study, and significantly expanded its exploration program with the reorientation of its strategy towards long-term exploration, and the commitment to invest $35-$40 million in exploration annually.

2017 Short-Term Incentive Bonus

Although the comprehensive review of compensation practices in 2016 included recommendations for changes to the measurement of annual short-term incentive bonus, due to the review taking place mid-year it was not possible to implement the methodology in 2016.

The changes to the measurement of annual short-term incentive bonuses have been implemented for 2017 and will be fully described in the Management Information Circular of the Corporation for the year ended 2017. However, in the interest of timely transparency given the various changes to compensation practices implemented this year, the Corporation will measure individual executive eligibility for 2017 short-term incentive bonuses against the factors appearing in the following graphic, according to the executive's specific area of employment.



2016 LTI Compensation

PSUs were introduced in 2014 as part of the LTI compensation program under the Initial PSU Plan, with the intention of increasing the pay mix in favour of long-term equity-based compensation. PSUs granted under the Initial PSU Plan are generally subject to three year 'cliff-vesting' to serve as an employee retention mechanism. The Initial PSU Plan was designed to be a more performance driven LTI vehicle as compared to stock options. The Corporation's LTI awards for 2015 were granted in March 2016, consisting of stock options and PSUs under the Initial PSU Plan with a value mix of 50% and 50% based on valuations at the grant date, in accordance with the Corporation's 2015 LTI award program.

Following its review of long-term compensation in September 2016, the Corporation currently does not intend to continue to award stock options to senior management. It was also concluded that the Gold LTI no longer represents a suitable and effective incentive tool. As an alternative to stock option grants and the Gold LTI, the Corporation adopted the two Executive PSU Plans, comprised of the UK Executive PSU Plan and the Non-UK Executive PSU Plan, to implement the Executive LTIP. These two PSU Plans reflect defined performance conditions for vesting and provide flexible and tax-efficient solutions for executives depending on their individual tax residency. Details of the Executive LTIP and performance criteria for PSU awards are discussed on page 23 of this Circular.

Grant 1 under the Executive LTIP was awarded in October 2016 with 219,283 PSUs (in the form of 3,250 performance shares) issued under the UK Executive PSU Plan and 426,950 PSUs issued under the Non-UK Executive PSU Plan.

As part of 2015's LTI program, 346,790 stock options were granted under the Option Plan in March 2016 at a strike price of CDN$10.94, and a further 1,353,423 stock options were granted in connection with the True Gold acquisition in replacement of previously issued True Gold stock options, such replacement options having a weighted average strike price of $10.15. A further 348,958 PSUs were issued under the Initial PSU Plan (249,800 as part of 2015's LTI program and 99,195 Start-up PSUs). In total, 1,700,213 stock options and 995,191 PSUs were granted in 2016.

2016 Total Direct Compensation to the CEO and other Named Executive Officers

Sébastien de Montessus, Chief Executive Officer and President

Mr. de Montessus was appointed as CEO and President of Endeavour in July 2016, having previously served as President since November 2015. He is responsible for implementing Endeavour's growth strategy and has streamlined the executive team in 2016 to deliver that strategy. All executives report directly to Mr. de Montessus, who is ultimately responsible for the operational and financial performance of the Corporation**.**

Mr. de Montessus was previously the Chief Executive Officer of the La Mancha Group since 2012, and under his leadership La Mancha doubled its production through optimization efforts before undergoing a portfolio restructuring, which enabled La Mancha to become the main shareholder of Evolution Mining, a leading Australia gold miner, and of Endeavour in November 2015. In September 2015, Mr. de Montessus was appointed to the board of Evolution Mining. Mr. de Montessus was previously a member of the Executive Board and Group Deputy CEO of AREVA Group (a world leader in nuclear energy) and CEO of AREVA Mining (uranium). Mr. de Montessus was a Board member of ERAMET, a world leader in alloying metals, between 2010 and 2012. Before joining AREVA in 2002, Mr. de Montessus was an investment banker at Morgan Stanley in London (M&A and Equity Capital Markets). Mr. de Montessus is a business graduate from ESCP-Europe Business School in Paris.

Target Total Direct Compensation for 2016

- The Remuneration Committee carried out a detailed analysis of the 2016 Comparator Group with the support and assistance of Mercer. As a result, and in support of Mr. de Montessus' strong track record prior to joining Endeavour, leadership, and strategic vision, the Board set his target total direct compensation in the top quartile of the Comparator Group.

Total Direct Compensation for 2016

- Mr. de Montessus' total direct compensation for 2016 (excluding Mr. Montessus' Start-up RSUs and Start-up PSUs; see page 26) was $3,842,057, which is approximately at the 90^{th} percentile position of total direct compensation paid to 2016 Comparator Group CEOs (as compiled by Mercer in August 2016).
- The performance criteria for the CEO in 2016 included: (i) total shareholder return; (ii) achievement of operational objectives; (iii) project advancement; and (iv) exploration program expansion.
- During 2016, the CEO provided strong overall supervision of the expanding business of the Corporation, managed a difficult management transition period, and provided leadership to drive the achievement or implementation of a number of strategic priorities, while exceeding the targets of the Corporation for the year.

Other current NEOs (Messrs. Benoit, Roux, Langford and Bouisset)

- For the other NEO's, total direct compensation was targeted at the 75th percentile of the Comparator Group. For these individuals, we note the increased challenge (as compared to the CEO) of finding incumbents in the peer group performing substantially similar job functions.
- The total direct compensation for 2016 paid to the other NEOs (not including Retention RSUs, Start-up RSUs and Start-up PSUs; see page 26) averaged $2,374,653 which is in the top quartile of total direct compensation paid to 2016 Comparator Group NEOs (as compiled by Mercer).
- The measurement criteria for each of the other NEOs were also specific, quantitative where possible and organized in a similar fashion to that of the CEO and aligned with the Corporation's goals.

Compensation Governance

The Corporation has a Remuneration Committee which consists of Michael Beckett (Chairman), Olivier Colom and Wayne McManus, each of whom are independent directors. The Remuneration Committee assists the Board in approving and monitoring the Corporation's guidelines and practices with respect to compensation and benefits, as well as in determining recruitment, retention and termination policies and procedures.

The Remuneration Committee's responsibilities include, among other things:

- Determining, in consultation with the Board and the Chief Executive Officer, a framework or policy for the remuneration of the executive management. The principal objective of such policy is to ensure that members of the executive management of the Corporation are motivated to pursue the long term growth and success of the Corporation within an appropriate control framework and to establish a clear relationship between key executive performance and remuneration; and
- within the terms of the agreed policy, determining and recommending to the Board the individual remuneration package of the Chief Executive Officer.

Endeavour's executive compensation philosophy, as established by the Remuneration Committee in consultation with the Board and the CEO, is to:

- provide market-competitive compensation to attract and retain the talent needed to implement the business strategy;
- pay for performance by emphasizing variable compensation that is linked to the Corporation's key strategic and operational objectives; and
- align long-term performance awards with Endeavour's Share price to incentivize long-term value enhancement.

In all cases, it is recognized that the entrepreneurial nature of Endeavour's business strategy requires flexibility in the determination of executive compensation, and the Remuneration Committee, the Board and the CEO consult regularly with each other and with outside consultants, as necessary, in this regard.

A copy of the Remuneration Committee's charter which sets out its role and responsibilities, composition, structure and membership requirements is available on the Corporation's website. Please refer to the section "Information Concerning Directors" above for background information on each of the Remuneration Committee members.

The Remuneration Committee has retained Mercer since 2012 to provide advice and recommendations on the Corporation's executive compensation programs. In 2016, Mercer provided consulting advice in the following areas:

- Executive compensation policy (for example, the choice of comparator group and compensation philosophy);
- Total compensation benchmarking for the NEOs;
- Incentive plan design (including development of the Executive LTIP); and
- The provision of general market observations with respect to market trends and issues.

Decisions made by the Remuneration Committee, however, are the responsibility of the Remuneration Committee and may reflect factors and considerations other than the information and recommendations provided by Mercer.

Executive Compensation – Related Fees

During the year ended December 31, 2016, Mercer was paid US$108,410 in executive compensation-related fees (US$50,890 in 2015). The increase in fees during 2016 can be attributed to the substantial work associated with the CEO transition and, in the context of the new growth strategy, formulating the Executive LTIP as a performance driven long-term incentive. Other than described above, Mercer did not provide any other services to Endeavour during 2015 or 2016.

Summary Compensation Table

The following table contains information about the compensation paid to, or earned by, the NEOs for the financial years ended December 31, 2014, 2015 and 2016.

All amounts in US$					Non-equity incentive plan compensation			
Name and Principal Position	Year	Salary	Share-based awards[(1)]	Option-based awards[(2)]	Annual plans	Long-term plans	Other comp.[(3)]	Total comp.
Sébastien de Montessus, CEO and President	**31-Dec-16**	**900,000**[(4)]	**1,989,380**[(5)]	**nil**	**1,537,500**	**nil**	**1,426,203**	**5,853,083**
	31-Dec-15	70,833	350,036	nil	nil	nil	nil	420,869
	31-Dec-14	nil	nil	nil	nil	nil	nil	nil
Neil Woodyer, Former CEO[(6)]	**31-Dec-16**	**600,000**	**nil**	**nil**	**nil**	**nil**	**7,670,083**[(7)]	**8,270,083**
	31-Dec-15	1,200,000	796,704	296,966	500,000	nil	4,050,000	6,843,670
	31-Dec-14	1,200,000	721,268	428,425	750,000	nil	338,895	3,438,588
Vincent Benoit, Chief Financial Officer	**31-Dec-16**	**420,000**	**1,729,105**	**nil**	**315,000**	**nil**	**889,729**	**3,353,834**
	31-Dec-15	35,000	149,968	nil	nil	nil	nil	184,968
	31-Dec-14	nil	nil	nil	nil	nil	nil	nil
Ota Hally, Former Chief Financial Officer[(8)]	**31-Dec-16**	**320,833**	**nil**	**nil**	**nil**	**nil**	**1,144,045**[(9)]	**1,464,878**
	31-Dec-15	313,334	144,642	82,017	187,500	nil	482,500	1,209,993
	31-Dec-14	199,808	104,082	97,103	93,750	nil	nil	494,743

All amounts in US$					Non-equity incentive plan compensation			
Name and Principal Position	Year	Salary	Share-based awards(1)	Option-based awards(2)	Annual plans	Long-term plans	Other comp.(3)	Total comp.
Attie Roux, Chief Operating Officer	**31-Dec-16**	**664,400**	**1,993,200**	**nil**	**664,400**	**nil**	**2,633,449**	**5,955,449**
	31-Dec-15	650,000	236,136	111,255	375,000	nil	1,489,964	2,862,355
	31-Dec-14	450,000	305,291	188,507	337,500	nil	315,000	1,596,298
Jeremy Langford, Executive VP Constr. Services	**31-Dec-16**	**454,167**	**950,000**	**nil**	**356,250**	**nil**	**1,097,618**	**2,858,035**
	31-Dec-15	350,000	173,146	85,647	262,500	nil	675,000	1,546,293
	31-Dec-14	309,412	216,380	137,096	225,000	nil	35,000	922,888
Patrick Bouissett, Executive VP - Exploration	**31-Dec-16**	**400,000**	**800,000**	**nil**	**300,000**	**nil**	**1,326,305**	**2,826,305**
	31-Dec-15	33,333	50,017	50,009	nil	nil	nil	133,359
	31-Dec-14	nil	nil	nil	nil	nil	nil	nil

(1) Share-based awards are comprised of performance shares and performance share units issued under the PSU Plans. Performance shares are valued at their fair value under IFRS using a Monte Carlo simulation on the date of grant, which, for the 2016 grant, derives a payout probability factor of 29.59%. Performance share units, which have a fair value equal to zero under IFRS at the grant date, are deemed for purposes of this Circular to have a value equal to a volume-weighted average Share price determined on the grant date. Calculated values for 2016 are converted to US$ using the exchange rate in effect on December 31, 2016, being $0.7448.

(2) Stock options are valued at their fair value under IFRS using a Black-Scholes valuation model as of the grant date. Calculated values for 2016 are converted to US$ using the exchange rate in effect on December 31, 2016, being $0.7448.

(3) Other compensation for 2016 includes Retention RSUs, Start-up RSUs, housing allowances and taxes paid by the Corporation on behalf of the NEO. Other compensation for 2015 includes value of partial CoC Waiver payments made in 2015, which are categorized as acquisition expenses of the La Mancha transaction under IFRS standards in the Corporation's audited financial statements. Retention RSUs and Start-up RSUs, which have a fair value equal to zero under IFRS at the grant date, are deemed for purposes of this Circular to have a value equal to a volume-weighted average Share price determined on the grant date. Calculated values for 2016 are converted to US$ using the exchange rate in effect on December 31, 2016, being $0.7448. CoC Waiver payments, Retention RSUs and Start-up RSUs are discussed on page 26 of this Circular.

(4) Mr. de Montessus' salary was increased during 2016 from $850,000 to $950,000 in connection with his mid-year appointment as Chief Executive Officer of the Corporation.

(5) Includes the value of 3,250 performance shares (issued on the basis of a grant amount of $3.25 million), which is equivalent in value to 219,283 performance share units using the methodology for valuing PSUs described in note (2) above. See page 23 of this Circular for further information.

(6) Mr. Woodyer's service as Chief Executive Officer of the Corporation, which was terminated in June 2016, was provided under the terms of a management services agreement, as amended and restated on January 29, 2015 (the "**Elstead Agreement**"), between the Corporation, Elstead Ltd. (a management company owned by Mr. Woodyer), and Mr. Woodyer.

(7) Includes a $7,500,000 termination payment required to be made under the terms of the Elstead Agreement. See page 40 of this Circular for further information.

(8) Mr. Hally's employment in the role of Chief Financial Officer was terminated on November 1, 2016. Mr. Hally continues to work as a consultant for the Corporation.

(9) Includes a termination payment of $993,750 required to be made under the terms of Mr. Hally's employment agreement. See page 40 of this Circular for further information.

Incentive Plan Awards

The tables below set forth details of all incentive plan awards outstanding for each current NEO of the Corporation as of December 31, 2016, consisting of incentive stock options and PSUs. As of December 31, 2016, Mr. Woodyer did not hold any incentive plan awards, as his holdings either accelerated or expired in connection with the termination of his services as CEO.

Outstanding Option-Based Awards

Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN$)(1)	Option expiration date	Value of unexercised in-the-money options (US$)(2)
Sébastien de Montessus	Nil	Nil	Nil	Nil
Vincent Benoit	Nil	Nil	Nil	Nil
Adriaan Roux	25,850	6.10	19-Jan-2020	268,773
	27,500	9.50	18-Jul-2019	216,290
	37,370	10.94	11-Mar-2021	253,839
	25,000	22.60	24-Jan-2018	Nil
Jeremy Langford	19,900	6.10	19-Jan-2020	206,908
	20,000	9.50	18-Jul-2019	157,302
	22,420	10.94	11-Mar-2021	152,290
	5,000	22.60	24-Jan-2018	Nil
Patrick Bouisset	14,950	10.94	11-Mar-2021	101,549
Ota Hally	10,129	5.20	04-Aug-2020	112,105
	10,750	6.10	19-Jan-2020	111,772
	18,680	10.94	11-Mar-2021	126,885

(1) Options are granted with a Canadian dollar exercise price (being the currency in which the Shares trade on the TSX).

(2) This value is calculated as the difference between the CDN$ exercise price of an Option and the closing price of the Shares on the TSX on December 31, 2016 (which was CDN$20.06), with that difference being converted to US$ for the purposes of the table above using the exchange rate in effect on December 31, 2016.

Outstanding Share-Based Awards (PSUs)

Name	Number of PSUs (#) that have not vested (1)	Payout value of PSUs that have not vested (US$) (2)	Payout value of vested PSUs not paid out or distributed (US$)
Sébastien de Montessus	314,478 (3)	6,228,717	Nil
Vincent Benoit	143,919	2,929,776	Nil
Adriaan Roux	188,092	3,734,985	Nil
Jeremy Langford	136,398	2,705,796	Nil
Patrick Bouisset	103,172	2,115,127	Nil
Ota Hally	34,600	775,422	Nil

(1) Retention RSUs and Start-up RSUs granted to certain new executives are excluded from the above table, as they do not constitute incentive plan awards. Retention RSUs and Start-up RSUs are disclosed in the table below and are discussed above on page 26 of this Circular.

(2) Payout value of performance share units is calculated using the market price of the Shares of CDN$20.06 on the TSX on December 31, 2016, along with factoring by the maximum performance multiplier of 1.5 under the Initial PSU Plan and 1.25 under the Executive PSU Plans, respectively, which reflects Endeavour's TSR performance relative to the components of the S&P TSX Global Gold Index, and

assumes that all other performance criteria under the Executive PSU Plans have been achieved. The result is converted to US dollars using the exchange rate in effect on December 31, 2016, being $0.7448.

(3) Includes 219,283 performance share units, economically equivalent to the 3,250 performance shares awarded to Mr. de Montessus under the U.K. Executive PSU Plan. See page 23 of this Circular.

Outstanding Retention RSUs and Start-up RSUs

Name	Number of RSUs (#) that have not vested	Payout value of RSUs that have not vested (US$) [1]	Payout value of vested RSUs not paid out or distributed (US$) [1]
Sébastien de Montessus	52,645	786,553	Nil
Vincent Benoit	46,550	695,489	Nil
Adriaan Roux	121,917	1,821,524	Nil
Jeremy Langford	74,813	1,117,758	Nil
Patrick Bouisset	44,333	662,366	Nil

(1) Payout value of RSUs is calculated using the market price of the Shares of CDN$20.06 on the TSX on December 31, 2016 and converted to US dollars using the exchange rate in effect on December 31, 2016, being 0.7448.

Value Vested or Earned for Incentive Plan Awards during the Year

In 2016, the Corporation had three kinds of incentive plan awards that executives and certain employees were eligible to receive: stock options issued under the Option Plan; PSUs issued under the Initial PSU Plan and the Executive PSU Plans; and annual bonuses payable in cash.

The following table sets forth details of the value vested or earned under IFRS for all incentive plan awards during the most recently completed financial year by the NEOs:

Name	Option-based awards - Value vested during the year ended December 31, 2016 (US$)	Share-based awards - Value vested during the year ended December 31, 2016 (US$)	Non-equity incentive plan compensation - Value earned during the year ended December 31, 2016 (US$)
Sébastien de Montessus	Nil	1,453,780	1,537,500
Vincent Benoit	Nil	344,784	315,000
Neil Woodyer	5,107,578	1,337,095	Nil
Ota Hally	311,083	756,102	Nil
Adriaan Roux	1,344,449	1,139,059	664,400
Jeremy Langford	639,411	810,127	356,250
Patrick Bouisset	75,304	238,812	300,000

Pension Plan Benefits

As at December 31, 2016, the Corporation did not have any pensions, retirement programs or related perquisites in place for any NEO.

As a result of the recent relocation of corporate functions to London, the Corporation, through its UK subsidiary, has become subject to UK legislation requiring pension enrollment. The legislation requires all employers to automatically enrol eligible workers aged between 22 and the state pension age (currently age 65) and earning more than £10,000 per annum (as at 2017/2018) into a qualifying pension scheme that meets minimum statutory quality requirements. When the legislation is fully in force on April 6, 2019, minimum total contribution of 8% of statutory "qualifying earnings" will need to be made into a qualifying pension scheme in respect of each eligible worker. Of the 8% minimum contribution, at least 3% must be paid by the UK employer. No contributions were required to be made under this statutory regime with respect to NEOs in 2016, but contributions are expected to be required in 2017.

Termination and Change of Control Benefits

The Corporation has the below described plans or arrangements in respect of compensation that may be received by its current NEOs with the view to compensating such officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change of control:

Pursuant to employment agreements entered into between the Corporation and each of Sébastien de Montessus, Attie Roux, Vincent Benoit, Jeremy Langford and Patrick Bouisset (each, an "**Executive Employment Agreement**"), if such an agreement is terminated:

(1) by the Corporation for any reason other than for cause, the relevant NEO, in addition to receiving ordinary course payment of any accrued but unpaid salary, reimbursable expenses and pro-rated vacation entitlements up to termination, is entitled to receive a payment equal to (a) 12 months of salary as of the date of termination and (b) 12 months of bonus, calculated on the basis of average bonus paid in the preceding two years. The NEO would also be entitled to a pro-rated bonus payable in accordance with the Corporation's bonus policy, as amended from time to time. Assuming the Executive Employment Agreements were terminated without cause as of December 31, 2016, Messrs. de Montessus, Roux, Benoit, Langford and Bouisset would have been entitled to payments from the Corporation of approximately US$2,437,500, US$1,184,000, US$735,000, US$763,500 and US$700,000, respectively; or

(2) within six months following a Change of Control (as defined below), by the Corporation for any reason other than for cause, the relevant NEO, in addition to receiving ordinary course payments (as described above), is entitled to receive a payment equal to (a) 24 months of salary as of the date of termination and (b) 24 months of bonus, calculated on the basis of average bonus paid in the preceding two years. The NEO would also be entitled to a pro-rated bonus payable in accordance with the Corporation's bonus policy, as amended from time to time. Assuming the Executive Employment Agreements were terminated as of December 31, 2016 (following a Change of Control), Messrs. de Montessus, Roux, Benoit, Langford and Bouisset would have been entitled to payments from the Corporation of approximately US$4,875,000, US$2,368,000, US$1,470,000, US$1,527,000 and US$1,400,000, respectively.

For purposes of the foregoing, a "**Change of Control**" can be summarized as:

(a) the acquisition, directly or indirectly, of securities of the Corporation such that after the completion of such acquisition, the acquiror is entitled to exercise 50% or more of the votes entitled to be cast at a meeting of the shareholders of the Corporation;

(b) in connection with a contested election of directors or any initiative by a shareholder at a meeting of the Corporation's shareholders, the nominees named in the most recent management information circular of the Corporation for election to the Board shall not constitute a majority of the Board; or

(c) the sale, transfer or other disposition of more than 50% of the assets of the Corporation.

During the course of the year, termination payments were triggered under contractual provisions in connection with the departures of Endeavour's former CEO, Neil Woodyer, and former CFO, Ota Hally.

Mr. Woodyer's services as CEO of Endeavour were performed under a management services agreement, amended and restated on January 29, 2015, between the Corporation, Mr. Woodyer and Elstead Ltd. ("**Elstead**"), a management company owned by Mr. Woodyer. The termination of the Elstead agreement entitled Elstead to a termination payment from the Corporation of US$7,500,000, which amount represents 36 months of management fee payments as of the date of termination and 36 months of bonus calculated based on the average bonus Elstead received during the three years preceding the date of termination. In addition, the Residual CoC Installment of US$1,875,000 earned in 2015 with payment deferred until November 27, 2017 was accelerated and paid during 2016. These termination payments were made subject to Elstead and Mr. Woodyer's execution of a release in favour of the Corporation, which included confidentiality provisions (subject to disclosure required by applicable law). As a further entitlement on termination, 143,590 PSUs held by Mr. Woodyer under the Initial PSU Plan vested on a pro-rata basis, the settlement value of which was US$1.8 million.

Mr. Hally's termination as CFO entitled him to a termination payment from the Corporation of US$1.2 million, which amount represented 24 months of salary as of the date of termination and 24 months of bonus calculated based on the average bonus received during the two years preceding the date of termination, net of the COC Waiver payment of $206,250 paid in 2015. This termination payment was made subject to Mr. Hally's execution of a release in favour of the Corporation, which included confidentiality provisions (subject to disclosure required by applicable law).

Indebtedness of Directors, Executive Officers and Senior Officers

At no time during the year ended December 31, 2016, was a director, executive officer or senior officer of the Corporation or any proposed nominee for election as a director of the Corporation, or any associate of any such director, officer or proposed nominee indebted to the Corporation or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, no proposed director of the Corporation, nor any associate or affiliate of any informed person or proposed director, has been party to any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

EQUITY COMPENSATION PLANS

Endeavour Stock Option Plan

The Corporation has an incentive stock option plan (the "**Option Plan**") under which equity securities of the Corporation are authorized for issuance. The Option Plan was initially approved by shareholders at the Corporation's annual general meeting on February 28, 2003, and was approved by shareholders most recently on June 16, 2015, which approval is effective until June 16, 2018. As at May 18, 2017, there were 563,409 options outstanding under the Option Plan, representing approximately 0.58% of the Corporation's issued and outstanding Shares. The weighted-average exercise price of the outstanding options is CDN$12.97 and the weighted average remaining term is 2.01 years. Accordingly, as at the date of this Circular, at which time Endeavour does not have any other equity compensation plans under which Shares may be issued, there were a total of 9,142,160 unallocated Shares available for allocation and issuance under the Option Plan, representing approximately 9.42% of the Corporation's issued and outstanding Shares. If the PSU Plans are approved at the Meeting, these unallocated Shares will be available for issuance in settlement of PSUs. The Corporation does not, at present, intend to continue to use stock options to compensate senior management, and instead has developed the Executive LTIP to incentivize senior management using PSUs. See page 23 of this Circular.

The Option Plan has the following key features:

- The aggregate number of Shares to be reserved for exercise of all options granted under the Option Plan and any other share compensation arrangement shall not exceed 10% of the Shares of the Corporation issued and outstanding at the time of granting of options. The maximum number of Shares which may be reserved for issuance to any one person under the Option Plan shall be 5% of the Shares issued and outstanding at the time of the grant.
- Options may be granted to eligible participants from time to time, including officers, employees, management company employees or consultants.
- The Option Plan includes the "insider participation limits" specified by the TSX. The maximum number of Shares which may be reserved for issuance to insiders under the Option Plan as well as any other share compensation arrangement at any time shall be 10% of the Shares issued and outstanding (on a non-diluted basis). The maximum number of Shares which may be issued to insiders under the Option Plan and any other share compensation arrangement within a 12-month period shall be 10% of the Shares issued and outstanding (on a non-diluted basis). The maximum number of Shares reserved for issuance to any person under the Option Plan within a 12-month period shall be 5% of the Shares issued and outstanding at the time of the grant (on a non-diluted basis).
- Option exercise prices shall not be less than the greater of the volume weighted average trading price of the Shares, calculated by dividing the total value by the total volume of Shares traded on the Exchange for the five trading days immediately preceding the date of the grant, and the closing trading price of the Shares on the grant date.
- Options cannot be granted for a term exceeding 10 years.
- Options granted shall vest at the times specified by the Board at the date of grant.
- Subject to the discretion of the Board and as specified below, upon an option holder ceasing to be an eligible participant, he or she may exercise vested, unexpired options for up to 90 days thereafter. In the event of termination for cause, unexercised options are immediately cancelled. In the event of the death, unexpired options may continue to be exercised up to one year thereafter.
- Options are non-transferable and non-assignable.
- Certain amendments related to the Option Plan, including increasing the number of Shares reserved for issuance under the Option Plan, reducing the exercise price of options (including any cancellation and reissuance of options), extending the term of options beyond their original expiry date, changing insider

participation limits, permitting option grants to non-executive directors, altering the amendment provisions of the Option Plan or permitting any transfer of assignment of options other than by will or the laws of descent and distribution, require shareholder approval. Subject to the policies of the TSX, the Board is permitted to make other amendments to the Option Plan and options without shareholder approval.

- The Board may amend, suspend or terminate the Option Plan or any portion thereof at any time in accordance with applicable legislation and subject to any required approval.
- The Board may, without shareholder approval, make the following amendments to the Option Plan or any option:
  - amend the vesting provisions of the Option Plan and any stock option agreement;
  - amend the Option Plan or an option as necessary to comply with applicable law or the requirements of the TSX or any other regulatory body having authority over the Corporation, the Option Plan or the shareholders;
  - any amendment of a "housekeeping" or administrative nature; and
  - any other amendment that does not require the approval of the shareholders under the Option Plan.
- In the event of a take-over bid, business combination, proposed change of control or certain other fundamental changes, the Board may make changes to the terms of options, including: (a) accelerating vesting, conditionally or unconditionally; (b) terminating outstanding options in favour of replacement options; (c) modifying the terms of any option to assist the holder to tender into any take-over bid; or (d) terminating any option following successful completion of the transaction.

A copy of the Option Plan is available for inspection during normal business hours at the Corporation's executive office in Monaco as well as under the Corporation's profile on SEDAR at www.sedar.com.

Etruscan Replacement Stock Option Plan

In connection with the Corporation's acquisition of Etruscan Resources Inc. ("**Etruscan**") in 2010, outstanding Etruscan options were replaced with new options entitling the holder to Shares of Endeavour. The term to expiry, conditions to and manner of exercising, vesting schedule and all other terms and conditions of the new option remained unchanged from the existing Etruscan option and are governed by an Etruscan replacement stock option plan adopted as part of the Etruscan acquisition.

Since completion of the Etruscan acquisition, no additional grants have been or will be authorized under the Etruscan replacement option plan. A copy of the Etruscan replacement option plan is available for inspection during normal business hours at the Corporation's executive office in Monaco.

Avion Stock Option Plan

In connection with the Corporation's acquisition of Avion Gold Corporation ("**Avion**") in 2012, outstanding stock options exercisable for shares of Avion, were adjusted to be exercisable for Shares of Endeavour. The adjusted options remain in effect for their original full term to expiry, and all other terms and conditions remain the same under the Avion stock option plan and any certificate or option agreement previously evidencing such option.

Since completion of the Avion acquisition, no additional grants have been or will be authorized under the Avion stock option plan. A copy of the Avion stock option plan is available for inspection during normal business hours at the Corporation's executive office in Monaco.

Endeavour PSU Plans

The Corporation currently has a total of four PSU Plans:

1. the Initial PSU Plan adopted by the Board on March 18, 2014, pursuant to which executives and other employees were awarded PSUs prior to April 2016, and pursuant to which the Start-up PSUs are granted;
2. the UK Executive PSU Plan adopted by the Board on October 7, 2016 to effect the Executive LTIP and pursuant to which United Kingdom resident executives have been granted and are eligible to receive PSU awards;
3. the Non-UK Executive PSU Plan adopted by the Board on October 7, 2016 to effect the Executive LTIP and pursuant to which non-United Kingdom resident executives have been granted and are eligible to receive PSU awards; and
4. the Employee PSU Plan adopted by the Board on February 24, 2017, pursuant to which non-executive management and other employees have been granted and are eligible to receive PSU awards,

(collectively, the "**PSU Plans**"), each of which was established to assist the Corporation in attracting and retaining talented employees, executive officers, and consultants and to promote a greater alignment of interests between the participants under the PSU Plans and shareholders of the Corporation.

The key features of the PSU Plans are summarized below. This summary is qualified by the complete terms of each of the PSU Plans.

Design Features	Summary of Design Feature
Eligible participants	*Initial and Employee PSU Plans*: Any employee, executive officer, director or consultant of the Corporation. *UK Executive PSU Plan*: Any senior employee, executive officer or director of the Corporation who is resident in the UK or any other jurisdiction and who the Corporation determines may participate. *Non-UK Executive PSU Plan*: Any senior employee, executive officer, director or consultant of the Corporation and who the Corporation determines may participate
Units	Performance share units (issued under the Initial, Employee and Non-UK Executive PSU Plans) are notional shares that have the same value at any given time as Shares in the Corporation, but do not entitle the participant to any voting or other shareholder rights and are non-dilutive to shareholders. Performance shares (issued under the UK Executive PSU Plan) are a special class of non-voting share issued in an Endeavour subsidiary company (Endeavour Gold Corporation). The rights of the performance shares mean that the potential payout is identical (though potentially more tax-efficient for UK resident executives) to what would be available through equivalent performance share units issued under the other PSU Plans.
Term	Three years from date of grant.
Vesting type	Performance share units vest based on performance, generally three years after grant. Performance shares become redeemable three years after grant.

Design Features	Summary of Design Feature
Performance criteria	In determining the performance criteria for PSUs, the Corporation considers total shareholder return ("**TSR**") to be a key performance metric as it most directly aligns management with the shareholders' experience. TSR offers a simple and measurable approach that is both effective from a pay-for-performance perspective and provides transparency on potential pay out amounts. TSR is the only performance metric measured for awards under the Initial PSU Plan. In connection with the Corporation's revised approach to compensation practices, performance criteria measured for awards under the Executive PSU Plans and the Employee PSU Plan are TSR and key, long term operational performance indicators (measuring achievement of production and all-in sustaining cost targets). *Initial PSU Plan*: The number of PSUs that vest is determined by measuring the Corporation's TSR relative to the constituents of the S&P TSX Global Gold Index. The PSU performance multiplier (leverage percentage) ranges from 50% (if in the bottom quartile) to 150% (if in the top quartile) of the PSUs that were originally granted, with interpolation between 50% and 150% if between the top and bottom quartiles. *Executive PSU Plans*: The number of PSUs that vest and the price at which the performance shares are redeemed are determined by a performance multiplier of 0% to 125% calculated based on (a) the Corporation's TSR relative to the constituents of the S&P TSX Global Gold Index at July 1, 2016 (weighted 50-75%), and (b) achievement of key operational performance objectives (weighted 50% in aggregate). With respect to TSR, the PSU performance leverage ranges from 0% to 150% of the PSUs that were originally granted, with interpolation between 0% and 150% if between the first and third quartiles and remaining at 150% for the fourth quartile. The operational performance objectives are set annually by the Board in its discretion prior to grant of that year's awards. For the 2016 grants, the operational performance criteria are: (i) reaching the Corporation's 2018 public market guidance for ounces of annual gold production at the Houndé mine (weighted 25%), and (ii) reaching an average AISC of $850/oz or less for 2018 (weighted 25%). For the 2017 grants, the operational performance criteria are: (i) reaching the Corporation's 2019 public market guidance for ounces of annual gold production at the Ity mine (weighted 25%), and (ii) reaching an average AISC of $800/oz or less for 2019 (weighted 25%). The 2018 operational performance criteria has not yet been determined. *Employee PSU Plan*: The number of PSUs that vest is determined by a performance multiplier of 0% to 125% calculated based on (a) the Corporation's TSR relative to the constituents of the S&P TSX Global Gold Index at January 1, 2017 (weighted 50-75%), and (b) achievement of key operational performance objectives (weighted 50% in aggregate). With respect to TSR, the PSU performance leverage ranges from 0% to 150% of the PSUs that were originally granted, with interpolation between 0% and 150% if between the first and third quartiles and remaining at 150% for the fourth quartile. The operational performance objectives are set annually by the Board in its discretion prior to grant of that year's awards. For the 2017 grants, the operational performance criteria are: (i) reaching the Corporation's 2019 public market guidance for ounces of annual gold production at the Ity mine (weighted 25%), and (ii) reaching an average AISC of $800/oz or less for 2019 (weighted 25%).
Pricing at time of grant	The conversion from the dollar value of the LTI grant to the number of PSUs is based on the closing price of the Shares on the trading day immediately preceding the date of grant on the TSX.

Design Features	Summary of Design Feature
	For the performance shares, the subscription agreement entered into by Participants specifies a redemption amount (a figure in US dollars).
Dividend equivalents	Additional PSUs are credited to the PSU holders during the vesting period at the same rate as dividends paid on the Shares, if any.
Payout value and form of payment	Upon vesting, each PSU (if earned, subject to the performance multiplier) will have a value equal to the volume weighted average trading price in Canadian dollars of the Shares on the TSX during the last 5 or 10 trading days prior to the vesting date. Upon redemption, each performance share will be redeemed for a sum equal to the redemption amount, adjusted according to performance against the performance criteria, as set out above. From and after shareholder approval of a PSU Plan, vested PSUs (including redeemed performance shares) may, at the option of the Corporation, be paid out in either cash or Shares. Until such time, PSUs will be paid out in cash at the end of their vesting or redemption period.
Maximum percentage of securities issuable	The aggregate number of Shares issuable under the PSU Plans and under all other equity based compensation arrangements of the Corporation shall not exceed 10% of the total number of Shares issued and outstanding from time to time.
Participation limits	Each of the PSU Plans includes "insider participation limits" which restrict the maximum number of Shares which may be issued to insiders within any one year period, or may be issuable to insiders at any time, to 10% of the Shares issued and outstanding at the time of issuance (on a non-diluted basis), including Shares issued under any other equity based compensation arrangement. The maximum number of Shares reserved for issuance to any insider under a PSU Plan within a one year period shall be 5% of the Shares issued and outstanding at the time of issuance (on a non-diluted basis), excluding Shares issued to such insider over the preceding one year period.
Clawback	Each of the PSU Plans contains a clawback provision whereby PSUs and the proceeds of settlement thereof will be recaptured by the Corporation if any such proceeds were based on: (i) the achievement of financial results that were subsequently materially revised; and (ii) the recipient of such PSU or proceeds of settlement thereof engaged in grossly negligent or intentional misconduct that caused or substantially caused the need for the material revision.
Triggers on termination of service or employment	If a participant under: *the Initial PSU Plan or the Employee PSU Plan:* • Ceases to be an eligible person as a result of his/her termination for cause, resignation without a good reason (as defined in the relevant PSU Plan) or for taking an unapproved leave of absence, all unvested PSUs of such participant will be deemed forfeited and will cease to have any value whatsoever; • Retires, all unvested PSUs will continue to vest *pro-rata* based on the number of months of active service completed up to the time of retirement; • Is absent from work due to an approved leave of absence, all unvested PSUs

Design Features	Summary of Design Feature
	will continue to vest *pro-rata* based on the number of months of active service completed up to the time of the leave of absence; • Ceases to be an eligible person as a result of his or her death or disability, all unvested PSUs will vest on such event; *the Initial PSU Plan:* • Ceases to be an eligible person as a result of his termination without cause or with a good reason, all unvested PSUs will continue to vest *pro-rata* based on the number of completed months of active service or employment between the date of grant and the vesting date; • That has a service or employment agreement with the Corporation that provides for a change of control payment upon the termination of such participant's service or employment, for any reason within six month of a change of control event ceases to be an eligible person under the Initial PSU Plan as a result of his or her service or employment being terminated by either the Corporation or such participant for any reason within six months of a change of control, all unvested PSUs or replacement equivalents held by such participant will vest on the participant's date of termination; *the Executive PSU Plans:* • Ceases to be an eligible person and is not a good leaver (as defined below), any unvested PSUs will be deemed forfeited and will cease to have any value whatsoever; and • Ceases to be an eligible person as a result of retirement, death, ill-health, disability, redundancy, termination without cause or resignation for good reason (i.e. is a good leaver) or as a result of the disposal of the participant's employing company in circumstances the Board determines justifies treating the participant as a good leaver, then any unvested PSUs shall vest and become capable of being settled, subject to the satisfaction of the performance criteria *pro rata* to the proportion of time between the date of grant to the date of settlement, unless the Board considers that a greater than *pro rata* proportion is appropriate, having regard to any directly relevant factors (including the contribution of the participant, the circumstances of the participant's termination and the amount of time elapsed since the date of grant).
Plan amendments	The Board may amend, suspend or terminate the plan without shareholder approval in accordance with applicable law, and subject to any required regulatory approval, and provided same shall not alter or impair any PSUs or any rights thereunder without the participant's consent. Shareholder approval is required for the following amendments: (i) increasing the number of Shares that can be issued under the plan; (ii) permitting the grant of a PSU with a settlement date of more than 3 years from the date of grant; (iii) removing or exceeding the insider participation limits; and (iv) amending the amendment provisions. Shareholder approval is not required for changes that only impact cash-settled PSUs.
Transferability	Performance share units are non-transferrable or assignable save, at the discretion of the Corporation, to a trustee, custodian or administrator acting on behalf of the participant.

Design Features	Summary of Design Feature
	Performance shares may not be transferred save, with prior consent of the Corporation to a "Permitted Transferee" (any member of affiliate of the Endeavour group, or to a participant's spouse, widow, children or grandchildren, or a trust or settlement set up whole for the benefit of the participant or the above persons).
Change of control trigger	*Initial PSU Plan*: In the event of a take-over bid, business combination, proposed change of control or certain other fundamental changes, the Board may make changes to the terms of the PSUs, including: (i) accelerating vesting and settlement, conditionally or unconditionally; (ii) modifying the terms of any option to assist the holder to tender into any take-over bid or proposed change of control; or (iii) provide for the exchange of any unsettled PSUs for securities of the successor entity upon successful completion of such a transaction. *Executive PSU Plans:* In the event of an actual or potential change in control, PSUs that have been granted will vest. The Board, without the necessity or requirement for the agreement of participants, may make changes to the terms of the PSUs including: (i) accelerating vesting and settlement, conditionally or unconditionally; (ii) otherwise amending or modifying the terms of the award; and (iii) providing for the exchange of any unsettled PSUs for securities of the successor entity upon successful completion of such a transaction.

Shares Issuable under Equity Compensation Plans

The below table indicates the maximum number of Shares that, pending shareholder approval of each of the PSU Plans, could be issued with respect to the awards made and outstanding under each equity compensation plan of the Corporation as of the Record Date (May 17, 2017), and this number of issuable Shares as a percentage of the Shares issued and outstanding as of the Record Date:

Plan	Maximum number of Shares issuable under outstanding Awards(1)(2)	Percentage of issued and outstanding Shares
Initial PSU Plan	852,740	0.88%
UK Executive PSU Plan	713,683	0.74%
Non-UK Executive PSU Plan	1,408,448	1.45%
Employee PSU Plan	295,731	0.30%
Option Plan	402,628	0.41%
Etruscan replacement option plan	3,495	0%
Avion stock option plan	157,286	0.16%
Total	**3,834,010**	**3.95%**(3)

(1) The PSU Plans contemplate potential issuance of Shares in order to settle PSUs; however, Shares may only be authorized for issuance following shareholder approval of the PSU Plans, which approval is being sought at the Meeting. Unless and until shareholder approval of the PSU Plans is obtained, PSUs will be cash settled.

(2) Maximum number of Shares issuable under the PSU Plans is calculated using the market price of the Shares of CDN$22.28 on the TSX on the Record Date, along with factoring by the maximum performance multiplier of 1.5 under the Initial PSU Plan and 1.25 under the remaining PSU Plans, respectively, which reflects Endeavour's TSR performance relative to the components of the S&P TSX Global Gold Index, and assumes that all other performance criteria under the Executive PSU Plans and the Employee PSU Plan have been achieved.

(3) Currently the Corporation has aggregate awards outstanding that give rise to the potential issuance of up to 3,834,010 Shares (assuming shareholder approval of the PSU Plans), representing 3.95% of the total issued and outstanding Shares. Under the rules of the TSX, the Corporation may make awards pursuant to which up to an aggregate maximum of 10% of the issued and outstanding Shares may be issuable, which leaves an additional 5,871,559 Shares as potentially issuable, representing 6.05% of total issued and outstanding Shares as at the date of this Circular.

Securities Authorized and Outstanding

The following table indicates the number of Shares issuable on exercise of outstanding options issued under the Option Plan, the Etruscan replacement option plan and the Avion stock option plan, the weighted average exercise price of such options, and the number of Shares available for issuance on exercise of options which remain outstanding as at December 31, 2016. The Etruscan and Avion plans were assumed by the Corporation in connection with acquisition transactions; options are no longer issuable under such plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders(1)	1,072,622	CDN$14.26	8,279,500
Equity compensation plans not approved by securityholders(2)	Nil	N/A	N/A
Total	1,072,622	CDN$14.26	8,279,500

(1) Aggregate of the Option Plan (797,636 Shares issuable at a weighted average exercise price of CDN$11.09**,** which includes replacement options issued in connection with the True Gold acquisition, which, as of the date of this Circular have either been exercised or have expired), the Etruscan replacement option plan (5,918 Shares issuable at a weighted average exercise price of CDN$125.41) and the Avion stock option plan (269,068 Shares issuable at a weighted average exercise price of CDN$21.17).

(2) The PSU Plans contemplate potential issuance of Shares in order to settle PSUs; however, Shares may only be authorized for issuance following shareholder approval of the PSU Plans, which approval is being sought at the Meeting. Unless and until shareholder approval of the PSU Plans is obtained, PSUs will be cash settled.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Overview

The Corporation, its Board and its management are committed to implementing best practices in corporate governance and transparency. The Corporation's current corporate governance practices and policies are consistent with the Canadian Securities Administrators' National Policy 58-201 – *Corporate Governance Guidelines*.

The Board is responsible for the overall corporate governance of the Corporation. The Board regularly monitors and seeks to improve the Corporation's corporate governance practices through its evaluation of regulatory developments with respect to corporate governance and the transparency of public company disclosure.

The Corporation, its Board and its management recognize the integral role of strong corporate governance practices in ensuring that the Corporation is effectively managed with a view to achieving its strategic and risk oversight objectives and protecting its employees, shareholders and other stakeholders. Enhancing shareholder value is a key driver for the Corporate Governance & Nominating Committee as it designs and guides the Corporation's approach to significant issues of corporate governance. Endeavour's governance practices, the role of the Corporate Governance & Nominating Committee and some of its current areas of focus are described in more detail below and throughout this Circular.

The Board carries out its mandate and exercises its duties directly and through its Committees. The Board has four standing Committees: the Audit Committee; the Corporate Governance & Nominating Committee; the Safety, Health and Environment Committee; and the Remuneration Committee. The full text of the Corporation's corporate governance policies are available on the Corporation's website at www.endeavourmining.com.

Corporate Governance Snapshot

Size of the proposed Board	**7**	Policy on interlocking directors	✓
Number of independent directors	**6**	Director share ownership guidelines	✓
All committee members are independent	✓	New director orientation	✓
Directors are elected annually	✓	Continuing director development	✓
Directors are elected individually	✓	Regular assessment of the Board and its committees	✓
Majority voting policy for the election of directors	✓	Code of business conduct and ethics rooted in core values	✓
The roles of Chairman and CEO are separate	✓	Mechanisms to ensure Board renewal	✓
Anti-hedging polices	✓		

Continued Development

As part of Endeavour's commitment to implementing best practices in corporate governance, we continually review new developments and monitor industry and peer group practices. We also engage professional advisors to assist with our review and implementation of new practices, as well as the continual enhancement of our disclosure practices.

The Board and management of Endeavour believe that good governance of the Corporation is essential to creating long-term sustainable value and, as best practices evolve, Endeavour is committed to continuing to update the policies and procedures in our organization.

Director Independence and Other Relationships

The Board believes that it must be independent of management to be effective. The Board, with help from the Corporate Governance & Nominating Committee, assesses personal, business, and other relationships and dealings between directors and Endeavour. The Board considers a director independent if he or she does not have a material relationship with Endeavour that could interfere with his or her exercise of independent judgment. Certain relationships (for example, being an officer of Endeavour) automatically mean a director is not independent.

The Board has determined that each of the director nominees, other than Sébastien de Montessus, is independent (six of seven nominees). In determining whether a director is independent, the Board considers the independence criteria set out in the applicable Canadian regulations and any other facts or matters that the Board considers relevant.

Chairman

The roles of Chairman and CEO are separate. The Chairman's role includes reviewing items of importance for consideration by the directors and providing leadership to the directors in discharging their duties to the Corporation. The Board has established a process for the appointment or change in, and appointment of, the Chairman. That process is led by the current Chairman, or if he or she is being considered for reappointment, the chair of the Corporate Governance & Nominating Committee.

Meetings of Independent Directors

The independent directors generally convene without executive directors and other management at the conclusion of each meeting of the Board, and they are strongly encouraged to meet independently of management on an as needed basis, depending on the circumstances experienced by the Corporation. Directors are encouraged to raise any issues of concern. Any issues addressed at in camera sessions requiring action on behalf of, or communication to, management are communicated by the independent directors. As the Committees of the Board are all made up solely of independent directors, there is no need for separate *in camera* meetings following Committee meetings other than in the case of the Audit Committee. The Audit Committee meets *in camera* with the Corporation's auditors after every regularly scheduled meeting of the committee (as these meetings routinely include management representatives).

Other Relationships

It is expected that each director be able to devote sufficient time to the Corporation in order to effectively discharge his or her responsibilities. As such, the current obligations of each proposed nominee director to other public company boards is carefully considered and, for existing directors, the number of public company boards that each director may join is monitored.

To maintain director independence and avoid potential conflicts of interest, the Board has adopted a policy that requires directors to advise the Chairman prior to accepting any other public company directorship. In addition, directors are expected to report changes in their business and professional affiliations or responsibilities, including retirement, to the Corporate Secretary and the Chairman.

The following table lists the directors of the Corporation standing for re-election who also serve as directors of other public companies.

Name of Director	Other Directorship(s)
Ian Cockerill	Orica Limited, Ivanhoe Mines Ltd. and Blackrock World Mining Trust
Livia Mahler	Ivanhoe Mines Ltd.
Sébastien de Montessus	Evolution Mining Limited
Naguib Sawiris	Orascom Telecom Media, Technology Holding S.A.E, Evolution Mining Limited and Beltone Financial Holding S.A.E

Board Interlocks

The Corporate Governance & Nominating Committee monitors the outside boards our directors sit on to determine if there are circumstances which would impact a director's ability to exercise independent judgement. An interlock occurs when two or more Board members are also fellow board members of another public company. The Board has adopted a policy that no more than two directors may sit on the same public company board without the prior consent of the Corporate Governance & Nominating Committee. In considering whether or not to permit more than two directors to serve on the same board, the committee takes into account all relevant considerations including, in particular, the total number of Board interlocks at that time.

Currently, two of the Corporation's directors, Sébastien de Montessus and Naguib Sawiris, sit on the board of directors of Evolution Mining Limited. Additionally, Livia Mahler, who joined the Board in October 2016, sits on the board of directors of Ivanhoe Mines Ltd. with Ian Cockerill. The Board has considered these interlocks and determined that they do not impair the ability of these directors to exercise independent judgment as members of the Board.

Other Independence Mechanisms

The Chairman and each committee can engage outside consultants, paid for by the Corporation, without consulting management. This helps ensure they receive independent advice as they feel necessary.

Position Descriptions

The Committee charters outline the roles of each Committee and the respective chairpersons. The Chairman of the Board does not have a formal written position description. The Chairman's role includes reviewing items of importance for consideration by the directors and providing leadership to the directors in discharging their duties to the Corporation. All material decisions are made with the approval of the Board, or as may be delegated by the Board to a committee of the Board.

The Chief Executive Officer has an executive employment contract which outlines his roles and responsibilities to the Corporation. Generally, the CEO is responsible for managing the Corporation's gold operations, as well as identifying and developing new business relationships and opportunities for the growth of the Corporation.

Strategic Planning Oversight

The Board expects management of the Corporation to conduct the business of the Corporation in accordance with the Corporation's ongoing strategic plan and to meet or surpass the annual and long-term goals of the Corporation set by the Board in consultation with management. As part of its annual strategic planning process and at regular intervals, the Board specifies its expectation of management both over the next financial year and in the context of the Corporation's long-term goals. The Board reviews management's progress in meeting these expectations at regularly scheduled quarterly Board meetings, and actively raises issues and topics for discussion as part of this review process. Further information on the assessment of management is included in the Circular.

Management presents strategic issues to the Board throughout the year, depending on prevailing market conditions and other developments, and the CEO updates the Board on execution of our corporate strategy at every regularly scheduled Board meeting, and otherwise as may be necessary or advisable in the circumstances.

Risk Management Oversight

The Board and management devote a significant amount of time to the identification, management, reporting and mitigation of risk. A description of the kinds of risks facing the Corporation can be found under the heading "Risk Factors" in the Corporation's most recent Annual Information Form, which is available under the Corporation profile at www.sedar.com.

The Corporation manages its material business risks through the implementation and monitoring of various corporate and operational-level policies. For instance, the Corporation's policies on delegation of financial authority impose authorization limits for expenditures, financial commitments and other transactions for corporate and operational activities on the basis of an individual's position within the Corporation. Operational-level compliance with authorization limits and other accounting policies and financial controls is monitored by an internal controls manager based in the Corporation's operations hub in Abidjan, Côte d'Ivoire. The Corporation also has a centralized financial control function based in Paris, which oversees group-wide financial accounting and tax control from operations.

The Corporation has also established a Safety, Health and Environmental Committee, whose responsibilities include:

- reviewing and monitoring the safety, health and environmental performance of the Corporation;
- overseeing the establishment and periodic review and updating of the safety, health and environmental policies of the Corporation;
- overseeing the establishment and implementation of systems necessary to ensure compliance with safety, health and environmental policies, bringing any material non-compliance with the policies to the attention of the Board in a timely fashion; and
- overseeing the establishment and implementation of monitoring processes to assess the effectiveness of the policies and compliance systems.

Individual directors and Committees may, in appropriate circumstances, engage independent professional advice at the expense of the Corporation. The Board and the Board Committees also have access to senior management, although contact is usually in the context of Committee responsibilities.

Director Orientation and Continuing Education

Orientation

The Board ensures that new directors are provided with a comprehensive initial orientation designed to familiarize them with the Corporation and its strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Corporate Governance Guidelines and its independent auditors. This process is tailored to the skills and expertise of each new director, and can involve one-on-one meetings with senior management and other Board members, the provision of written materials (including copies of key policies and mandates, a record of public information and minutes from recent Board meetings) and other training as may be required.

Continuing Education

The Board regularly receives presentations from senior management on various operational, business, industry and other key issues facing the Corporation. The Corporation intends to hold at least one of its regularly scheduled Board meetings per year at its West African regional operations centre in Abidjan, and to include at least one site visit (except in the case of the Safety, Health & Environment Committee, whose members may visit operational mine sites or construction projects at more regular intervals). The Board intends to discuss strategic matters in depth annually, but to also have regular briefings about strategy progression at scheduled quarterly Board meetings. This is with a view to keeping the Board abreast of any relevant developments, and keeping members fully engaged in the detail of the business strategy and operational matters. The Corporation believes that the ability to rely on constructive and direct feedback and informed decision-making at the Board level is a key ingredient to future success.

While the Board collectively represents a significant amount of expertise in the mining industry, directors are encouraged to periodically attend applicable conferences or seminars, or obtain materials pertaining to their role on the Board or that may otherwise increase their knowledge of current issues in the mining industry, which may be paid for in part or in whole by the Corporation. During 2017, the Corporation expects to circulate materials, reading recommendations, and provide access to on-line educational seminars on topics including corporate governance, executive compensation, financial reporting and strategy, succession planning, key accounting considerations, risk assessment and disclosure, and Canadian securities law developments.

Management Assessment and Succession Planning

The Board expects management of the Corporation to conduct the business of the Corporation in accordance with the Corporation's ongoing strategic plan and to meet or surpass the annual and long-term goals of the Corporation set by the Board in consultation with management. As part of its annual strategic planning process, the Board specifies its expectation of management both over the next financial year and in the context of the Corporation's long-term goals. The Board reviews management's progress in meeting these expectations at Board meetings normally held every quarter. In addition, the Board regularly monitors the performance of the executive management team in light of the current stage of the Corporation's strategic plan. The Board also considers whether any member of the management team is close to retirement, and works to ensure that pending executive management exits are smoothly conducted to minimize any business disruptions that might arise from such exit.

Director Assessment and Succession Planning

It is the responsibility of the Chairman of the Board to ensure the effective operation of the Board. The Chairman meets with directors to discuss the effectiveness of the processes the Board follows and the quality of information provided to the directors by management. This assessment runs as a continuous process to evaluate performance against the formal mandates of the Board and its Committees, and other criteria.

Nominees for directorship are recommended to the Board by the Chairman, Chief Executive Officer or Corporate Governance & Nominating Committee in accordance with the policies and principles set forth in its charter. The Corporate Governance & Nominating Committee periodically reviews the composition of the full Board and the various Committees to determine whether additional Board members with specific qualifications or areas of expertise are needed to further enhance the composition of the Board and Committees, and work with other Board members in attracting candidates with these qualifications. In evaluating candidates for nomination to the Board, the Committee takes into consideration such factors and criteria as it deems appropriate, including judgment, skill, integrity, reputation, diversity and business and other experience.

The Corporate Governance & Nominating Committee implemented an annual review program to assess the performance of the Board and its committees. These annual evaluation forms are submitted by non-executive directors to the Corporate Governance & Nominating Committee, and provide individual feedback about Board performance as a whole, as well as self-assessment of the director and his contribution. This forms the basis for discussion concerning whether changes to Board practices are required or desirable. The conclusions of the Board's self-evaluation were that its practices and contributions (including those of its Committees) are effective in achieving the objectives of the Board. In particular, the directors noted the successful navigation of the Corporation through a CEO succession in 2016. Further, the directors noted their continued monitoring of changes to the corporate governance landscape, including best practices for anti-bribery and anti-corruption policies and procedures, in an effort to continually improve the Corporation's governance.

Ethical Business Conduct

A business conduct & ethics policy has been adopted by the Board and it applies to directors and officers and employees of the Corporation. A copy of the policy can be obtained from the Corporation's website at www.endeavourmining.com.

To ensure that conflicts of interest are dealt with appropriately, directors that are conflicted will always refrain from discussing and voting on those matters. To ensure compliance with laws and regulations, the Board asks questions of management at Board meetings. The Board reviews all financial reports released to the public. The Board promotes an environment of ethical behaviour by encouraging directors, officers and employees to report any violations of the policy. At the direction of the Board, an independent corporate whistleblower service has been engaged in order to provide a secure and confidential platform for concerned persons (including employees and contractors) to raise issues they believe may have a legal, ethical or compliance impact on the Corporation, its employees or stakeholders.

Anti-Hedging Policy

Directors, NEOs and executives are prohibited from purchasing financial instruments that are designed to hedge or offset a decrease in the market value of Endeavour's equity securities that are granted as compensation or held, directly or indirectly, by a director, NEO or executive. However derivative instruments are permitted to hedge Canadian dollar foreign exchange risk versus the home currency of a director, NEO or executive

Diversity Policy

The Corporation recognizes that a diverse and talented workforce gives it a competitive advantage, and that the Corporation's success is the result of the quality and skills of its people. The Corporation's current emphasis is on developing a workforce whose diversity reflects that of the communities in which it operates. As part of the Corporation's talent development practice, we are working to ensure the increasing rate of localization of our mining operations. We have proactive programs to identify top talent and implement development plans for high-potential individuals from the communities in which we operate. We actively monitor the presence of 'ex-pat' labour in our employment mix and are developing a sponsorship program connecting high-potential, local individuals with senior leaders to accelerate their development and advancement. Endeavour's diversity representation goals are currently focused on the 'localization' of entry-level through to senior operations positions which will create a healthy feeder pool that supports planning and succession strategies at the most senior levels of the Corporation.

Diversity contributes to the achievement of the Corporation's corporate objectives. To this end, the Board unanimously adopted a Diversity Policy in 2013 designed to assist it in achieving various diversity objectives. These objectives include the following:

- recruiting, managing and promoting on the basis of an individual's competence, qualification, experience and performance, regardless of gender, age, race, nationality, religious beliefs, cultural background or sexual orientation;
- creating and fostering a workplace characterized by inclusive practices and behaviours for the benefit of all staff and stakeholders, which is free from discriminatory behaviours and business practices;
- identifying relevant factors to be taken into account in the employee selection process and develop practices to limit potential unconscious bias;
- attracting and retaining a diverse range of talented individuals to further the Corporation's strategic goals;
- providing appropriate flexible work practices and policies to support employees;
- establishing measurable objectives for quantifying, encouraging and assessing diversity within the Corporation; and
- taking action to discourage discrimination, bullying and harassment in the workplace.

Policies Regarding the Representation of Women on the Board of Directors

As discussed above, the Corporation's Diversity Policy provides that the Corporation will recruit, manage and promote on the basis of competence, qualification, experience and performance, regardless of gender, age, race, nationality, religious beliefs, cultural background, sexual orientation or any other basis. The Corporation believes that this method is appropriate for its circumstances and that a standalone written policy specifically relating to the identification and nomination of women directors would run counter to the Corporation's pluralistic approach to achieving board and management diversity and maintaining board and management effectiveness.

Consideration of the Representation of Women in the Director and Executive Officer Identification and Selection Process

In identifying and nominating candidates for election or re-election to the Board, the Corporate Governance & Nominating Committee gives consideration to the level of representation of women on the Board, but does not allocate any significant greater weighting to a candidate based on his or her gender. The ultimate decision to nominate an individual to the Board will be based on merit and the contribution the chosen candidate will bring to the Board. Similarly, the Board and management will consider the level of representation of women in executive officer positions, but hiring decisions will ultimately be based on abilities and suitability. Selection of female candidates will be dependent upon the pool of female candidates with the necessary skills, knowledge and experience. The Corporation believes that this approach enables it to make decisions regarding the composition of the Board and senior management team based on what is in the best interests of the Corporation and its shareholders.

Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a target for women on the Board or in executive officer positions because the Corporation does not believe that any director nominee or executive officer should be chosen or excluded solely or largely because of gender. In selecting a director nominee, the Corporate Governance & Nominating Committee focuses on skills, expertise and background that would complement the existing Board. Similarly, the Board and management make hiring decisions for executive officers on the basis of merit and suitability.

Number of Women on the Board and in Executive Officer Positions

As of the date of this Circular, there is one woman on the Board (representing 12.5% of the total number of directors). If all of management's nominees for election as directors of the Corporation are elected, the Board will include one woman representing 14.3% of the total number of directors. None of the Corporation's executive officers are women and none of the executive officers of the Corporation's major subsidiaries (as that term is defined in National Instrument 55-104 *Insider Reporting Requirements and Reporting Exemptions*) are women. The Corporation continues to make appointments or hiring decisions in line with the Diversity Policy.

Director Term Limits and Other Mechanisms of Board Renewal

The Board believes that the need to have experienced directors who are familiar with the business of the Corporation must be balanced with the need for renewal, fresh perspectives and a healthy skepticism when assessing management and its recommendations. The Board has implemented a formal assessment process that evaluates the performance of the Board and its committees and the skills and contribution of each director. The Corporation has not adopted director term limits at this time on the basis that the imposition of such limits discounts the value of experience and continuity amongst board members. Such limits create a risk of excluding experienced and valuable board members as a result of an arbitrary determination based on fixed criteria that may not best serve the interests of shareholders.

The Board believes that other mechanisms of ensuring board renewal, such as the Corporation's formal assessment program, are adequate for ensuring that the Corporation maintains a high performing Board. Non-executive directors on the Board average over 5 years of service, and service ranges from approximately 15 years to 8 months.

Shareholder Engagement

The Corporation seeks to provide to its shareholders clear and accessible information on the Corporation's operations. The officers and senior management of the Corporation routinely make themselves available to shareholders to respond to questions and concerns. Shareholder concerns are dealt with on an individual basis, usually by providing requested information. Significant shareholder concerns are brought to the attention of senior management of the Corporation or the Board.

In addition, the Corporation has implemented an investor relations page on its website at www.endeavourmining.com/s/investors.asp where shareholders can access presentations, webcasts, analyst coverage and other facts relating to the Corporation. The investor relations page lists a number of contacts that shareholders may reach out to if they require more information on the Corporation, or they may send an email to investor@endeavourmining.com.

The Board has adopted a Corporate Disclosure Policy, with a view to ensuring that the Corporation has established a system for efficient and effective corporate communications, including providing the market with timely, direct and equal access to information issued by the Corporation, and full compliance with applicable securities laws and exchange rules. A copy of this policy is available on the Corporation's website.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under Endeavour's profile on the SEDAR website at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's comparative financial statements for year ended December 31, 2016 and related management discussion and analysis (the "**Financial Statements and MD&A**"). The Financial Statements and MD&A will be presented to Endeavour shareholders at the Meeting, and are also available from the Corporation's corporate executive office in Monaco. Copies of the Financial Statements and MD&A may be requested by contacting the Corporation at investor@endeavourmining.com.

Shareholders, employees, and other interested parties may communicate directly with the Board through the Chairman, by writing to:

Chairman of the Board
Endeavour Mining Corporation
Cayman Corporate Centre, 27 Hospital Road
George Town, Grand Cayman
Cayman Islands KY1-9008

Approval of this Information Circular

The Board has approved the content of this Circular and its delivery to the shareholders.

Dated at Monaco, as of the 18th day of May, 2017.

SCHEDULE "A"
ENDEAVOUR MINING CORPORATION
Board of Directors Corporate Governance Guidelines

1. INTRODUCTION

This Charter and Corporate Governance Guidelines (the "**Charter**") have been adopted by the Corporation's Board of Directors (the "**Directors**"), acting on the recommendation of its Corporate Governance & Nominating Committee, to assist the Board and its Committees in the exercise of their responsibilities. These principles and policies are in addition to and are not intended to change or interpret any Federal or Provincial law or regulation or the Memorandum and Articles of the Corporation. The Board of Directors will review this Charter at least annually and, if appropriate, revise this Charter from time to time.

2. OPERATION OF THE BOARD

2.1 Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its shareholders. In discharging that obligation, the Directors should be entitled to rely on the honesty and integrity of the Corporation's executive officers and its outside advisors and auditors. Each Director shall make every reasonable effort to attend each meeting of the Board and any Committee of which the director is a member, and to be reasonably available to management and the other directors for consultations between meetings.

In furtherance of its responsibilities, the Board of Directors will:

- Review, evaluate and approve, on a regular basis and at least annually, long-range strategic plans for the Corporation.
- Review, evaluate and approve major resource allocations and capital investments.
- Review the financial and operating results of the Corporation.
- Review and evaluate the principal risks of the Corporation's business and ensure appropriate systems are in place to manage these risks.
- Review, evaluate and approve the overall corporate organizational structure, the integrity of senior management, the assignment of senior management responsibilities and plans for senior management development and succession.
- Adopt, implement and monitor compliance with the Corporation's Corporate Governance guidelines.

Directors are expected to advise the Chief Executive Officer prior to accepting any other public Corporation directorship or any assignment to the audit committee of the board of directors of any public Corporation of which such a Director is a member.

Directors are expected to report changes in their business and professional affiliations or responsibilities, including retirement, to the Corporate Secretary and the Chairman of the Corporate Governance & Nominating Committee.

2.2 Board and Committee Meetings

Board and Committee meetings will be held regularly in accordance with the Memorandum and Articles of the Corporation or in accordance with the specific Committee charter. Directors are expected to attend Board meetings and meetings of the Committees on which they serve. Directors should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities.

The Chairman, Chief Executive Officer or Committee Chairpersons may from time to time invite corporate officers, other employees and advisors to attend Board or Committee meetings whenever deemed appropriate.

2.3 Agenda Items for Board and Committee Meetings

The Chairman and Corporate Secretary will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors approximately one week prior to each Board meeting. Directors should review these materials in advance of the meeting. Subject to any applicable notice requirements, Directors having items to suggest for inclusion on the agenda for future Board meetings should advise the Corporate Secretary and Chairman well in advance of such meetings.

The Chairperson of each Committee, in consultation with the Committee members, will determine the frequency and length of the Committee meetings consistent with any requirements set forth in the Committee's charter. The Chairperson of each Committee, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda. At the beginning of each year each Committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Committee members approximately one week prior to each Committee meeting. Committee members should review these materials in advance of the meeting.

2.4 Director Compensation

The Board of Directors or an authorized Committee thereof will determine and review the form and amount of director compensation, including cash, equity based awards and other director compensations. In connection with such director compensations the Board of Directors will be aware that questions may be raised when directors' fees and benefits exceed what is customary. The Board of Directors will consider that the independence of the Directors may be jeopardized if Director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Corporation enters into consulting contracts with or provides other indirect forms of compensation to a Director or an organization with which the Director is affiliated.

2.5 Director Orientation and Education

Management will provide new Directors with an initial orientation in order to familiarize them with the Corporation and its strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Corporate Governance Guidelines and its independent auditors. The Board of Directors of the Corporation will encourage, but not require directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly traded companies.

2.6 Director Access to Officers

Directors have full and free access to officers of the Corporation. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary, subject to reasonable advance notice to the Corporation and reasonable efforts to avoid disruption to the Corporation's operations.

2.7 Independent Advisors

The Board and each Committee, to the extent set forth in the applicable Committee charter, have the right to engage experts or advisors, including independent legal counsel at the expense of the Corporation.

3. BOARD STRUCTURE

3.1 Size of the Board

The size of the Board of Directors shall be determined in accordance with the Memorandum and Articles of Association of the Corporation, with acknowledgement that the number of Board members be such that the Corporation can operate effectively and efficiently.

3.2 Selection of Directors

Nominees for directorship will be recommended to the Board by the Chairman, Chief Executive Officer or Corporate Governance & Nominating Committee in accordance with the policies and principles set forth in its charter. Any invitation to join the Board should be extended through the Chairperson of the Corporate Governance & Nominating Committee or the Chairman of the Board or Chief Executive Officer after approval by the full Board.

The Board is responsible for nominating members to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders, in each case based upon the recommendation of the Corporate Governance & Nominating Committee.

3.3 Director Qualifications

The Corporate Governance & Nominating Committee is responsible for recommending to the Board the types of skills and characteristics required of directors, based on the needs of the Corporation from time to time. This assessment should include issues of relevant experience, intelligence, independence, commitment, compatibility with the Chief Executive Officer and the Board culture, understanding of the Corporation's business and other factors deemed relevant. The Corporate Governance & Nominating Committee should confer with the full Board as to the criteria it intends to apply before a search for a new director is commenced.

A sufficient number of the Directors should be independent directors in accordance with the applicable policies and guidelines of the Canadian Securities Administrators.

3.4 Resignation from the Board

Any Director may resign at any time by giving notice in writing or by electronic transmission to the Corporation Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4. COMMITTEES OF THE BOARD

A substantial portion of the analysis and work of the Board is done by standing Board Committees. The Board has established the following standing Committees: the Audit Committee; the Corporate Governance & Nominating Committee; the Safety, Health & Environment Committee and the Remuneration Committee. The Board may, from time to time, establish or maintain additional Committees as necessary or appropriate. Each Committee Chair, in consultation with Committee members, will determine the frequency and length of each Committee's meetings.

Committee members will be appointed by the Board upon recommendation of the Corporate Governance & Nominating Committee with consideration of the desires of individual Directors and skills. It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each Committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the Committees as well as qualifications for Committee membership, procedures for Committee member appointment and removal, Committee structure and operations and Committee reporting to the Board. All members of the Audit Committee will be independent directors; additional information about the Audit Committee is set out in the section entitled "Audit Committee" in our Annual Information Form dated March 30, 2017. All members of the Corporate Governance & Nominating Committee, Remuneration Committee and Safety, Health & Environment will preferably be independent directors.

Each Committee chair, in consultation with the Committee members and management, will develop the Committee's agenda. Each Committee will issue annually a schedule of proposed meeting dates and agenda items for the upcoming year (to the degree these items can be foreseen). These agendas will be shared with the Board.

Attendance of non-Committee persons at Committee meetings will be at the pleasure of the Committee.

Minutes of each Committee meeting will be kept and made available to the Board. Each Committee will report regularly to the Board on substantive matters considered by the Committee.

The Board shall be responsible for conducting an annual self-evaluation. The Corporate Governance & Nominating Committee shall be responsible for monitoring the processes and evaluation criteria established by each Committee. The assessment will be discussed with the full Board following the end of each fiscal year.

5. AMENDMENT, MODIFICATION AND WAIVER

These guidelines may be amended or modified by the Board of Directors, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators.

Any questions and requests for assistance may be directed to Endeavour Mining Corporation's Proxy Solicitor:

D.F. KING

North American Toll Free Phone:

1-800-926-7043

Banks, Brokers and collect calls: 1-201-806-7301
Toll Free Facsimile: 1-888-509-5907
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