



**ANNUAL INFORMATION FORM  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013**

**March 31, 2014**

**TABLE OF CONTENTS**

<b>GENERAL .....</b>	<b>1</b>
<b>STATEMENT REGARDING FORWARD LOOKING STATEMENTS.....</b>	<b>1</b>
<b>CORPORATE STRUCTURE .....</b>	<b>2</b>
<b>GENERAL DEVELOPMENT OF THE BUSINESS .....</b>	<b>2</b>
<b>DESCRIPTION OF BUSINESS.....</b>	<b>4</b>
<b>RISK FACTORS .....</b>	<b>17</b>
<b>DIVIDENDS.....</b>	<b>25</b>
<b>DESCRIPTION OF CAPITAL STRUCTURE.....</b>	<b>26</b>
<b>MARKET FOR SECURITIES.....</b>	<b>26</b>
<b>DIRECTORS AND OFFICERS.....</b>	<b>27</b>
<b>AUDIT COMMITTEE.....</b>	<b>30</b>
<b>INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....</b>	<b>31</b>
<b>TRANSFER AGENT AND REGISTRAR .....</b>	<b>32</b>
<b>MATERIAL CONTRACTS .....</b>	<b>32</b>
<b>INTERESTS OF EXPERTS.....</b>	<b>32</b>
<b>ADDITIONAL INFORMATION.....</b>	<b>32</b>

## GENERAL

Reference is made in this annual information form (the “**Annual Information Form**” or “**AIF**”) to the audited financial statements (the “**Financial Statements**”) and management’s discussion and analysis (the “**MD&A**”) for Geodrill Limited (“**Geodrill**” or the “**Company**”) for the fiscal years ended December 31, 2013 and December 31, 2012, together with the auditor’s report thereon.

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

Unless otherwise noted herein, information in this AIF is presented as at December 31, 2013. In this AIF, references to “\$” are to U.S. dollars, unless otherwise noted.

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

### STATEMENT REGARDING FORWARD LOOKING STATEMENTS

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

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

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

## CORPORATE STRUCTURE

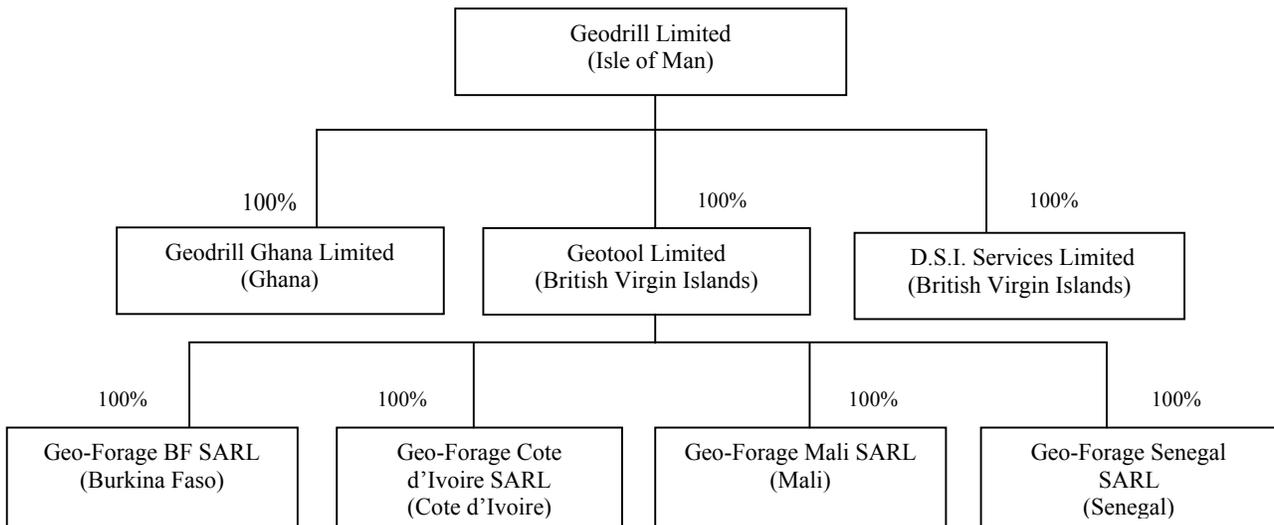
### *Name, Address and Incorporation*

Geodrill Limited was incorporated in the Isle of Man under the *Companies Act 1931 to 1993* on April 15, 1998 as a private company limited by shares. On May 9, 2007, the Company was re-registered under the *Isle of Man Companies Act 2006* (the “**IOM Act**”). On November 15, 2010, the Company amended and restated its memorandum and articles of association to remove the private company restrictions contained therein and adopted memorandum and articles of association for a public company. The Company’s head and registered office is located at Ragnall House (South Suite), 18 Peel Road, Douglas, Isle of Man IM1 4LZ. The registered agent for the Company is Clearwater Fiduciary Services Limited. The corporate location of the Company’s subsidiary, Geodrill Ghana Limited, is located at P.O. Box KIA 16184, 20B Aviation Road, Airport Residential, Accra, Ghana.

### *Inter-corporate Relationships*

The Company has seven wholly-owned subsidiaries, Geodrill Ghana Limited (which operates contracts in Ghana), D.S.I. Services Limited. (whose role is to purchase certain inventory and capital equipment and pay certain expenses), Geotool Limited (which serves as a holding company for certain companies in the group), Geo-Forage BF SARL (which serves as the administrative company in Burkina Faso), Geo-Forage Cote d’Ivoire SARL (which enters into and services contracts in respect of drilling operations in Cote d’Ivoire), Geo-Forage Mali SARL (which enters into and services contracts in respect of drilling operations in Mali) and Geo-Forage Senegal SARL (which enters into and services contracts in respect of drilling operations in Senegal).

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



## GENERAL DEVELOPMENT OF THE BUSINESS

In December, 2010, the Company completed an initial public offering and listing on the Toronto Stock Exchange (the “**IPO**”).

During the year ended December 31, 2013, the Company maintained its fleet of 37 drill rigs. As of the date hereof, the Company's total rig count was 37, of which 35 were available for operation and two drill rigs were in the workshop. The Company has one additional drill rig on order being manufactured.

The Company's objective includes having as many drill rigs in operation which may include expanding the geographic territory in West Africa where the Company operates and continuing to expand drilling contracts to non-gold projects. The Company has historically chosen to pursue its growth initiatives organically rather than through the acquisition of other drilling companies. Management will, however, continue to consider and monitor all alternatives.

### ***Corporate History***

The Company commenced operations in Ghana in September 1998 with one drill rig. Since 1998 the Company has grown from operating one rig to 37 rigs and expanded from conducting its operations solely in Ghana to operate in Togo, Burkina Faso, Cote d'Ivoire, Niger, Guinea and is now entering Senegal and Mali.

In 2011, new subsidiaries were incorporated within Burkina Faso (Geo-Forage BF SARL) and Cote d'Ivoire (Geo-Forage Cote d'Ivoire SARL) under the Company's francophone subsidiary of Geotool Limited (incorporated in the British Virgin Islands).

On August 22, 2011, the Company announced that it had entered into an agreement (the "**Prepayment Agreement**") with Azumah Resources Limited ("**Azumah**"), whereby pursuant to the terms of the Prepayment Agreement, Azumah agreed to prepay up to \$3 million for drilling services. In return, Geodrill agreed to provide Azumah access to at least three drilling rigs and fixed contract rates for Azumah's drilling requirements for up to 12 months. The Prepayment Agreement was repaid in the fourth quarter of 2011; however, it was renewed in March 2012 and was repaid in early 2013.

During 2011, the Company also announced that it entered into a private loan agreement with Silverwood Ventures Limited, a private investment company, in the amount of £2 million (the "**Silverwood Loan**"). The Silverwood Loan was provided for a period of one year at a commercial rate and was secured by certain drill rigs of the Company. The Silverwood Loan was repaid in 2012.

During 2011, the Company expanded its engineering facilities with the addition of one new CNC mill in Anwiankwanta. In addition, the Company established a 50 person camp and workshop facilities in North-West Ghana and in 2012 completed an 80 person camp and workshop facilities in Burkina Faso.

During 2012, the Company expanded its geographic operations as it re-entered Cote d'Ivoire, initiated drilling activity in Niger and entered Guinea in early 2013. Additionally, Geodrill expanded its mineral exploration by entering into drilling services contracts for iron ore, uranium and manganese.

On September 19, 2012, Geodrill (through its Ghana subsidiary) entered into a term loan facility (the "**Zenith Term Loan**") with Zenith Bank (Ghana) Limited, a subsidiary of Zenith Bank Plc, in the amount of \$10 million, to finance general corporate expenditures including working capital needs and capital expenditures of the Company. The Zenith Term Loan is for period of 2 years, repayable quarterly, bears interest at a rate of 10.5% per annum and is secured by certain assets of the Company. The Zenith Term Loan may be repaid by the Company without penalty, bonus or other costs other than interest accrued to the date of such repayment. The Company has made the scheduled repayments as required under the Zenith Term Loan.

On January 23, 2012, the Company entered into a Sale and Purchase agreement ("**Agreement 1**") with Sandvik relating to the purchase of three drill rigs with a total cost price of \$2.6 million. Agreement 1

requires a down payment and the repayment of the balance over a period of 36 months with payment being made once a quarter. The loan bears interest at 7% per annum, includes an arrangement fee and stipulates that final title to the rigs will only pass once the capital amount has been settled. All other risks and rewards of ownership lie with the Company. The effective interest rate of the loan is 7.10%. The Company has made the scheduled repayments as required under Agreement 1.

On February 25, 2012, the Company entered into a Sale and Purchase agreement (“**Agreement 2**”) with Sandvik relating to the purchase of three drill rigs with a total cost price of \$2.6 million. Agreement 2 requires a down payment and the repayment of the balance over a period of 36 months with payment being made once a quarter. The loan bears interest at 7% per annum, includes an arrangement fee and stipulates that final title to the rigs will only pass once the capital amount has been settled. All other risks and rewards of ownership lie with the Company. The effective interest rate of the loan is 7.10%. The Company has made the scheduled repayments as required under Agreement 2.

On October 7, 2013, the Company entered into a credit line agreement (the “**Credit Line**”) with Zenith Bank (Ghana) Limited, a subsidiary of Zenith Bank Plc, in the amount of up to \$5 million. The Credit Line is for a period of two years from the date of the first drawdown, repayable interest only quarterly and principal amount at maturity, bears interest at a rate of 10.5% per annum on any utilized portion and 1% per annum on any unutilized portion, and is secured by certain assets of the Company. The Credit Line may be repaid prior to maturity by the Company without penalty, bonus or other costs other than interest accrued to the date of such repayment. The Credit Line is subject to normal course non-financial covenants. As at December 31, 2013, the Company had drawn \$700,000 on the Credit Line and as at the date hereof, the Company has withdrawn a total of \$3,000,000 on the Credit Line.

In 2013, a new subsidiary was incorporated within Mali (Geo-Forage Mali SARL) under the Company’s francophone subsidiary of Geotool Limited (incorporated in the British Virgin Islands).

In 2014, a new subsidiary was incorporated within Senegal (Geo-Forage Senegal SARL) under the Company’s francophone subsidiary of Geotool Limited (incorporated in the British Virgin Islands).

The Company continues to believe that there is an industry wide slowdown in drilling activities as there is pressure on early stage exploration companies as financing from the capital markets becomes more challenging and there is also pressure on producing companies as they continue to need to manage their exploration costs in light of increasing costs on the production side of their business. The Company had certain customers reduce the number of drill rigs operating at their sites and have parked certain rigs. The Company believes that the slowdown in drilling activity will continue into 2014 and as such the Company continues to actively bid on new jobs and has taken continuing steps to control costs, monitor its workforce and is reviewing certain capital expenditures planned for 2014.

## **DESCRIPTION OF BUSINESS**

### ***General***

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

An experienced workforce and management, a modern fleet of drill rigs and a state-of-the-art workshop and supply base have contributed to Geodrill’s reputation as a results-oriented drilling company that strives to achieve greater drilling depths and provide better quality samples than its competitors in the shortest possible time, safely and in a cost-effective and environmentally conscious manner. The Company works to achieve this by making it a goal to have well-trained staff, industry leading equipment

coupled with mechanical and logistical support, dedication to client service and client sensitivities and a rigorous health, safety and environmental protection program.

Geodrill's experienced management team is led by Dave Harper, the President and Chief Executive Officer, Terry Burling, the Chief Operating Officer, and Greg Borsk, the Chief Financial Officer. The Company's lean management structure, efficient cost structure and speciality drilling services have enabled the Company to navigate the complex operational landscape and varying market conditions, in which it operates. However, there can be no assurance that the Company will be able to sustain or accelerate its revenue or that such increased revenue, if achieved, will result in profitable operations, that it will be able to attract and retain sufficient management personnel necessary. The failure to accomplish any of the foregoing could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

Geodrill operates a fleet of multi-purpose, core and air-core drill rigs. The multi-purpose rigs can perform both reverse circulation ("RC") and diamond core ("Core") drilling and can switch from one to the other with little effort or downtime. Multi-purpose rigs provide clients with the efficiency and high productivity of RC drilling and the depth and accuracy of Core drilling without the need to have two different drill rigs on site. The Company's rigs and support equipment also incorporate a fleet of boosters and auxiliary compressors which enable Geodrill to achieve high quality sampling and operations to greater depths.

The state-of-the-art workshop and supply base at Anwiankwanta, near Kumasi, Ghana, provides a centralized location for repair and storage of equipment and supplies, which in turn minimizes trucking, shipping and supply costs and allows the rigs to be mobilized to drill sites with minimal delay. During 2013 the Company completed its operations base in Burkina Faso to service operations in this country. The Ghana workshop includes manufacturing capabilities which allow the Company to minimize its reliance on supplier relationships in connection with certain essential consumables, thereby reducing price fluctuations and delays in delivery times that it might otherwise experience using external suppliers.

During the rainy season, Geodrill is generally able to continue its operations in certain steep terrained areas where some of its rigs are located. In flat lying areas, Geodrill typically redeploys its rigs in advance of the rainy season. The rainy season occurs (in some geographical areas where the Company operates, particularly in Burkina Faso) normally in the third quarter, but in the recent years the global weather pattern has become somewhat erratic. The rainy season affects the Company's drilling operations and revenue as companies generally slow operations during this time. However, this is dependent upon the severity of the weather and if alternate contracts can be found in less affected areas of operation. The Company has historically taken advantage of the rainy season and scheduled the third quarter for maintenance and rebuild programs for drill rigs and equipment. In the third quarter of 2013, the rainy season affected the Company's drilling operations and revenue.

Over the course of the Company's operations in West Africa since 1998, the Company has built up a diverse client base, including:

- (i) producing companies eager to increase their production profile and ensure an increased run-of-mill at the current pricing profile;
- (ii) development and emerging producers looking to advance their projects by converting "mineral resources" to "mineral reserves" (the latter being a technical classification that indicates increased certainty and is often required before a production decision can be properly made), which requires tighter drilling patterns; and
- (iii) exploration companies looking to increase prospects through increased exploration budgets.

Management believes that Geodrill's efficient operations, skilled workforce, strong and experienced management team, local knowledge and presence in West Africa and focus on client service have provided the Company with a competitive advantage.

### *Clients*

The Company has provided drilling services to numerous mining and exploration companies, including:

- Ampella Mining Limited
- AngloGold Ashanti Limited
- Avocet Mining PLC
- Azumah Resources Limited
- Carbine Resources Limited
- Castle Minerals Limited
- Endeavour Mining Corporation
- Eurasian Natural Resource Corporation (ENRC) / Central African Mining & Exploration Company PLC (CAMEC)
- Golden Rim Resources Ltd.
- Ghana Manganese Corp.
- Golden Star Resources Ltd.
- Gryphon Minerals Limited
- Keegan Resources Inc.
- Kinross Gold Corp.
- Lihir Gold Limited
- Newcrest Mining Limited
- Newmont Mining Corporation
- Orbis Gold Ltd.
- Pan African Minerals Limited
- Perseus Mining Limited
- PMI Gold Corporation
- Red Back Mining Inc. (prior to its acquisition by Kinross Gold Corp.)
- Resolute Mining Limited
- Roxgold Inc.
- Taruga Gold Limited
- Vital Metals Ltd.

The majority of the Company's current revenues are derived from a mixture of new and existing clients.

The diversity of major, intermediate and junior mining clients, coupled with the different drilling services that Geodrill provides, enables the Company to continue to bid competitively for the reduced work available.

Geodrill's current client mix is made up juniors, intermediates and majors that are exploring for gold, iron ore, uranium and manganese.

With the uncertainty of global economic conditions, Standard & Poor's downgrading of the credit ratings of the US and countries within the European Community, and concern over a weakening global economy, management of the Company believes that gold, although suffering a price decline during 2013, remains a strong contender as a safe haven for capital.

This coupled with declining replacement of gold reserves via exploration since 1997 (as indicated in Metals Economic Group (MEG) report) may result in gold supply shortages in the long-term, a fact that has been echoed by several senior gold mining companies. Increased production by the major gold producers over the past decade has resulted in a greater need to add to reserves in order to maintain a life-of-production that satisfies the long-term views of investors and market analysts. This has resulted in a strong demand and prices reaching \$1,790 an ounce in 2012. The main feature of gold investment throughout 2013 was the contrast between ETFs, which acted as a source of supply to the market as sizable institutional positions were sold (-880.8t), and demand for bars and coins, which surged to an all-time high. Global demand for gold in 2013 was 3,756.1 tons worth \$170B (2012: \$236.4B) with the main drivers for the global demand being consumer demand for gold jewellery, investments in small bars and coins hitting a record high. In 2013, jewellery's share of global GDP was one fifth higher than 1997, which was the peak year for gold jewellery demand in tonnage (3,293.9 tons). However, the London Bullion Market Association's annual survey of metals forecasters in January 2014 pegged gold averaging \$1,219 an ounce for 2014 which coincides with the recent slowdown in the mining and mining services industries.

The Company remains hopeful that demand for its services will improve as the economic environment begins to stabilize. The Company anticipates that the first quarter of 2014 will continue to be impacted by the economic slowdown; however, it is optimistic that subsequent quarters will improve.

The drilling services performed by Geodrill are not however gold specific and can be easily applied to other precious and base metals. The Company's drill rigs do not need to be re-tooled or retro-fitted to conduct drilling activities relating to other precious and base metals and the skill-set of the Company's workers can equally be applied to non-gold drilling activities.

West Africa has become the scene of intense competition amongst international mining companies as the price of minerals has risen following the 2009 global financial crisis. At the centre of this development is the recognition that West Africa hosts some of the largest remaining undeveloped mineral deposits, containing gold, iron ore and bauxite. Management's expansion into drilling for other minerals, such as iron ore, uranium and manganese, allows it to take advantage of opportunities which may not follow the same economic cycles as precious metals. The proximity of Ghana to countries such as Mauritania, Liberia, Sierra Leone, the Democratic Republic of the Congo, Nigeria, Cameroon and Togo positions the Company favourably in its ability to service these markets as well if it so chooses. Although the Company's drilling focus is still predominantly gold, the Company has successfully diversified into drilling for other minerals such as iron ore, uranium and manganese.

The Company has strong client relationships. All longer term client relationships of the Company originally commenced as short term drill contracts won under competitive bidding processes, which have historically been renewed as the respective drilling program of the client has progressed through the various phases. The Company has received testimonials from senior persons at each of: Ampella Mining Limited, Azumah Resources Limited, Castle Minerals Limited, Keegan Resources Inc., Perseus Mining Limited and Gryphon Minerals Limited, which cite high levels of client satisfaction, commending Geodrill's well maintained rigs, overall efficiency, knowledgeable workforce and high regard for safety and the environment.

Given the short-term nature of drilling contracts, there can be no assurance that any contract that the Company currently services will be extended, renewed or renewed on favourable terms to the Company.

The Company's business is currently focused on a limited number of clients. Geodrill's largest client contributed 16% of the Company's total revenue in 2013 while two other clients contributed an aggregate of 28% of Geodrill's revenue in 2013.

### ***Market Share and Growth***

Geodrill has been successful in establishing a leading market position in Ghana and believes that it is well positioned in Burkina Faso. The Company also operates in Cote d'Ivoire, and has operated in Niger and Guinea, and is entering Mali and Senegal.

The Company has historically financed its growth internally by reinvesting profits into the business through the acquisition of additional drill rigs and ancillary equipment. The Company intends to use its cash flow from operations and the Credit Line to manage its working capital and debt obligations.

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

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

Geodrill offers three principal types of drilling services, Reverse Circulation, Core and Air-core:

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

Core – Core drilling is used to drill to depths of up to 1,500 metres. Core drilling utilizes an annular diamond impregnated drill bit attached to the end of hollow drill rods to cut a cylindrical core of solid rock. The core sample is removed at intervals and catalogued. The system is sometimes referred to as “wire-line coring”. The Core drilling process is slower and more expensive than RC drilling but can penetrate greater depths and provide excellent representative samples.

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

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

charged to the client. Accordingly, careful quoting, efficient drilling, the drill operators' skills and the reliability of equipment are critical factors in determining the profitability of a program.

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

In 2013, the Company drilled a total of 393,222 meters compared to 819,486 for fiscal 2012. In 2013, the Company drilled 123,574 meters in Ghana and 269,748 meters in Burkina Faso, Cote d'Ivoire, Niger and Guinea, collectively.

## OVERALL PERFORMANCE

### Revenue Per Country

Location	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	US\$ 000's	%	US\$ 000's	%	US\$ 000's	%
Burkina Faso and other	22,999 <sup>(1)</sup>	62%	35,934 <sup>(2)</sup>	55%	30,633	44%
Ghana	14,213	38%	29,652	45%	39,515	56%
	37,212	100%	65,586	100%	70,148	100%

<sup>(1)</sup> Included in Burkina Faso and other is Niger, Cote d'Ivoire and Guinea.

<sup>(2)</sup> Included in Burkina Faso and other is Niger and Cote d'Ivoire.

### Meters Drilled Per Country

Location	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Meters	%	Meters	%	Meters	%
Burkina Faso and other	269,748 <sup>(1)</sup>	69%	559,302 <sup>(2)</sup>	68%	455,326	49%
Ghana	123,574	31%	260,184	32%	467,145	51%
	393,322	100%	819,486	100%	922,471	100%

<sup>(1)</sup> Included in Burkina Faso and other is Niger, Cote d'Ivoire and Guinea.

<sup>(2)</sup> Included in Burkina Faso and other is Niger and Cote d'Ivoire.

### *Meters Drilled Per Type for 2012 and 2013*

The meters drilled in 2013 were 21% Air-core, 57% RC and 22% Core as compared to 2012 were 42% Air-core, 42% RC and 16% Core. The Company expects that these proportions will vary from year to year.

### *Social Responsibility*

Geodrill is committed to being socially responsible through its participation and donations to various charitable and community initiatives. The Company places particular emphasis on contributing to positive

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

### ***Budgeting and Monitoring***

Geodrill has implemented internal annual budgets, to be discussed at the end of the first quarter of each financial year. It is expected that each budget will largely be based on current contracts and historic results as well as informal discussions with clients on their plans for the ensuing year. Based on these inputs, the Company will generate internal forecasts for operational and capital requirements, expenses and revenues. Geodrill also prepares internal quarterly profit and loss statements and compares the statements to the budget to determine variances.

### ***Equipment***

During the year ended December 31, 2013, the Company maintained 37 drill rigs. As of the date hereof, the Company's total rig count was 37, of which 35 were available for operation and two drill rigs were in the workshop. The Company has one additional drill rig on order being manufactured.

Geodrill also owns a modern fleet of trucks, track support vehicles and light vehicles. Geodrill's fleet of drill rigs and support equipment incorporate a fleet of boosters and auxiliary compressors which the Company believes to be essential in enabling it to undertake its drilling deeper, drier and faster than most competitors.

**Current Drill Rig Fleet**

The Company's drill rig fleet and the drill rigs deployed or planned to be operational in the field are noted below:

Make - Model	Type	Available for Operation as at Mar 31, 2013		Available for Operation as at Jun 30, 2013		Available for Operation as at Sep 30, 2013		Available for Operation as at Dec 31, 2013		Planned to be available for Operation by Dec 31, 2014	
		No. of Rigs		No. of Rigs		No. of Rigs		No. of Rigs		No. of Rigs	
UDR - 650	Multi-Purpose	2	1x2003 1x1993	2	1x2003 1x1993	2	1x2003 1x1993	2	1x2003 1x1993	2	1x2003 1x1993
UDR - KL900	Multi-Purpose	2	1x2007 1x2003	2	1x2007 1x2003	2	1x2007 1x2003	2	1x2007 1x2003	4	1x2007 1x2003 1x1998 1x1999
Sandvik - DE820	Multi-Purpose	4	1x2010 3x2008	4	1x2010 3x2008	4	1x2010 3x2008	2	1x2010 1x2008	4	1x2010 3x2008
Sandvik - DE810	Multi-Purpose	6	6x2012	6	6x2012	6	6x2012	6	6x2012	6	6x2012
EDM - 2000	Multi-Purpose	3	3x2011	3	3x2011	3	3x2011	3	3x2011	3	3x2011
Austex - X900	Multi-Purpose	5	3x2011 2x 2012	6	3x2011 3x 2012						
Sandvik - DE710	Core	8	2x2011 5x2010 1x2009	8	2x2011 5x2010 1x2009	8	2x2011 5x2010 1x2009	8	2x2011 5x2010 1x2009	8	2x2011 5x2010 1x2009
Austex - X300	Aircore	4	1x2011 2x2012 1x2010	4	1x2011 2x2012 1x2010	4	1x2011 2x2012 1x2010	5	2x2011 2x2012 1x2010	5	2x2011 2x2012 1x2010
<b>Total Drill Rigs Available for Operation</b>		<b>34</b>		<b>34</b>		<b>34</b>		<b>33</b>		<b>38</b>	

	As at Mar 31, 2013		As at Jun 30, 2013		As at Sep 30, 2013		As at Dec 31, 2013	
	No. of Rigs	Type						
Available for Operation	22	Multi-Purpose	22	Multi-Purpose	22	Multi-Purpose	20	Multi-Purpose
	8	Core Only						
	4	Air core	4	Air core	4	Air core	5	Air core
<b>TOTAL AVAILABLE FOR OPERATION</b>	<b>34</b>		<b>34</b>		<b>34</b>		<b>33</b>	
In transit								
<b>Total in Transit</b>								
In W/Shop	2	Multi-Purpose	2	Multi-Purpose	2	Multi-Purpose	4	Multi-Purpose
	1	Air core	1	Aircore	1	Aircore		
<b>Total in W/Shop</b>	<b>3</b>		<b>3</b>		<b>3</b>		<b>4</b>	
Manufacturing on hold	2	Multi-Purpose	2	Multi-Purpose	1	Multi-Purpose	1	Multi-Purpose
<b>Total Manufacturing on hold</b>	<b>2</b>		<b>2</b>		<b>1</b>		<b>1</b>	
<b>TOTAL DRILL RIGS</b>	<b>39</b>		<b>39</b>		<b>38</b>		<b>38</b>	

Split								
Multi-Purpose	26		26		25		25	
Core Only	8		8		8		8	
Air Core	5		5		5		5	
<b>TOTAL</b>	<b>39</b>		<b>39</b>		<b>38</b>		<b>38</b>	

### Multi-purpose Rigs

Geodrill's President and Chief Executive Officer, Dave Harper, was a pioneer of the multi-purpose technique. Multi-purpose rigs offer the versatility of being able to perform both RC and Core drilling and can be switched interchangeably mid-way through a hole with little effort or down-time. This provides clients with the advantage of drilling both RC – the method of choice due to its cost savings and high productivity – and Core to complete the hole, avoiding the need to have two types of rigs on site. Having the ability to perform both RC and Core drilling saves the client standby charges, preparation charges and mobilization charges that would normally be associated with switching rigs, effectively reducing the actual cost per metre associated with a drill program. Approximately 70% of the Company's current fleet of drill rigs have multi-purpose capabilities. All of Geodrill's crawler mounted multi-purpose drill rigs have on board compressor boosters, which minimize the equipment footprint in environmentally sensitive locations.

### Core Rigs

Core rigs are smaller than multi-purpose rigs. The Company currently operates eight Sandvik – DE710 Core rigs, which are used where the terrain requires use of a smaller rig and equipment, such as in steep jungle terrain and environmentally sensitive areas where minimal disturbance (i.e. site clearance) is required.

### Air-core Rigs

The Company operates five Austex – X300 air-core rigs. These rigs are specifically for clients with large concessions who require shallow RC reconnaissance programs. These programs have historically proven important in identifying follow-on RC and Core programs.

### KL Rod Handlers

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

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

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

### Boosters and Auxiliary Compressors

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

### Support Vehicles

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

### ***Operations Bases***

Geodrill Ghana Limited operates from a 10 acre operations base near Kumasi, Ghana, that includes office and housing facilities for some of the Company's workforce, as well as a world-class workshop from which it constantly maintains and updates its rigs and equipment to the highest industry standards. The operations base stores inventory, including drilling consumables and spare parts, rig engines, rotation heads, hydraulic components, compressors, tracks and fuel. As a contingency plan, Geodrill typically stores approximately four weeks' worth of fuel for its operations. Geodrill Ghana Limited also leases and maintains an administrative office in Accra, Ghana.

The workshop includes CNC machining and RC drill pipe manufacturing capabilities which allow the Company to decrease its reliance on supplier relationships in connection with certain essential consumables, including RC and wire-line drill subs that the Company is able to manufacture at the workshop. At present, the Company manufactures over 400 different consumable items in the workshop. The Company's high level of productivity per drill rig reflects the well maintained nature of its rigs.

The centrally located operations base provides Geodrill with the ability to mobilize drill rigs, associated ancillary equipment and its skilled labour force throughout Ghana and Burkina Faso within a few days of receiving a request from a client and reduces downtime if repairs or replacement parts are needed at the drill sites. The Company's well resourced workshop is also able to produce custom-built equipment that it uses to transport all supplies needed for different drill operations, thereby reducing the cost of transport and the number of mobilizations required for any particular program. The location of its operations base also eliminates the need for multiple regional or branch offices or facilities for Geodrill's current operations.

During 2011, the Company expanded its engineering facilities with the addition of one new CNC mill in Kumasi. In addition, the Company established a 50 person camp and workshop facilities in North-West Ghana and in 2012 completed an 80 person camp and workshop facilities in Burkina Faso.

### ***Workforce***

As at December 31, 2013, Geodrill had approximately 220 employees. Approximately 90% of its employees are contract workers, while the remaining 10% are permanent employees. Geodrill's large number of contract employees allows management to efficiently manage the size of its workforce in the event of a slowdown. The Company has historically compensated its workforce at the high end of the industry range. The Company believes that its remuneration and benefits package and the extensive training programs that it offers to its workers have contributed to the Company's strong employee retention rate.

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

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

### *Suppliers*

Geodrill does not rely on any one supplier but rather sources inventory and certain consumables and equipment from multiple vendors. Most consumables such as drill rods, lubricants, cylinders, hoses and diamond drill bits are sourced from Australia, the United States and Canada while certain other larger items such as vehicles may be sourced from Japan and Europe. In 2013, Geodrill sourced supplies, inventory and equipment from over 30 different suppliers. In addition, the Company's ability to manufacture certain RC drill pipe and RC and wire-line drill subs minimizes its reliance on suppliers for these consumables, thereby reducing price fluctuations and delays in delivery times that it might otherwise experience using external suppliers. The Company continually monitors its inventory levels and takes precautions to proactively order lead-time items.

### *Competitive Landscape*

The Company competes with other drilling companies on the basis of price, accuracy, reliability and experience in the marketplace. Geodrill's competitors in West Africa consist of both large public companies as well as small local operators.

Management believes that the Company has a number of attributes that make its performance sustainable and that provide a solid base for continued growth, while providing a competitive advantage over its peers, including:

- **A Young and Modern Fleet of Drill Rigs and World Class Workshops:** The Company has accumulated modern state-of-the-art drilling rigs, and established centrally located world class workshops to promote client satisfaction through reliable operational performance. In addition, within the workshop in Ghana, is a manufacturing facility with the capacity to produce ancillary equipment such as RC drill rods and RC wire-line drill subs in-house, reducing downtime and reliance on suppliers for these items.
- **Establishing, building and maintaining long-standing relationships with customers:** The Company has strong client relationships. Typically a longer term client relationship of the Company originally commenced as a short term drill contract won under competitive bidding processes, which has been continually renewed as the respective drilling program of the client has progressed through various phases.
- **Support of well established international and local vendors:** The Company has maintained long standing relationships with international vendors in Australia, Europe, North America and China and has also been supported in West African countries by local branches of these suppliers and other local suppliers.
- **Local Knowledge:** The Company's West African market knowledge, expertise and experience have enabled Geodrill to further develop the local networks required to support its operations.

- **Presence in West Africa:** The Company is able to mobilize drill rigs and associated ancillary equipment within a few days of a request by a client. The well-resourced, centrally located workshops further reduce downtime, as the Company can fairly quickly reach most of its current customer sites. The Company has increased its geographic footprint in West Africa to include five countries, as the Company has maintained its strong presence in both Ghana and Burkina Faso and has recently entered Niger, Guinea and has re-entered Cote d'Ivoire.
- **An Active and Experienced Management:** Geodrill is led by Dave Harper, President and Chief Executive Officer, Terry Burling, Chief Operating Officer and Greg Borsk, Chief Financial Officer. This group is also supported by: Stephan Rodrigue, Business Development Manager and Don Seguin, HSE & Training Manager.
- **A Skilled and Dedicated Workforce:** A favourable compensation and benefits package, coupled with the Company's track record of quality hiring and commitment to frequent, relevant continuous training programs for both permanent and contract employees, has reduced unplanned workforce turnover even during robust mining cycles. This has also increased efficiency and productivity, ensuring the availability and continuity of a skilled labour force.
- **Maintaining a high level of safety standards to protect its people and the environment:** The Company's Health, Safety and Environmental ("HSE") Group oversees the design, implementation, monitoring and evaluation of the Company's HSE standards, which standards are generally considered to be stringent standards for drilling firms globally and are higher than what is currently required in all local markets in which Geodrill currently operates. Every aspect of Geodrill's operations is designed to meet the highest HSE standards and includes induction meetings, at least one safety meeting per work site, including non-exploration work sites, regular safety audits and detailed investigations of incidents and accidents.
- **Commitment to Excellence:** Geodrill is committed to being a company of the highest standard in every aspect of its business operations. This is the framework used by the Company to guide its personnel towards the Company's goals and to be the customer-preferred partner in providing world class drilling services in West Africa.

### ***Business Cycles***

The Company's operations have tended to exhibit a seasonal pattern whereby the second quarter is typically affected by the Easter shutdown of exploration activities affecting some of the rigs for up to one week over the Easter holidays. For 2013, the Easter shut-down straddled the first quarter of 2013 and the second quarter of 2013. The wet season occurs (in some geographical areas where the company operates, particularly in Burkina Faso) normally in the third quarter, but in the recent years the global weather pattern has become somewhat erratic. The wet season affected the Company's drilling operations and revenue as companies slowed operations during this time. The Company has historically taken advantage of the wet season and has scheduled the third quarter for maintenance and rebuild programs for drill rigs and equipment. In the third quarter of 2013 the Company has continued with repairs and maintenance but at a slower rate than previous quarters. The fourth quarter was also affected, due to the shutdown of exploration activities, often for extended periods over the holiday season (Christmas and New Year's of up to two weeks over the period).

## ***Operational Structure***

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

### Operations Department

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

#### *Exploration Group*

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

#### *Maintenance Group*

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

#### *Stock Management Group*

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

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

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

### Administration Department

The Administration Department is responsible for all non-operational functions, including finance and administration, human resource management, logistics and information technology.

#### *Finance and Administration Group*

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

#### *Human Resources Management Group*

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

#### *Logistics Group*

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

*Information and Technology*

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

***Health, Safety and Environmental***

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

The Company's policy is to comply with all applicable environmental standards and regulations. As discussed above, the Company's HSE Group oversees the design, implementation, monitoring and evaluation of the Company's HSE standards, which standards closely conform to Australian mandated standards. The Australian standards are generally considered to be stringent standards for drilling firms globally and are higher than what is currently required in all local markets in which Geodrill currently operates. Every aspect of Geodrill's operations is designed to meet the highest HSE standards and includes induction meetings, at least one safety meeting per work site, including non-exploration work sites, regular safety audits and detailed investigations of incidents and accidents.

**RISK FACTORS**

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

**Debt Level**

In response to the need to finance general corporate expenditures including working capital needs, the Company has needed to borrow funds. As a result, the Company has loans payable outstanding. Historically, the Company has reinvested cash generated from operations into property, plant and equipment. With loans payable outstanding and the required payments, the Company will need to monitor its cash on hand, and its operating activities in response to the level of debt and scheduled repayments. The debt requires repayments of principal and interest of approximately of \$5.9M in 2014 and then \$1.2M in 2015.

**Dependence on Customers with Capital Raising Challenges**

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

## **Competition**

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

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

## **Cyclical Downturns**

The Company's business is highly dependent upon the levels of mineral exploration, development and production activity by mining companies in West Africa. A reduction in exploration, development and production activities has caused a decline in the demand for drill rigs and drilling services, which has had a material adverse effect on the Company's business, financial position, resulting operations and prospects. In 2013 the Company was affected by the industry wide slowdown in drilling activities. In general, there continues to be pressure on early stage exploration companies as financing from the capital markets continues to be challenging and there is also pressure on producing companies as they continue to need to manage their exploration costs in light of increasing costs on the production side of their business. Specifically, the Company's revenue decreased as certain customers' jobs came to an end that have not been replaced and certain continuing customers significantly reduced the number of drill rigs operating on their sites.

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

Industry experience indicates that prevailing and projected prices of commodities are major influences on the Company's clients' activity levels and planned expenditures. Gold prices are currently at levels well above historical averages. Strong commodities market conditions have led to an increased supply of drill rigs to the market. In the event of a sustained decrease in demand, the market may be oversupplied with drill rigs, which may result in downward pressure on drilling service providers' margins and drilling operations. In addition, historically when commodity prices fall below certain levels, it is not uncommon for mining and exploration expenditures to decline in the following 12 month period. There is a risk that a

significant, sustained fall in commodity prices could substantially reduce future mining expenditures, particularly in relation to exploration and production, leading to a decline in demand for the drilling services offered by the Company which may have a material adverse effect and impact on the Company's business, financial position, results of operations and prospects.

### **Revenues and EBITDA**

The Company does not provide financial guidance. The Company has generated positive EBITDA in the past, however, in 2013 the EBITDA decreased compared to 2012 and in 2012 the EBITDA decreased compared to 2011. There can be no assurance that the Company will generate positive EBITDA in the future.

### **Global Financial Condition**

Global financial conditions have been subject to increased volatility in recent years and numerous financial institutions have either gone into insolvency or have received capital bail-outs or other relief from governmental authorities. These factors may impact the ability of the Company and its clients to obtain equity or debt financing in the future on terms that are favourable. Worldwide economic conditions, in particular, economic conditions of countries such as the United States and China, influence the activity in the mining industry which in turn has an effect on the demand for the drilling services provided by Geodrill. Although there have been numerous indications of economic recovery in recent years, if increased levels of volatility and market turmoil continue, the Company's results of operations could be adversely impacted and the trading price of the Ordinary Shares could be adversely affected.

### **Foreign Currency Exposure**

The Company receives the majority of its revenues in U.S. dollars. In Ghana, the Company receives a portion of its revenues in U.S. dollars and a portion in Ghanaian Cedi. In February 2014, the Bank of Ghana implemented revised rules on the operation of foreign exchange accounts and foreign currency accounts that requires all transactions in Ghana to be conducted in Ghana Cedi. This will impact 2014 and future years as the Company may be receiving more receipts from customers in Ghanaian Cedi as opposed to U.S. dollars. The Company does have significant operations and expenditures in Ghana that are payable in Ghana Cedi so an implicit foreign currency hedge for the Ghanaian Cedi is in place. The new foreign exchange rules may also affect the Company's future borrowings in Ghana which are currently denominated in U.S. dollars. As it is still early in the process of implementing the revised rules, the Company is investigating the impact of any changes of having all transactions to be conducted in Ghana in Cedi. In addition, there is also a significant part of the Company's foreign exchange exposure to the Australian dollars in relation to international purchases. As a result, the Company is exposed to currency fluctuations and exchange rate risks. Currency fluctuations and exchange rate risks between the value of the U.S. dollar and the value of the Australian dollar may increase the cost of the Company's operations and could adversely affect financial results.

### **Concentration of Currency**

The Company has historically received the majority of its revenues in U.S. dollars, and as result, historically the majority of the Company's cash and cash equivalent have been in U.S. dollars. This has helped to facilitate the payment of certain international suppliers and expenses since the Company held the majority of its cash and cash equivalent in U.S. dollars in jurisdictions where it could efficiently transfer funds to international suppliers. However, in early 2014 certain West African countries where the Company operates have mandated payment in local currency only and as such there can be no assurance

that in the future, the Company will be able to continue to hold the majority of its cash and cash equivalents in U.S. dollars.

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

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

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

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

### **Political Instability**

The Company's drilling activities are in West Africa, currently in Ghana, Burkina Faso and Cote d'Ivoire. Conducting business in West Africa presents political and economic risks including, but not limited to, terrorism, hostage taking, military repression, expropriation, extreme fluctuations in currency exchange rates, high rates of inflation and labour unrest. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's business. Business may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production and exploration activities, currency remittance, income taxes, environmental legislation, land use, land claims of local people, water use and safety. The effect of these factors cannot be accurately predicted, however, the Company keeps abreast of all political issues and is prepared to act accordingly.

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

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

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

When bidding on a drilling contract, the cost of consumables (including fuel) is a key consideration in deciding upon the pricing of a contract. A material increase in the cost of consumables (including fuel) could result in materially higher costs and could materially reduce the Company's financial performance, financial condition, cash flows and growth prospects. Although the Company mitigates the risk of sourcing and pricing of consumables by keeping an inventory and having the capacity to fabricate certain consumable equipment, such as RC drill pipe and RC wire-line drill subs, there remains a risk that the

pricing and availability of certain other consumables such as fuel could have a material negative effect on the Company's operations. Additionally, the delay or inability of suppliers to supply key manufacturing inputs, such as steel and other raw materials, may delay manufacturing certain consumables such as RC drill pipe and RC wire-line drill subs, that may have an adverse effect on the operations and the financial position of the Company's business.

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

The Company's revenue decreased in 2013 compared to 2012, and decreased in 2012 compared to 2011. The Company's ability to maintain or sustain its revenue will depend on a number of factors, many of which are beyond the Company's control, including, but not limited to, commodity prices, the ability of mining companies to raise financing and the global demand for materials. In addition, the Company is subject to a variety of business risks generally associated with growing companies. The Company is not currently contemplating adding a significant number of rigs but will continue to explore geographic expansion. Expanding into other West African jurisdictions could place significant strain on the Company's management personnel and the Company may need to recruit additional personnel to service these jurisdictions.

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

### **Client Contracts**

The Company's drilling client contracts are typically for a term of one month to six months and can be cancelled by the client on short or no notice in certain circumstances with limited or no amounts payable to the Company. The short duration of contract periods, typical for the drilling industry, does not provide any certainty of long term cash flows. There is a risk that existing contracts may not be renewed or replaced and that the drill rigs may not be able to be placed with alternative clients. The failure to renew or replace some or all of these existing contracts and cancellation of existing contracts could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

### **International Expansion and Instability**

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

these regions. Such events could result in reductions in revenue and transition costs as equipment is shifted to other locations.

### **Operational Risks and Liability**

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

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

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

### **Business Interruptions**

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

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

Risks to the reputation of the Company, including any negative publicity, whether true or not, could cause a decline in the Company's customer base and have a material adverse impact on the Company's financial performance, financial condition, cash flows and growth prospects. All risks have an impact on reputation and, as such, reputational risk cannot be managed in isolation from other types of risk. Every employee and representative of the Company is charged with upholding its strong reputation by complying with all applicable policies, legislation and regulations as well as creating positive experiences with the Company's customers, stakeholders and the public.

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

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

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

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

### **Insurance Limits**

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

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

The Company's business and operations are potentially subject to the uncertain legal and regulatory frameworks in the countries in which it operates. Laws, regulations and local rules governing business entities in these countries may change and are often subject to a number of possibly conflicting interpretations, both by business entities, government departments and the courts. Laws and regulations may be promulgated and overseen by different government entities or departments, which may be national, regional or municipal and these entities may differ in their interpretation and enforcement of the laws and regulations. The business, financial condition, profitability and results of operations of the Company could potentially be adversely affected by changes in and uncertainty surrounding governmental policies, in particular with respect to business laws and regulations, licenses and permits, taxation, exchange control regulations, labor laws and expropriation.

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

### **Tax Risk**

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

### **Credit Risk**

The Company provides credit to its clients in the normal course of its operations. The Company had bad debts and an allowance for doubtful accounts of \$1.3M for 2013. The Company has noticed that certain accounts are taking longer to pay and certain accounts are having difficulty paying. As at December 31, 2013, 7% of the trade accounts receivable are aged over 91 days.

One major client represents 32% of the trade accounts receivable as at December 31, 2013. One other major client represents 21%, and one other client represents 12%. The remaining clients represented less than 10% each. Credit risk also arises from cash and cash equivalents with banks. This risk is limited, as it is spread over various countries and banking institutions.

### **Geographic Expansion**

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

### **Supply of Consumables**

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

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

The Company is incorporated under and governed by the laws of the Isle of Man and consequently shareholders may not have the same rights and protections as they would have under provincial or federal corporate law in Canada. There can be no assurance that shareholder rights and remedies available under the corporate law of the Isle of Man will be enforceable in Canada through Canadian courts or that any orders of the courts of the Isle of Man made under such corporate law will be enforceable in Canada.

## **Equity Market Risks**

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

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

The Harper Family Settlement and Dave Harper holds or controls, directly or indirectly, 17,623,500 Ordinary Shares representing approximately 41.5% of the Company's issued Ordinary Shares. As a result, The Harper Family Settlement and Dave Harper have the ability to influence the Company's strategic direction and policies, including any sale of all or substantially all of its assets, the election and composition of the Board of Directors, the amendment of the Company's Memorandum and Articles of Association and the declaration of dividends. The foregoing ability to influence the control and direction of the Company could adversely affect investors' perception of the Company's corporate governance and reduce its attractiveness as a target for potential take-over bids and business combinations, and correspondingly affect its share price.

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

## **Dilution**

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

## **Lack of Dividend Payments**

Geodrill does not pay dividends, other than the real estate dividend which was paid in 2010, issued in connection with the IPO reorganization of the Company and no dividends on the Ordinary Shares have been paid to date. Geodrill anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many factors, including Geodrill's earnings, operating results, financial condition, current and anticipated cash needs and restrictions in financing agreements.

## **DIVIDENDS**

Geodrill does not pay and has not paid dividends other than the Real Estate Dividend in 2010, issued in connection with the IPO. Geodrill anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the board of directors of the Company after taking into account

many factors, including Geodrill’s earnings, operating results, financial condition, current and anticipated cash needs and restrictions in financing agreements.

### DESCRIPTION OF CAPITAL STRUCTURE

The Company does not have an authorized share capital and may issue an unlimited number of no par value Ordinary Shares, of which as at the date hereof there were 42,512,000 issued and outstanding Ordinary Shares.

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

As of the date hereof, the Company has issued 2,790,000 stock options (the “Options”). The Options granted must be exercised no later than five years after the date of grant or such lesser period as the applicable grant may require. The Board will establish the exercise price of an Option at the time each Option is granted, provided that such price shall not be less than the volume weighted average trading price of the Ordinary Shares, calculated by dividing the total value by the total volume of Ordinary Shares on the TSX, or another stock exchange where the majority of the trading volume and value of the Ordinary Shares occurs, for the five trading days immediately preceding the day the Option is granted.

### MARKET FOR SECURITIES

#### *Trading Price and Volume*

The Ordinary Shares are listed and traded on the TSX under the symbol “GEO”. The following table indicates the high and low values and volume with respect to trading activity for the Ordinary Shares on the TSX on a monthly basis during the fiscal year ended December 31, 2013.

MONTH	HIGH	LOW	VOLUME
January 2013	CDN \$1.35	CDN \$1.08	2,168,094
February 2013	CDN \$1.35	CDN \$1.09	868,065
March 2013	CDN \$1.23	CDN \$1.01	1,200,140
April 2013	CDN \$1.20	CDN \$0.80	426,850
May 2013	CDN \$1.05	CDN \$0.70	420,230
June 2013	CDN \$0.84	CDN \$0.67	514,009
July 2013	CDN \$0.75	CDN \$0.61	692,395
August 2013	CDN \$0.97	CDN \$0.67	523,910
September 2013	CDN \$0.99	CDN \$0.82	447,031
October 2013	CDN \$0.95	CDN \$0.79	183,090
November 2013	CDN \$0.90	CDN \$0.71	937,755
December 2013	CDN \$0.75	CDN \$0.60	221,540

**Prior Sales**

The Company issued the following non-trading securities (stock options) that are not listed or quoted on a market-place during the financial year ended December 31, 2013:

Date of Grant	Number of Stock Options Issued	Exercise Price (\$)	Expiry Date
May 23, 2013	360,000	CDN\$0.81	May 23, 2018

**DIRECTORS AND OFFICERS**

The following table sets forth the name and province and country of residence of each director and executive officer of the Company, as well as such individual's position with the Company, principal occupation within the five preceding years and period of service as a director (if applicable). Each of the directors of the Company will hold office until the next annual meeting of shareholders and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal. As of the date hereof, an aggregate of 19,803,590 Ordinary Shares (representing approximately 47% of all issued and outstanding Ordinary Shares) are beneficially owned or controlled or directed (directly or indirectly) by all of the directors and executive officers of the Company, as a group.

Name, Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Ordinary Shares held
Dave Harper <sup>(4)</sup> President, Chief Executive Officer and Director Accra, Ghana	November 1, 2010	President and Chief Executive Officer of the Company	17,623,500 (41.5%) <sup>(8)</sup>
Greg Borsk Chief Financial Officer Ontario, Canada	August 3, 2012	Chief Financial Officer of the Company and previously was, Controller of Pacific Iron Corp., Co-Head of Mergers and Acquisitions at Byron Capital Markets and Chief Executive Officer of Pine Point Capital Advisors	50,000 (0.1%)
Terry Burling Chief Operating Officer Accra, Ghana	November 1, 2010	Chief Operating Officer of the Company	2,065,100 (4.86%)
Stephan Rodrigue Business Development Manager Québec, Canada	January 1, 2013	Business Development Manager of the Company and previously was Zone Manager French West Africa and Contract Manager French West Africa at Boart Longyear Inc.	9,990 (< 0.1%)
John Bingham <sup>(1)(2)(3)(4)</sup> Chairman of the Board of Directors Douglas, Isle of Man	September 28, 2004	Client Business Development Manager and a client Director of Clearwater Fiduciary Services Ltd. and a director of numerous licensed fiduciary services companies	40,000 (0.1%)

Name, Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Ordinary Shares held
Colin Jones <sup>(3) (4) (5)</sup> Director Kerikeri, New Zealand	November 15, 2010	Executive Vice President of Dundee Resources Ltd. (a resource investment subsidiary of Dundee Corporation)	Nil
Ronald Sellwood <sup>(1) (2) (3) (5)</sup> Director Salt Lake City, U.S.A.	November 5, 2011	Principal of Rondi Consulting LLC, Rondi Investments LLC and previously was Chief Financial Officer Boart Longyear Limited	Nil
Victoria Prentice <sup>(2) (6)</sup> Director Braddan, Isle of Man	September 28, 2004	Director of Clearwater Fiduciary Services Ltd. (a licensed fiduciary services company) and previously a director of Kingston Management (Isle of Man) Limited (a fiduciary service provider)	10,000 ( $< 0.1\%$ )
Daniel Im <sup>(1) (5)</sup> Director Ontario, Canada	March 13, 2012	Chief Financial Officer Adriana Resources Inc. and previously was a Lawyer at Cassels Brock & Blackwell LLP	5,000 ( $< 0.1\%$ )
Adrian Reynolds <sup>(7)</sup> Director Camps Bay, South Africa	April 1, 2014	Director of Mkango Resources Ltd., Aureus Mining Inc., Digby Wells Environmental, Morila Ltd. and Somilo SA  Independent consultant to various companies  Part-time consultant and General Manager of Randgold Resources Ltd.	Nil

**Notes:**

<sup>(1)</sup> Member of the Audit Committee.

<sup>(2)</sup> Member of the Corporate Governance Committee.

<sup>(3)</sup> Member of the Compensation Committee.

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

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

<sup>(6)</sup> It is expected that Ms. Prentice will resign as a member of the Board prior to the Company's annual and special meeting of shareholders on May 12, 2014.

<sup>(7)</sup> Mr. Reynolds will be appointed to the Board effective April 1, 2014.

<sup>(8)</sup> 17,500,000 Ordinary Shares are held by Shoredown Limited as Trustee of the Harper Family Settlement of which Mr. Harper is the sole beneficiary.

**Corporate Cease Trade Orders**

To the Company's knowledge, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that:

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

- (b) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### ***Bankruptcies***

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

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

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

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

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

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

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

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

## AUDIT COMMITTEE

### *Audit Committee Charter*

The Charter of the Company's Audit Committee is set forth at Appendix "A" hereto.

### *Composition of the Audit Committee*

The following are the current members of the Audit Committee:

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

**Note:**

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

### *Relevant Education and Experience*

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

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

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

*Daniel Im:* Mr. Im is a Chartered Accountant, a lawyer and currently the Chief Financial Officer of Adriana Resources Inc. Prior to joining Adriana Resources Inc., Mr. Im worked as a securities lawyer at Cassels Brock & Blackwell LLP after obtaining his law degree from Osgoode Hall Law School. Prior to law school, Mr. Im obtained his Chartered Accountant designation in 2003, while working at Deloitte LLP.

### *Reliance on Certain Exemptions*

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

### *Pre-approval Policies and Procedures*

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

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

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

<b>Year</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
2013	\$265,000	\$90,000	\$8,000	Nil
2012	\$293,000	\$100,000	\$10,000	Nil

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

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

***Transactions with Related Parties***

- a) Trans Traders Limited (“TTL”) is a company owned by the trustee of The Harper Family Settlement. TTL was responsible for centralized offshore procurement for Geodrill prior to May 2010. TTL ceased to be the purchasing arm of Geodrill in June 2010. During the intervening period between D.S.I. Services Limited commencing the Company’s purchasing in November 2010, purchasing was undertaken between June 2010 and November 2010 individually by Geodrill Ghana and Geodrill. As of December 31, 2013 the Company had a debt owing to TTL in the amount of \$923,025.
- b) The Company paid management fees to Kingston Management (Isle of Man) Ltd. which is also the licensed and regulated fiduciary service provider of The Harper Family Settlement up to May 31, 2013. Throughout 2012, two of the directors of Kingston Management (Isle of Man) Ltd. were also directors of Geodrill. Management fees paid during the year amounted to nil (2012: \$68,784). One of the directors of Geodrill resigned from Kingston Management (Isle of Man) Ltd. on January 31, 2013 and the other director resigned on February 27, 2013.
- c) Geodrill, on behalf of Geotool Limited, previously paid management fees to City Trust Limited. One of the directors of City Trust Limited was also a director of Geodrill up to December 21, 2012, when that director resigned from City Trust Limited. Management fees paid during the year amounted to nil (2012: \$7,746).
- d) The Company previously paid consulting fees to MS Risk Limited in 2012. Two of the directors of MS Risk Limited are also directors of Geodrill. Consulting fees paid during the year amounted to nil (2012: \$58,616).

- e) Geodrill Ghana Limited entered into an agreement with The Harper Family Settlement to lease the Anwiankwanta property at \$112,000 per annum and the Accra property at \$48,000 per annum. The material terms of the lease agreement include: (i) the annual rent payable shall be reviewed on an upward only basis every two years based on the average price of two firms of real estate valuers/surveyors or real estate agents; (ii) at the end of the original five year lease term, Geodrill Ghana Limited shall have the option to renew the lease for an additional five year term with similar rent and conditions; and (iii) either party may terminate the lease agreement provided they give the other party 12 months' notice.

#### **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar of the Ordinary Shares is Equity Financial Trust Company located at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Canada.

#### **MATERIAL CONTRACTS**

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

1. Lease Agreement dated September 30, 2010 between Geodrill Ghana Limited and The Harper Family Settlement in respect of the operations base and administrative office in Ghana; and
2. Zenith Term Loan dated September 19, 2012 between Geodrill Ghana Limited and Zenith Bank (Ghana) Limited.

The material contracts described above are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **INTERESTS OF EXPERTS**

Deloitte LLP has advised the Company that it is independent within the meaning of the International Federation of Accountants.

#### **ADDITIONAL INFORMATION**

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

Additional information, including information concerning directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, if applicable, for the year ended December 31, 2013, will be contained in the management information circular of the Company for the year ended December 31, 2013.

Additional financial information is provided in the Company's financial statements and management's discussion & analysis for the financial year ended December 31, 2013.

## APPENDIX "A"

### GEODRILL LIMITED

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

##### I. PURPOSE

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

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

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

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

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

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

The Committee shall have the authority to:

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

## **III. COMPOSITION AND MEETINGS**

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

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

#### **IV. RESPONSIBILITIES**

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

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

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

## **B. Independent Auditors**

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

## **C. Other Responsibilities**

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

## **SCHEDULE “A”**

### **GEODRILL LIMITED**

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

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

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

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

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

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

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

The following are the primary responsibilities of the Chairman:

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

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

## SCHEDULE “B”

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

#### Section 1.4 - Meaning of Independence

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

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

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

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

is considered to have a material relationship with the issuer.

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

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

## SCHEDULE "C"

### GEODRILL LIMITED

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

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

## **SCHEDULE “D”**

### **GEODRILL LIMITED**

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

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