

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



Creating a premier African gold producer

NOTICE OF 2016 ANNUAL GENERAL MEETING

Meeting Date: June 28, 2016

MANAGEMENT INFORMATION CIRCULAR



www.endeavourmining.com

Letter from the Chairman of the Board and the Chief Executive Officer



Michael Beckett



Neil Woodyer

Dear fellow shareholders,

It is our pleasure to invite you to the 2016 Annual General Meeting to be held on June 28, 2016. Your vote is important and you can vote by proxy on the Internet, by phone, by fax or by mail. You can also vote in person at the meeting if you are a registered shareholder. This circular provides details about all of the items for consideration at the meeting.

1. You will be electing the 8 members of your Board. All of the individuals nominated for election as directors are currently members of the Board. Mr. Neil Woodyer has decided not to seek a nomination to the Board, and as a result, will cease his role as director at the completion of the Meeting. The following pages include a profile on each nominated director, along with their participation on our committees and ownership of equity securities in Endeavour.

2. You will be appointing your auditors. The Board recommends that Deloitte LLP be reappointed as auditors, given the satisfactory results regarding the 2015 audit and the assessment of the plans for 2016.

The Board is responsible for the supervision of the management of the business and this circular contains information about our philosophy, policies and programs. The following summary table provides a Corporate Governance snapshot and the Board seeks advice on Canadian corporate governance matters from Stikeman Elliott LLP.

Size of the proposed Board	8	Policy on interlocking directors	✓
Number of independent directors	6	Director share ownership guidelines	✓
All committee members are independent	✓	New director orientation	✓
Directors are elected annually	✓	Continuing director development	✓
Directors are elected individually	✓	Regular assessment of the Board and its committees	✓
Majority voting policy for the election of directors	✓	Code of business conduct and ethics rooted in core values	✓
The roles of Chairman and CEO are separate	✓	Mechanisms to ensure Board renewal	✓
Anti-hedging policies	✓		

98%

BOARD AND COMMITTEE ATTENDANCE IN 2015

80%

TOTAL SHAREHOLDER RETURN IN 2015, BEATING THE S&P TSX GLOBAL GOLD INDEX, WHICH WAS DOWN 11%

100%

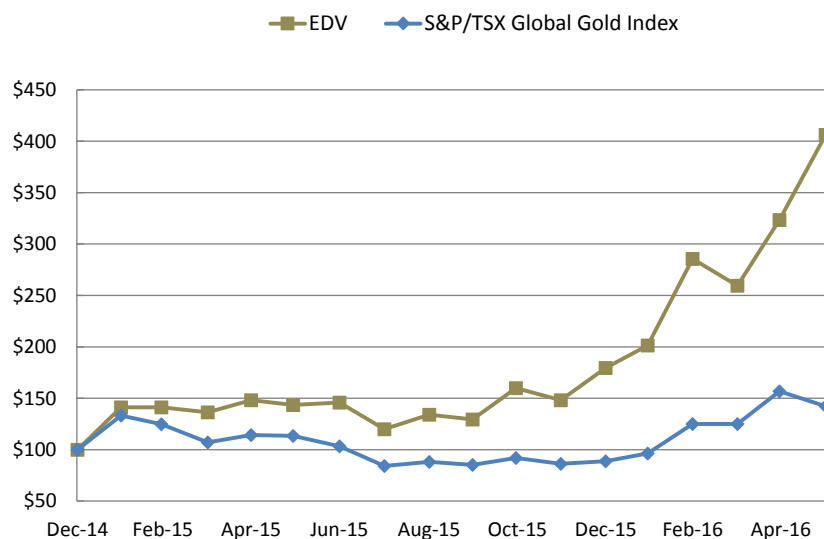
OF COMMITTEE MEMBERS ARE INDEPENDENT

As a leading gold producer in West Africa, the Corporation runs a low cost business by growing its low-cost gold production rates, reducing mine-level operating costs and managing efficient corporate G&A cost structures.

During 2015:

- Endeavour's share price increased by 80%, and from December 31, 2015 to May 24, 2016 the share price has increased a further 126%.
- Endeavour's total shareholder return of 80% outperformed all 38 members of the S&P TSX Global Gold Index.

Total Shareholder Return - December 31, 2014 to May 24, 2016



- Endeavour again ranked very well as compared to peers (4th of 16 peers) on its Corporate Efficiency Ratio, being the ratio of corporate G&A costs as a percentage of revenue.
- We saw another dynamic year of growth for Endeavour with gold production of 517,948 ounces, exceeding 2014 by 11% and exceeding the guidance range and AISC/oz costs, meeting the Corporation's cost-reduction objectives.

Going forward, Endeavour continues to focus on creating shareholder value. So far in 2016, the Corporation has sold the mature Youga mine for cash, completed the acquisition of True Gold Mining Inc. and added its newly built Karma Mine to the operations portfolio and commenced the construction of the Houndé Project, Endeavour's next low-cost mine. The Houndé Project is expected to produce an average of 190,000 oz/year for 10 years and increase the group gold production rate to 900,000 oz/year in 2018.

As previously announced, following this year's AGM, we are implementing the transition of the CEO position to Sébastien de Montessus. Mr. de Montessus has been the President and a director of Endeavour Mining since November 27, 2015. Previously, Mr. de Montessus was the Chief Executive Officer of the La Mancha Group since 2012. His bio can be found on page 10 of the Circular.

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

Sincerely,

Michael Beckett
Chair of the Board

Neil Woodyer
CEO

NOTICE OF 2016 ANNUAL GENERAL MEETING

- Date & Time** Tuesday, June 28, 2016 at 10:00 a.m. (CEST) (the "**Meeting**").
- How to Participate** Attend in person at Bureau 76, 7 Boulevard des Moulins, 98000 Monaco, if you are a registered shareholder, or submit your proxy or voting instruction form in accordance with the instructions set out in the accompanying management information circular (the "**Circular**") of Endeavour Mining Corporation (the "**Corporation**") dated May 24, 2016.
- Meeting Materials** It is important that you review the accompanying Circular before exercising your vote, as it contains important information relating to the business of the Meeting.
- Business of the Meeting** The Meeting is being held for the following purposes:
1. to receive and consider the consolidated financial statements of the Corporation for the year ended December 31, 2015 and the report of the auditors thereon;
 2. to appoint Deloitte LLP, Chartered Professional Accountants, as Auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
 3. to elect directors as more particularly described in the accompanying Circular; and
 4. to transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.
- Voting Entitlement** The Board of Directors of the Corporation has fixed the close of business on May 24, 2016 as the record date of the Meeting, being the date for determination of the registered holders of ordinary shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

If you have any questions or require assistance in voting your proxy, please contact our proxy solicitation agent, D.F. King, at 1-800-926-7043 toll free in North America, or call collect outside North America at 1-201-806-7301 or by email at inquiries@dfking.com.

Dated at Monaco, as of the 24th day of May, 2016.

By order of the Board of Directors,

"Neil Woodyer"

Neil Woodyer

Chief Executive Officer & Director



2016 MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Circular**”) has been prepared for the holders of ordinary voting shares (“**Shares**”) of Endeavour in connection with our Annual General Meeting of shareholders to be held on June 28, 2016 (the “**Meeting**”). References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

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

Information in this Circular is as of May 24, 2016, unless otherwise indicated. All dollar figures are in US dollars, unless otherwise indicated.

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VOTING AND OTHER IMPORTANT INFORMATION

Solicitation of Proxies

Both the Board of Directors (the "**Board**") and management of Endeavour encourage you to vote. We are soliciting proxies for the Meeting to be held on June 28, 2016 or any adjournment or postponement thereof at the time and place and for the purposes set forth in the accompanying notice of Meeting. Proxies may also be solicited personally or by telephone, facsimile, mail or electronically by the directors and regular employees of the Corporation at a nominal cost to the Corporation.

D.F. King is acting as the Corporation's proxy solicitation agent. If you have any questions or require assistance in voting your proxy, please contact our proxy solicitation agent, D.F. King, at 1-800-926-7043 toll free in North America, or call collect outside North America at 1-201-806-7301 or by email at inquiries@dfking.com. The Corporation will be paying D.F. King a fee of approximately CDN\$47,000, plus out-of-pocket expenses.

Voting Procedures

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

If you owned Shares or Exchangeable Shares (either directly or through an intermediary) as of May 24, 2016 (the "**Record Date**"), you are entitled to have your vote counted at the Meeting. The instructions provided below set forth the different procedures to be followed to ensure you are represented at the Meeting whether you are a registered or beneficial holder of Shares or Exchangeable Shares. If your Shares or Exchangeable Shares are held in more than one form, you should sign and submit all forms of proxy and voting instruction forms received in accordance with the instructions provided.

Registered Shareholders

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

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

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

Proxies must be completed in accordance with the instructions provided on the form of proxy and must be received by the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by 10:00 a.m. (CEST)/ 1:00 a.m. (PST) / 4:00 a.m. (EST) on June 24, 2016, or not less than 48 hours before the commencement of any adjournment or postponement of the Meeting. Registered shareholders must return the properly completed proxy to Computershare as follows:

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

The Chairman of the Meeting will have the discretion to accept or reject proxies deposited in any other manner.

If you are a registered shareholder and plan to attend the Meeting at Bureau 76, 7 Boulevard des Moulins, 98000 Monaco, on June 28, 2016 at 10:00 a.m. (CEST), and wish to vote your Shares or Exchangeable Shares in person, please register with the scrutineer upon arrival at the Meeting.

Revocation of a Proxy

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

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

Beneficial Shareholders

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

If your Shares are not registered in your name, they will be held by an intermediary, such as a bank, trust company, securities broker or other financial institution, on your behalf as a beneficial shareholder. There are two kinds of beneficial shareholders:

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

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

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

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

If you are a Beneficial Endeavour Shareholder and wish to:

- Vote in person at the Meeting; or
- Change voting instructions given to your intermediary; or
- Revoke voting instructions given to your intermediary,

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

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

Holders of Avion Exchangeable Shares

On October 18, 2012, Endeavour completed its acquisition of Avion Gold Corporation ("**Avion**"), resulting in Endeavour acquiring all of the outstanding voting shares of Avion. Pursuant to the terms of the acquisition, in lieu of receiving Shares of Endeavour for their Avion shares, eligible Avion shareholders were entitled to elect to receive Exchangeable Shares. Pursuant to the recent 10 'old' for 1 'new' consolidation of Shares, each Exchangeable Share is exchangeable or redeemable for one-tenth of a Share in accordance with its terms and each Exchangeable Share carries, to the extent practicable, economic and voting rights equivalent to those of one-tenth of a Share. As of the Record Date, Exchangeable Shares, which are exchangeable or redeemable for

27,444 Shares are outstanding. The underlying Shares for which outstanding Exchangeable Shares may be exchanged have been issued by Endeavour and are held by a wholly-owned subsidiary of Endeavour.

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

If you are a registered holder of Exchangeable Shares, you can vote by using the form of proxy enclosed with the Meeting materials mailed to you and ensuring receipt by Computershare of such instructions via any of the means of delivery described above under the heading "*Registered Shareholders*" by 10:00 a.m. (CEST)/ 1:00 a.m. (PST) / 4:00 a.m. (EST) on June 24, 2016, or not less than 48 hours before the commencement of any adjournment or postponement of the Meeting. The form of proxy permits you to instruct the Trustee to cause a number of votes to be cast at the Meeting equal to one-tenth of the number of Exchangeable Shares held by you at the Record Date in accordance with your instructions. You also can use your form of proxy to request a proxy to personally attend and vote at the Meeting or to designate a proxyholder to represent you at the Meeting. To do so, simply fill in your name or the name of the person that you wish to appoint to represent you in the space provided on the form of proxy.

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

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

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

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

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

Quorum and Votes Necessary to Pass an Ordinary Resolution

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

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

Voting Shares and Principal Holders Thereof

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

Tuesday, May 24, 2016 has been fixed in advance by the directors as the Record Date for the purposes of determining those Endeavour shareholders entitled to receive notice of, and to vote in person or by proxy at the Meeting or any adjournment or adjournments thereof. As at the close of business on the Record Date, Endeavour had 84,871,646 Shares issued and outstanding, each Share carrying the right to one vote.

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

To the knowledge of the directors and senior officers of Endeavour, no person beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying 10% or more of the voting rights attached to all the issued and outstanding Shares as at the date of this Circular, other than La Mancha Holding S.à.r.l. ("**La Mancha**"), which as of the date of this Circular beneficially owns, directly or indirectly, or exercises control or direction over, 25,252,932 Shares, representing approximately 30% of the voting rights attached to all the issued and outstanding Shares as of the Record Date.

Caution on Forward-Looking Statements

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

Forward-looking statements, while based on management's best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Endeavour to be materially different from those expressed or implied by such

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

BUSINESS OF THE MEETING

Receiving the Audited Consolidated Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2015 are available on the Corporation's website at www.endeavourmining.com and under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, and have been mailed to shareholders who requested them. Management will be available to review Endeavour's consolidated financial results at the Meeting, and there will be an opportunity for discussion of these results with shareholders and proxyholders who are present.

Appointment of Auditor

The auditor of the Corporation since July 2, 2002 has been Deloitte LLP, Chartered Professional Accountants. Shareholders will be asked at the Meeting to vote for the appointment of Deloitte LLP as auditor of the Corporation until the next Annual General Meeting of Endeavour's shareholders at remuneration to be fixed by the Board.

Aggregate fees paid to Endeavour's auditor relating to the years ended December 31, 2015 and 2014 were as follows:

	December 31, 2015 (CDN\$)	December 31, 2014 (CDN\$)
Audit Fees ⁽¹⁾	1,388,095	1,681,000
Audit-related Fees	Nil	Nil
Tax Fees ⁽²⁾	496,627	413,765
All Other Fees ⁽³⁾	9,740	229,561
Total Fees	1,894,462	2,324,326

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

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

(3) "All Other Fees" are for services related to enhancements to management reporting.

The Board recommends that Endeavour shareholders vote FOR the appointment of Deloitte LLP as the auditor of Endeavour for the 2016 fiscal year and for the authorization of the Board to set their remuneration. It is intended that all proxies received will be voted in favour of the appointment of Deloitte LLP as auditor of the Corporation unless a proxy contains instructions to withhold the same from voting.

Election of Directors

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

Michael Beckett	Ian Cockerill	Sébastien de Montessus
Frank Giustra	Ian Henderson	Wayne McManus
Miguel Rodriguez	Naguib Sawiris	

Information about the individual director nominees can be found on pages 9 to 14 of this Circular. Directors appointed at the Meeting will hold office until the next annual general meeting or until their successors are

elected or appointed. All of the nominees are currently directors of Endeavour and all nominees, except for Sébastien de Montessus, President of Endeavour, and Naguib Sawiris are independent of Endeavour.

Majority Voting

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

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

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

Other Business

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

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

BOARD OF DIRECTORS

About our Nominees



MICHAEL E. BECKETT
London, England
Director and Chairman
(Independent)

Principal Occupation: Various Chairman and Director appointments

Director since: July 26, 2002

Shareholdings:
16,000 Shares and
49,597.077 Deferred Share Units

2015 total compensation:
US\$190,000 ((50% cash, 50% DSUs)

Other Public Company Directorships:
International Hotels Investment Limited

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

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

2015 Meeting Attendance

Board Meetings 7/7	Audit Committee 4/4	Corporate Governance 2/2	Remuneration 4/4	SH&E 3/3
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IAN COCKERILL
Johannesburg, South
Africa
Director (Independent)

Principal Occupation: Various Chairman and Director appointments

Director since: September 17, 2013

Shareholdings:
9,400 Shares and
25,060.463 Deferred Share Units

2015 total compensation:
US\$110,000 (45% cash, 55% DSUs)

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

Ian Cockerill has over 40 years of experience in the mining industry, having been responsible for business development at AngloGold, and Chief Executive Officer of both Gold Fields Ltd. and Anglocoal, between 1999 and 2009. He is currently Chairman of Petmin Ltd., a JSE company concentrating on bulk commodities. He is also a non-executive director of Orica Ltd in Australia, the senior lead independent director of Ivanhoe Mines Ltd (formerly Ivanplats) and non-executive Chair of Blackrock World Mining Trust. In addition, he is Chairman of Leadership for Conservation in Africa, a not-for-profit organisation promoting sustainable employment opportunities linked to conservation projects across the African continent, with a vision to save 20 million hectares of rainforest in Africa by 2020.

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

2015 Meeting Attendance

Board Meetings 7/7	SH&E 3/3
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**SÉBASTIEN DE
MONTESSUS**

Neuilly-sur-Seine, France
Director and President
(Not Independent)

Principal Occupation: President of Endeavour

Director since: November 27, 2015

Shareholdings:
42,550 Performance Share Units

2015 total compensation:
Not applicable

Other Public Company Directorships:
Evolution Mining Limited

Mr. de Montessus is the President of Endeavour. Mr. de Montessus was the Chief Executive Officer of La Mancha from 2012 to 2015. Under the leadership of Mr. de Montessus, La Mancha doubled its production through optimization efforts before undergoing a portfolio restructuring which enabled the Sawiris family group to become the main shareholder of Evolution Mining Limited ("**Evolution Mining**"), a leading Australian gold miner. In September 2015, Mr. de Montessus was appointed to the board of Evolution Mining. Prior to his role with La Mancha, Mr. de Montessus was a member of the Executive Board and Group Deputy CEO of AREVA Group (a world leader in nuclear energy) and CEO of AREVA Mining (uranium), where he oversaw the design and implementation of a five-year strategic plan, which saw Areva Mining significantly increase profitability and become the largest uranium producer in the world with 6 mines in operations over Canada, Africa and Kazakhstan and a total turn-over of \$1.5B in 2012. Mr. de Montessus was a board member of ERAMET, a world leader in nickel/manganese and alloy metals, between 2010 and 2012. Before joining AREVA in 2002, Mr. de Montessus was an investment banker at Morgan Stanley in London (M&A and Equity Capital Markets). Mr. de Montessus is a business graduate from ESCP-Europe Business School in Paris.

2015 Meeting Attendance

Board Meetings
1/1*

* Mr. de Montessus was appointed to the Board on November 27, 2015, as a result he attended 100% of the Board meetings since his appointment.



FRANK GIUSTRA
Vancouver, Canada
Director (Independent)

Principal Occupation: Entrepreneur, Investor, Philanthropist

Director since: September 17, 2013
Previously a director of Endeavour from July 26, 2002 to November 22, 2005

Shareholdings:
780,721 Shares* and
20,420.219 Deferred Share Units

2015 total compensation:
US\$100,000 (50% cash, 50% DSUs)

Other Public Company Directorships:
Catalyst Copper Corp.
Sandspring Resources Ltd.

Frank Giustra is CEO of the Fiore Group, a private firm managing a broad portfolio of private equity investments and companies, specializing in food and lifestyle, art and entertainment, and natural resources. He has an established track record of building natural resource companies through access to capital and creative deal-making. As President and later Chairman and Chief Executive Officer of Yorkton Securities in the 1990s, he grew the firm into a leading natural resource investment bank. As Chairman of Endeavour Financial from 2001 to 2007, his vision and leadership led to the successful launch of numerous resource companies, including Wheaton River Minerals (acquired by Goldcorp), Silver Wheaton and Pacific Rubiales Energy. Mr. Giustra's entrepreneurial successes also include the founding of Lionsgate Entertainment, now one of the world's largest independent film companies.

Mr. Giustra is a strong believer in philanthropy, and devotes much of his time to a variety of causes. In 2007, Mr. Giustra and former President Bill Clinton launched the Clinton Giustra Enterprise Partnership, with the focus of creating social and economic development programs through impact investing. For over a decade, Mr. Giustra has been an active executive member with the International Crisis Group, a widely recognized independent, non-partisan source of analysis and advice to policymakers on the prevention and resolution of deadly conflict.

Mr. Giustra is a board member of Endeavour, Catalyst Copper Corp., Sandspring Resources Ltd., Thunderbird Films, Clinton Foundation, International Crisis Group and Streetohome Foundation.

2015 Meeting Attendance

Board Meetings
7/7

* Includes 150,000 Shares held by Radcliffe Foundation, a charitable foundation controlled by Mr. Giustra.



IAN HENDERSON
London, England
Director (Independent)

Principal Occupation: Former Managing Director at JP Morgan Asset Management

Director since: April 1, 2013

Shareholdings:
45,598.95 Deferred Share Units

2015 total compensation:
US\$130,000 (38% cash, 62% DSUs)

Other Public Company Directorships:
BMO Capital Markets Limited

Ian Henderson was Managing Director at JPMorgan Asset Management and managed JPMorgan’s Natural Resources Funds for over 20 years until January 2012. He remained as a consultant and advisor on natural resources to the Global Equities Team until March 31, 2013. An employee since 1991, he was previously responsible for international portfolios and has extensive knowledge of the mining and oil and gas industries. Previously, Mr. Henderson spent nine years as director and Chief Investment Officer at Wardley Investment Services International Limited. Prior to this, he served five years as an international portfolio manager involved in business development in London and New York for Morgan Grenfell & Co. Mr. Henderson began his career as an accountant with Peat Marwick Mitchell & Co. He was appointed an independent non-executive director of BMO Capital Markets Limited in September 2015. He holds an LLB in Scots Law and an MA in Philosophy and Politics from Edinburgh University. He is also an ACA and FCA.

Mr. Henderson is the chair of Endeavour’s Corporate Governance & Nominating Committee and a member of the Safety, Health & Environment Committee.

2015 Meeting Attendance

Board Meetings 7/7	Corporate Governance 2/2	SH&E 3/3
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WAYNE McMANUS
Grand Cayman, Cayman Islands
Director (Independent)

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

Director since: July 26, 2002

Shareholdings:
8,000 Shares and
34,367.707 Deferred Share Units

2015 total compensation:
US\$140,000 (50% cash, 50% DSUs)

Other Public Company Directorships:
None

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

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

2015 Meeting Attendance

Board Meetings 7/7	Audit Committee 4/4	Corporate Governance 2/2	Remuneration 4/4
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MIGUEL RODRIGUEZ
Pully, Switzerland
Director (Independent)

Principal Occupation: Economist
Director since: September 17, 2013

Shareholdings:
17,443.975 Deferred Share Units

2015 total compensation:
US\$120,000 (67% cash, 33% DSUs)

Other Public Company Directorships:
None

Miguel Rodriguez has extensive experience in the private, public and academic sectors. In the financial sector, he was the Director of D'Societe Financiere in Geneva from 2010 to 2014. He has also been a Director and Lead Independent Director of several international public companies.

In the public sector, Mr. Rodriguez was the Economic Minister and Chief of the Economic Cabinet of the Republic of Venezuela from 1989 to 1992. As Chief Debt negotiator, he restructured more than US\$50 billion (at current prices) of Venezuela's external debt under the Brady Plan. He was also President of the Central Bank of Venezuela in 1992, and Governor to the International Monetary Fund, the World Bank, and the Inter-American Development Bank during 1989-1992. From 1992-1994, he was Senior Advisor to the World Bank.

He also had a long academic career as Professor of Economics at IESA in Caracas from 1984 to 2008.

Mr. Rodriguez holds a Ph.D. in Economics from Yale University, with specialization in Macroeconomics, International Trade and Finance, and Money and Banking.

Mr. Rodriguez is a member of Endeavour's Audit Committee and Remuneration Committee.

2015 Meeting Attendance

Board Meetings
7/7

Audit Committee
4/4

Remuneration
4/4



NAGUIB SAWIRIS
Director (Not Independent)

Principal Occupation: Businessperson
Director since: November 27, 2015

Shareholdings:
25,252,932 Shares⁽¹⁾

2015 total compensation:
None

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

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

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

services rendered to the people of Pakistan in the field of telecommunication, investments and social sector work.

Mr. Sawiris serves on a number of additional Boards, Committees and Councils including the Advisory Committee to the NYSE Board of Directors, the International Advisory Board to the National Bank of Kuwait, the Egyptian Council for Foreign Affairs, and the Arab Thought Foundation. Mr. Sawiris holds a diploma of Mechanical Engineering with a Masters in Technical Administration from the Swiss Federal Institute of Technology Zurich ETH Zürich and a Diploma from the German Evangelical School, Cairo, Egypt.

2015 Meeting Attendance

Board Meetings
0/1*

* Mr. Sawiris was appointed to the Board on November 27, 2015, as a result he was a member of the Board for only one Board meeting in 2015.

(1) Includes 25,252,932 Shares held by La Mancha Holding S.à.r.l., a privately-held gold investment company controlled by the Sawiris Family.

Building a High Performance Board

The Corporate Governance & Nominating Committee regularly monitors the performance of the Board and its Committees, and considers whether the current mix of directors' skills, expertise and experience is best suited to achieve the strategic goals of the Corporation and carrying out the mandate of the Board.

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

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

Skills and Expertise	Number of the Corporation's nominated Directors with Expertise
Strategy and Leadership – Experience driving strategic direction and leading growth of an organization, preferably including the management of multiple projects, comfort with current principles of risk management and corporate governance.	7 of 8

Metals and Mining – Knowledge of the mining industry, market, international regulatory environment and stakeholder management.	6 of 8
Finance – Experience in the field of finance, investment and/or in mergers and acquisitions.	8 of 8
Public Policy – Experience in, or a thorough understanding of, the workings of government and public policy both domestically and internationally.	7 of 8
Human Resources – Experience in the oversight of significant, sustained succession planning and talent development and retention programs, including executive compensation.	5 of 8
Accounting – Experience as a professional accountant, CFO or CEO in corporate financial accounting and reporting; comfort working with basic financial reports; understanding of the key financial levers of the business.	7 of 8
International Business – Experience working in a major organization that carries on business in one or more international jurisdictions, preferably in Africa.	8 of 8
Operations and Exploration – Experience with a leading mining or resource company with reserves, explorations and operations expertise, including cultivating and maintaining a culture focused on safety, the environment and operational excellence.	4 of 8

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

Share Ownership Requirements

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

As of December 31, 2015, all non-executive directors met the shareholder requirement or were in the process of doing so within the prescribed time limit.

As of the date of this Circular, the total share interest held by all non-executive directors were as follows:

Name	Shares held (#)	Deferred Share Units held (#)	Total Share Interests held (#)	Mandatory Shareholding Threshold (#)	Share Ownership Guideline Met; or prescribed deadline
Michael E. Beckett	16,000	49,597.077	65,597.077	30,000	Yes
Ian Cockerill	9,400	25,060.463	34,460.463	30,000	Yes
Frank Giustra ⁽¹⁾	780,721	20,420.219	801,141.219	30,000	Yes
Ian Henderson	Nil	45,598.950	45,598.950	30,000	Yes
Wayne McManus	8,000	34,367.707	42,367.707	30,000	Yes
Miguel Rodriguez	Nil	17,443.975	17,443.975	30,000	November 2018
Naguib Sawiris ⁽²⁾	25,252,932	Nil	25,252,932	30,000	Yes

(1) Includes 150,000 Shares held by Radcliffe Foundation, a charitable foundation controlled by Mr. Giustra.

(2) Includes 25,252,932 Shares held by La Mancha Holding S.à.r.l., a privately-held gold investment company controlled by the Sawiris Family.

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

Attendance of Directors

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

The following table provides a summary of the number of Board and Committee meetings held during fiscal 2015.

Type of Meeting Held	Number of Meetings
Board of Directors	7
Audit Committee	4
Corporate Governance & Nominating Committee	2
Safety, Health and Environment Committee	3
Remuneration Committee	4

The following table provides a summary of director attendance at Board and Committee meetings held during fiscal 2015.

Director	Board Meetings Attended		Committee Meetings Attended		Total Board/Committee Meetings Attended	
Michael E. Beckett	7 of 7	100%	13 of 13	100%	20 of 20	100%
Neil Woodyer	7 of 7	100%	N/A	N/A	7 of 7	100%
Wayne McManus	7 of 7	100%	10 of 10	100%	17 of 17	100%
Ian Henderson	7 of 7	100%	5 of 5	100%	12 of 12	100%
Frank Giustra	7 of 7	100%	N/A	N/A	7 of 7	100%
Ian Cockerill	7 of 7	100%	3 of 3	100%	10 of 10	100%
Miguel Rodriguez	7 of 7	100%	8 of 8	100%	15 of 15	100%
Sébastien de Montessus ⁽¹⁾	1 of 1	100%	N/A	N/A	1 of 1	100%
Naguib Sawiris ⁽¹⁾	0 of 1	0%	N/A	N/A	0 of 1	0%

(1) Appointed to the Board on November 27, 2015.

Orientation and Continuing Education of Directors

As part of the Corporation's orientation program, new directors are given copies of all policies, Committee charters and mandates. They are also provided with guidance concerning trading in the Corporation's securities, blackout periods, and the Corporation's disclosure practices. Senior executives are made available to meet with new directors to familiarize them with the Corporation's operations, programs and projects. Presentations made at Board meetings, together with site visits, are intended to provide insight into the Corporation's business and familiarize new directors with the policies, Committee charters, codes, mandates and programs they require to effectively perform their duties.

The Corporation's ongoing director education programs entail, as a matter of routine each year, mine site visit opportunities, briefings from staff and management, reports on issues relating to the Corporation's operations, and other initiatives intended to keep the Board abreast of new developments and challenges that the Corporation may face.

Corporate Cease Trade Orders, Bankruptcies

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

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

Except as disclosed below, no nominee director is, or within the 10 years before the date of this Circular has been, a director or executive officer of any other issuer that, while such person was acting in such capacity within a year of such person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

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

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

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

Director Compensation

Objective of Director Compensation

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

Director Compensation Policies and Approach

The Board currently consists of nine directors, of which six are independent. The independent directors are compensated in accordance with guidelines established by the Corporate Governance & Nominating Committee. The Corporation does not compensate executive directors for their services in their capacity as directors.

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

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

Process for Determining Director Compensation

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

The following table summarizes Endeavour’s compensation arrangements for 2015, along with the current 2016 compensation arrangements which are unchanged from the prior two years.

Compensation Component	2015 Value (US\$)	2016 Value (US\$)
Annual retainer (paid in mix of cash and DSUs)	\$100,000	\$100,000
Annual fee for the Chairman of the Board (paid in DSUs)	\$30,000	\$30,000
Committee fee for regular committee membership (paid in DSUs)	\$10,000	\$10,000
Committee fee if chairperson of the committee (paid in DSUs)	\$20,000	\$20,000

The Corporate Governance & Nominating Committee monitors director compensation practices among Canadian mining and other resource based companies and will consider if further actions, if any, will be applicable for 2016.

Share-based awards – the DSU Plan

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

Directors’ Total Compensation for 2015

A total of \$790,000 was paid to the independent directors during the year ended December 31, 2015 with an aggregate pay mix of 50% in cash and 50% in DSUs, which is unchanged in both total amount and pay mix from the previous year. The Board considers the total compensation range of \$100,000 to \$190,000 per independent director and the median independent director’s total compensation of approximately \$132,000 to be competitive and appropriate given the expertise and time commitments of the different director roles.

Summary Director Compensation Table

The compensation earned by each of the non-executive directors during the year ended December 31, 2015 was:

Name	Fees earned (US\$)	Share-based Awards (US\$)	Option-based awards (US\$)	All other compensation (US\$)	Total Compensation (US\$)	Pay Mix (% Cash - % DSUs)	
Michael E. Beckett	95,000	95,000	nil	nil	190,000	50%	50%
Ian Cockerill	50,000	60,000	nil	nil	110,000	45%	55%
Frank Giustra	50,000	50,000	nil	nil	100,000	50%	50%
Ian Henderson	50,000	80,000	nil	nil	130,000	38%	62%
Wayne McManus	70,000	70,000	nil	nil	140,000	50%	50%
Miguel Rodriguez	80,000	40,000	nil	nil	120,000	67%	33%
Naguib Sawiris ⁽¹⁾	nil	nil	nil	nil	nil	0%	0%
TOTAL	\$395,000	\$395,000	nil	nil	\$790,000	50%	50%

(1) Naguib Sawiris was appointed to the Board on November 27, 2015 and was not compensated for the partial year period.

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

Name	Board of Directors	Audit Committee	Corporate Governance & Nominating Committee	Safety, Health & Environment Committee	Remuneration Committee
Michael E. Beckett	Chair	Member	Member	Chair	Chair
Ian Cockerill	Member			Member	
Frank Giustra	Member				
Ian Henderson	Member		Chair	Member	
Wayne McManus	Member	Chair	Member		Member
Miguel Rodriguez	Member	Member			Member
Naguib Sawiris	Member				

Outstanding Share-Based-Awards

The following table shows all outstanding share-based awards held by each non-executive director as at December 31, 2015. The only outstanding form of share-based awards for non-executive directors is DSUs.

Name	Number of share-based awards (DSUs) that have not vested (#)	Payout value of share-based awards (DSUs) that have not vested (US\$)	Payout value of vested share-based awards (DSUs) that have not paid out (US\$) ⁽¹⁾
Michael E. Beckett	Nil	Nil	241,149
Ian Cockerill	Nil	Nil	127,647
Frank Giustra	Nil	Nil	103,833
Ian Henderson	Nil	Nil	236,961
Wayne McManus	Nil	Nil	177,033
Miguel Rodriguez	Nil	Nil	89,136
Naguib Sawiris	Nil	Nil	Nil
TOTAL	Nil	Nil	\$975,759

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

Outstanding Option-Based Awards

The Board has established a policy whereby non-executive directors are not eligible for new stock option awards, and no new awards have been made to non-executive directors since 2011. The following table sets forth details of all option-based awards remaining from grants made prior to December 31, 2011 and outstanding as of December 31, 2015 for each non-executive director of the Corporation:

Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options (US\$) ⁽²⁾
Michael E. Beckett	25,000	26.40	December 20, 2016	Nil
Wayne McManus	20,000	26.40	December 20, 2016	Nil
Frank Giustra ⁽³⁾	125,000	26.40	December 20, 2016	Nil
	100,000	22.60	January 24, 2018	
	4,660	24.68	November 3, 2019	

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

(2) This value is calculated as the difference between the CDN\$ exercise price of an Option and the closing price of the Shares on the TSX on December 31, 2015 (which was CDN\$7.63), with that difference being converted to US\$ for the purposes of the table above using the exchange rate in effect on December 31, 2015 as reported by Bloomberg.

(3) Options granted to Frank Giustra were prior to his appointment to the Board on September 17, 2013

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

The following table shows the value of the share-based awards, in the form of DSUs, which vested or were earned by each non-executive director for the fiscal year ending December 31, 2015. With respect to non-executive directors, no option-based awards or other non-equity incentive plan awards were granted or vested for the fiscal year ending December 31, 2015.

Name	Share-based Awards (US\$)	Option-based awards (US\$)	Non-equity incentive plan awards (US\$)
Michael E. Beckett	95,000	Nil	Nil
Ian Cockerill	60,000	Nil	Nil
Frank Giustra	50,000	Nil	Nil
Ian Henderson	80,000	Nil	Nil
Wayne McManus	70,000	Nil	Nil
Miguel Rodriguez	40,000	Nil	Nil
Naguib Sawiris	Nil	Nil	Nil
TOTAL	\$395,000	Nil	Nil

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Endeavour has rapidly grown into a mid-tier gold producer with five operating mines in West Africa and a sixth mine that is currently in construction. Endeavour has successfully implemented a 'buy and build' strategy that over a six-year period has included the acquisition of six companies (Etruscan Resources, Crew Gold (45% ownership), Adamus, Avion, La Mancha, and True Gold Mining Inc. ("**True Gold**")), the construction of the Agbaou Mine that was completed in early 2014 and the start of construction of the Houndé Project in April 2016. Endeavour has focused on optimizing its acquired assets with capital investments and by ensuring its operations are well managed by an experienced operations team with deep technical expertise, while also advancing the development of new low-cost mines.

Endeavour has an executive office in Monte Carlo, Monaco, an investor relations and administration office in Paris, France, and an operations hub in Abidjan, Côte d'Ivoire which includes the Chief Operating Officer's office, operations management, procurement, human resources and corporate social responsibility program management. The corporate office in Vancouver, Canada was closed in early 2016.

As part of its overall business strategy, Endeavour is focused on:

- Executing on operational targets, including safety, production, cost reduction, environmental stewardship, and social responsibility;
- Maintaining a strong financial position;
- Creating value through project development, including the Houndé Project in Burkina Faso that is in construction and Ity CIL Project in Côte d'Ivoire that is in Feasibility Study;
- Implementing solid and transparent financial reporting and accounting systems; and
- Continuing to grow its gold business through acquisitions, when market conditions are attractive.

The objective of Endeavour's executive compensation program is to support the Corporation's business strategy by attracting and retaining talented employees through competitive compensation. This involves paying for performance by emphasizing variable "at-risk" compensation linked to the Corporation's key strategic and operational objectives, aligning long-term performance rewards with shareholders' interests, and providing the flexibility necessary for the entrepreneurial nature of Endeavour's business strategy.

The philosophy underlying our executive compensation program is to provide an attractive, flexible, and market-based compensation program tied to performance and aligned with our shareholders' interests. Our objective is to recruit and retain top-caliber executive officers and other key employees to deliver sustained high performance to our shareholders.

Target Pay Positioning

In order to accomplish these objectives, Endeavour targets delivering base salaries within the median and 75th percentile of the Comparator Group (which is compiled by Mercer and listed on page 31 of this Circular), and total direct compensation (base salary, annual incentive bonus, and long-term incentives) at the 75th percentile. Endeavour's target pay positioning reflects its plan to attract and retain highly skilled and talented executives

who have extensive experience travelling to and working with challenging environments. Endeavour's executives spend much of their time in the field – five mines, four countries, four government partners, two languages – as direct contact and time spent with local management, local communities and the work force is essential.

Endeavour's target pay positioning also reflects the fact that it does not offer pensions, retirement programs or related incentives.

Named Executive Officers

In 2015, the Corporation's Named Executive Officers ("**NEOs**"), being the CEO, CFO and the three other most highly compensated individuals, were:

Neil Woodyer	Chief Executive Officer, and Director
Adriaan "Attie" Roux	Chief Operating Officer
Ota Hally*	Chief Financial Officer
Douglas Bowlby	Executive Vice-President – Corporate Development
Jeremy Langford	Executive Vice-President – Construction Services

* Ota Hally was promoted to CFO effective April 1, 2015 following the resignation of Christian Milau as CFO effective March 31, 2015.

Sébastien de Montessus joined the Corporation as President and director on November 27, 2015. As a result of his shortened employment period with the Corporation during the financial year ended December 31, 2015, Mr. de Montessus is not considered a NEO for the purposes of this Circular. Going forward, the Corporation expects that Mr. de Montessus will be considered a NEO for the financial year ending December 31, 2016.

Components of the 2015 Executive Compensation Program

For the year ended December 31, 2015, in addition to base salary, we use two specific programs to ensure a strong link between our incentive compensation opportunities and our short-term and longer term objectives as an organization:

- **Annual Incentive Bonus.** The Annual Incentive Bonus is designed to reward strong operational and financial performance that furthers our short-term objectives. The annual bonuses are awarded as a percentage of salary and are paid in cash with mandatory share purchase requirements.
- **Long-term Incentive Program.** Our LTI program consists of two parts that incentivize long-term value creation: (i) performance share units ("**PSUs**") and stock option grants that primarily reward the achievement of increases in the market value of our shares; and (ii) the Gold LTI Policy that primarily rewards the creation of an attractive gold mining business that results in a realization event for shareholders.

2015 Base Salaries

Salaries paid to the NEOs in 2015 are reflected in the "Summary Compensation Table" on page 40 of this Circular. During 2015, the CEO was subject to a salary freeze. For the other NEOs, adjustments to base salaries were due to changing roles and responsibilities, as discussed on page 34 of this Circular, and are not regular-course annual salary increases (typically related to general cost of living adjustments, increased proficiency within a role, or other formula-based adjustments).

2015 Annual Incentive Bonuses

Despite strong operating performance including production growth to 517,948 ounces (11% above 2014), lowered AISC costs to \$922/oz (9% below 2014), an excellent health, safety and environment record and with strong total shareholder returns (“**TSR**”) during 2015 of 80%, the Remuneration Committee determined that payment of 2015 annual incentive bonuses would be capped so that the total 2015 bonus pool would equal the total 2014 bonus pool. As a result, most of the NEOs received annual incentive bonuses below their individual target amounts.

As an additional mechanism to align executive compensation with share value, the NEOs and additional members of the senior management team were required to use at least 25% of the annual incentive bonus award (net of income tax) to purchase Endeavour shares from the open-market. This mandatory share purchase policy was also applied in the previous year for the NEOs and additional members of the senior management team. The CEO voluntarily agreed to use 50% of his annual incentive bonus award to purchase Endeavour shares on the open-market, exceeding the 25% requirement.

2015 LTI Awards

In 2014, following a comprehensive review of Endeavour’s executive compensation programs and pay practices by Mercer, PSUs were added to the LTI compensation program with the goal of shifting the executive compensation pay mix toward a greater proportion of total compensation being long term and equity-based. The introduction of PSUs effectively adds a performance-vested component to the overall LTI mix and reduces the emphasis on awarding stock options.

During 2015, Endeavour continued with this pay practice and 298,000 PSUs and 699,374 stock options were granted, of which 133,200 PSUs and 313,558 stock options or approximately 45% and 45%, respectively, were awarded to the NEOs.

The Remuneration Committee determined that 2016 LTI Awards, granted in March 2016, would be capped so that the total value of the 2016 LTI pool would not exceed the total value of the 2015 LTI pool. As a result of the acquisition of La Mancha and associated increase in the number of participants in the 2016 LTI Awards, all of the NEOs received grants valued at less than their 2015 amounts; with the exception of Ota Hally who was promoted to CFO during 2015.

2015 Total Direct Compensation

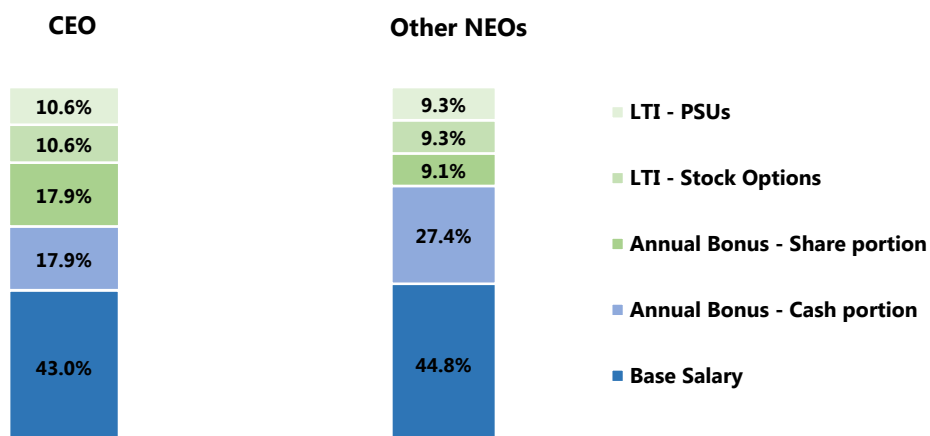
Total direct compensation (base salary, annual incentive bonuses and LTIs) payable to the NEOs is targeted at the 75th percentile of the Comparator Group. A benchmarking exercise performed by Mercer in February 2016 confirmed the executive compensation program delivered 84% of this target during 2015 for the CEO and 66% for the other NEOs. An analysis and discussion of the 2015 total direct compensation is found in the “Analysis and Discussion for 2015 Total Direct Compensation” section on page 34 of this Circular.

The Remuneration Committee also reviews the total direct compensation expense related to the entire corporate staff, inclusive of share-based compensation expense, as a percentage of gross revenue (“**Corporate Cost Efficiency Ratio**”). The Corporate Cost Efficiency Ratio provides context for Endeavour’s overall efficiency of corporate administrative expenses. For 2015, Endeavour’s Corporate Cost Efficiency Ratio was 4.2%, which is an increase over 3.9% in 2014 and an improvement from 5.9% in 2013 and 6.1% during 2012. Endeavour also compares very favourably to the median of the 2015 Comparator Group corporate cost efficiency ratio of 6.0%

in 2015 and Endeavour ranked 4th lowest out of the 17 companies. A table of the peer rankings is included on page 30 of this Circular.

The charts below illustrate that 43.0% of the CEO's total direct compensation in 2015 was base salary and the balance of 57.0% was variable or "at risk" for 2015. Further, 39.1% of the CEO's total direct compensation was in equity or equity units (shares, stock options, PSUs). The other NEO's have a similar pay mix, but with a reduced emphasis of 27.7% in equity or equity units.

2015 Total Direct Compensation – Pay Mix



2015 Change of Control Waiver Payments

As a result of the corporate transaction completed on November 27, 2015, a new strategic partnership was created with La Mancha, a privately-held gold investment company held by the Sawiris family group. La Mancha became Endeavour's largest shareholder with 30.0% ownership, and Naguib Sawiris and Sébastien de Montessus joined the Board.

Pursuant to the terms of the employment or management services agreements under which the services of the five NEOs and three senior executives of Endeavour are provided, this transaction triggered change of control provisions that would have required Endeavour to make certain cash payments (the "CoC Amounts") and would have accelerated vesting of PSUs and stock options if these individuals had chosen to resign within 6 months of the completion of the transaction. To prevent a significant loss of executive talent and expertise, in exchange for waiving the change of control rights triggered by the La Mancha transaction and in exchange for agreeing to amend the change of control threshold in their agreements from 30% to 50% for future change of control events, the Remuneration Committee with advice from Mercer negotiated and agreed to make two payments to each of the NEOs and two of the senior executives equivalent to 25% of their potential CoC Amounts paid at closing of the La Mancha transaction and 25% of their potential CoC Amounts payable in two years on November 27, 2017, subject to certain conditions. The remaining 50% of the CoC Amounts were forfeited. The third senior executive received the full CoC Amount as he is no longer employed by Endeavour.

As the change of control waiver payments were made in relation to the La Mancha transaction, they were required to be categorized as acquisition expenses of the transaction, under IFRS standards in the Corporation's audited financial statements, and therefore are not considered to be regular executive

compensation. Regardless of their nature, the change of control waiver payments are reflected in the "Summary Compensation Table" on page 40 of this Circular.

Minimum Share Ownership Levels for Senior Executives

NEOs and certain other senior executives are required to achieve and maintain minimum shareholding thresholds. The current minimum Share ownership requirement for senior executives is to own a number of Shares whose valuation is equivalent to the senior executive's base salary amount by October 29, 2017 or within five years of the senior executive's employment start date, as applicable.

Currently, all NEOs exceed their minimum share ownership levels.

Compensation Governance

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

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

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

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

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

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

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

The Remuneration Committee retained Mercer, a wholly-owned subsidiary of Marsh & McLennan Companies, Inc., to provide advice and recommendations on the Corporation’s executive compensation programs, including the following:

- Executive compensation policy (for example, the choice of comparator group and compensation philosophy);
- Total compensation benchmarking for the NEOs;
- Incentive plan design;
- The provision of general market observations with respect to market trends and issues; and
- The approach to the change of control rights triggered by the La Mancha transaction to eligible executives.

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

Executive Compensation – Related Fees

During the year ended December 31, 2015, Mercer was paid US\$50,890 in executive compensation-related fees (US\$49,032 in 2014). Other than described above, Mercer did not provide any other services to Endeavour during 2015 or 2014.

Executive Compensation Policies and Approach

Elements and Discussion of NEO Compensation

Compensation of NEOs for the year ended December 31, 2015 included base salary and an annual performance-based bonus. The NEOs are also eligible to receive PSUs and stock options as part of the Corporation’s LTI program.

In addition, the NEOs are participants in a long-term bonus policy referred to as the Gold LTI Policy, which was established concurrently with the implementation of the gold business, as discussed below.

Element of Compensation	Description and Purpose
Base Salary	<p>Base salaries are fixed at the start of the annual compensation period and are reviewed annually with potential adjustments determined based on competitive market practices, the NEO’s performance and improvements in job proficiency/competence, and the Corporation’s results and ability to pay.</p> <p>Base salaries are fixed and therefore not subject to uncertainty. Base salaries are used as a measure to compare to, and remain competitive with, compensation offered by competitors and as the base to determine other elements of compensation and benefits.</p>

Element of Compensation	Description and Purpose
<p>Annual Bonus</p>	<p>While base salaries are fixed, annual bonuses are tied to performance and are a variable component of compensation designed to reward NEOs for delivering exceptional performance results.</p> <p>Annual bonuses are awarded as a percentage of salary based on metrics that tie to the Corporation's strategic goals and annual operating plan including:</p> <ul style="list-style-type: none"> • Company-wide operating and financial targets, including: <ul style="list-style-type: none"> ○ Budget production and costs; ○ Financial targets; ○ Reserve / resource replacement; ○ Completion of specific projects and value-added studies; and ○ Safety, Health and Environment performance. • Strategic goals such as identification, evaluation and execution of corporate opportunities; • Other objectives such as achieving synergies from acquisitions or completing exceptional corporate events (including acquisitions); • Individual performance results. The CEO's individual performance is assessed by the Board upon the recommendation of the Remuneration Committee. Other executives' performance is assessed by the CEO and noted by the Remuneration Committee and the Board; and • Importantly, none of the NEOs have contractual minimum bonus amounts so the entire annual bonus is considered performance-related.
<p>LTI Awards - Stock Options and PSUs</p>	<p>The core purpose of an LTI compensation scheme is to provide strong incentives to deliver and exceed the Corporation's long-term objectives, reward participants for their contribution, serve as a retention mechanism so that participants are incented to remain with the Corporation in order to realize the value of the awards, and continue to align compensation with the shareholders' experience.</p> <p>Historically, Endeavour has used stock option grants as its LTI vehicle for senior executives. In 2014, a PSU plan (the "PSU Plan") was introduced and the LTI pay mix in 2014 was 50% stock options and 50% PSUs for senior executives. For 2015, the LTI pay mix remained 50% stock options and 50% PSUs.</p> <p>The Board has adopted a policy that it does not issue stock options to its non-executive directors.</p>
<p>Gold LTI Policy</p>	<p>To ensure that the interests of Endeavour's management team are aligned with shareholders over the long term, the Gold LTI Policy was designed to compensate management when shareholders receive a direct benefit or realization. An award under the Gold LTI Policy (a "Gold LTI Award") is calculated as 10% of the increase in value of gold assets and is crystallized and becomes payable upon the sale of a material gold asset, the realization of increased value on completion of a corporate transaction, and certain other events necessary to protect the integrity of the Gold LTI Policy.</p> <p>The calculation of a Gold LTI Award is dependent on the nature of the crystallization event that gives rise to the obligation to make a Gold LTI Award. Intermediate gold producers with attractive growth profiles have been attractive acquisition targets for larger gold producers. If an offer is made for the Corporation that is accepted by its shareholders, a Gold LTI Award would be determined as 10% of the acquisition value in excess of the equity cost base of the Corporation on an issued share basis. The equity cost base is the accumulation of the historic market values (or strike prices of exercised stock options and warrants) for all of the Shares issued by Endeavour to build the gold company, which as of December 31, 2015 was equivalent to approximately CDN\$1,061 million (or CDN\$17.97</p>

Element of Compensation	Description and Purpose
	<p>per issued share). Following the completion of the True Gold acquisition, the equity cost base was approximately CDN\$1,417 million (or CDN\$16.81 per issued share) as of April 26, 2016.</p> <p>This cost base methodology was designed to directly align the interests of Endeavour's management team with the market value and potential long-term acquisition value of the Corporation realizable by Endeavour's shareholders.</p>
Benefits Plans	<p>Endeavour prefers a transparent compensation system with competitive salaries and bonuses based on performance. The Corporation has not provided its NEOs or other employees with pension plans, retirement contributions, car allowances, or loans. The other benefits and perquisites provided are limited to housing allowances, payment of certain taxes by the Corporation on behalf of employees and payment of contributions to basic insurance programs (medical, life and disability).</p>

Market Competitive Compensation

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

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

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

To account for the increased size and scope of Endeavour following the La Mancha transaction, the following changes were made to the Comparator Group from the previous year:

- Removals: Aurico Gold Inc., Alacer Gold Corp., and Teranga Gold Corp. as they are significantly smaller on revenue, market capitalization or, acquired in the case of Aurico; and
- Additions: Agnico-Eagle Mines Ltd., IAMGold Corp., Eldorado Gold Corp., and OceanaGold Corp. , as they fit the revenue and market capitalization range and have operations in similarly challenging locations.

The Comparator Group for 2015 consisted of sixteen companies, which are set out below.

In addition, the Remuneration Committee reviews the Corporate Cost Efficiency Ratio, which Endeavour and its advisors consider to be an important metric that allows executive compensation to be viewed as one component of its 'big-picture' G&A cost performance and effectiveness strategy. For 2015, Endeavour's Corporate Cost Efficiency Ratio was 4.2%, which is an increase over 3.9% during 2014 and an improvement from 5.9% during 2013 and 6.1% during 2012. Endeavour also compares very favourably to the median Corporate Cost Efficiency Ratio of the 2015 Comparator Group of 6.0%, which is set out below.

	2015 Revenue	2015 G&A expense, inclusive of share- based comp.	Corporate Cost Efficiency Ratio	
	US\$ million	US\$ million	% of Revenue	\$/Au-eq Ounce
1. Centamin plc	508	15	2.9%	34
2. Nevsun Resources Ltd.	357	14	3.8%	44
3. New Gold Inc.	713	18	3.9%	45
4. Endeavour Mining Corporation	601	25	4.2%	49
5. IAMGold Corp.	917	39	4.3%	49
6. Acacia Mining plc	868	40	4.6%	55
7. Golden Star Resources Ltd.	255	14	5.6%	64
8. Centerra Gold Inc.	624	36	5.7%	67
9. SEMAFO Inc.	300	18	6.0%	69
10. Agnico Eagle Mining Ltd.	1,985	133	6.7%	78
11. Alamos Gold Inc.	355	25	7.0%	80
12. Perseus Mining Ltd.	256	20	7.8%	105
13. Dundee Precious Metals	260	21	8.1%	94
14. Eldorado Gold Corp.	863	72	8.3%	102
15. Oceanagold Corp.	508	45	8.9%	103
16. B2Gold Corp.	554	52	9.3%	107
17. Primero Mining Corp.	291	30	10.3%	119
Comparator Group Median			6.0%	69

Source: Company Reports

Associated Risks

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

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

- Incentive compensation awards are based on achievement of both corporate and individual performance objectives, and are not inordinately weighted to any single metric. Compensation packages consist of a mix of fixed and performance-based compensation, with short and long term conditions;
- Directors, NEOs and all employees are prohibited from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, and collars) that are designed to hedge or offset a decrease in the market value of Endeavour's equity securities that are granted as compensation or held, directly or indirectly, by a director, NEO or other employee;
- The PSU Plan includes a clawback policy. Under this policy, which applies to all participants, all or a portion of the incentive compensation received is subject to clawback and recapture from such participant, if (among other things):
 - (1) any such proceeds were based on the achievement of financial results that were subsequently materially revised (e.g. due to the restatement of the Corporation's, or any of its affiliates', financial statements); and
 - (2) such participant engaged in gross negligence or intentional misconduct that caused or substantially caused the need for the material revision; and
- Mandatory shareholding for Senior Executives.

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

The following table shows the breakdown of the securities held by NEOs along with their value. As at the date of this Circular, all NEOs have exceeded the Share Ownership Guideline within the prescribed time limit.

Name	Shares held (#)	PSUs Held (#)	Total Shares and PSUs (#)	Value of Total Ownership (US\$) ⁽¹⁾	Base Salary (current)	Value of Total Ownership Multiple of Salary	Share Ownership Guideline Met; or prescribed deadline
Neil Woodyer ⁽²⁾	140,712	143,590	284,302	\$3,740,702	\$1,200,000	3.1	Yes
Attie Roux	46,423	59,490	105,913	\$1,393,550	\$650,000	2.1	Yes
Ota Hally	20,065	34,600	54,665	\$719,254	\$350,000	2.1	Yes
Douglas Bowlby	37,918	43,520	81,438	\$1,071,520	\$425,000	2.5	Yes
Jeremy Langford	37,000	42,420	79,420	\$1,044,968	\$450,000	2.3	Yes

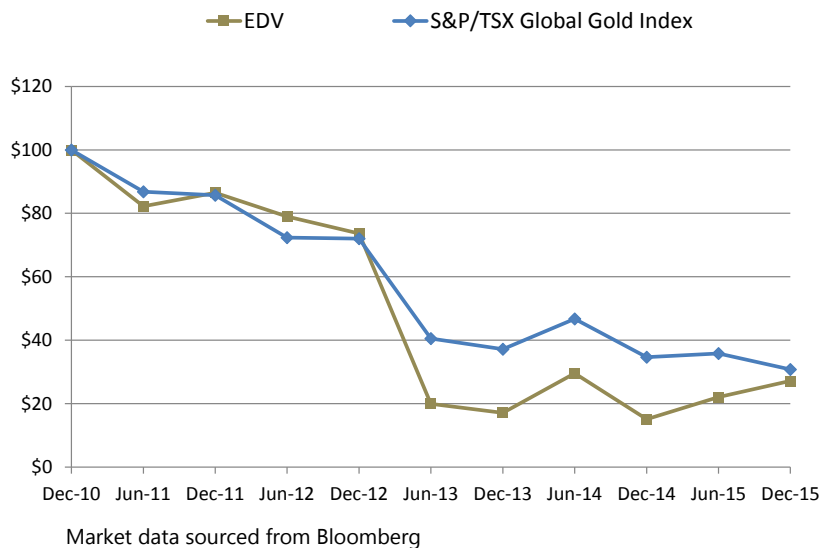
(1) The value of Shares and Share-units are based on the closing price on the Toronto Stock Exchange on May 24, 2016 of CDN\$17.26 converted to U.S. dollars based an exchange rate of 1.3118.

(2) Ashdell Ltd., a company beneficially owned by a Woodyer family trust, holds 280,000 Shares as at the date of this Circular. Ashdell is controlled by this trust which operates through an independent trustee. Neil Woodyer has no control or direction over or beneficial interest in Ashdell Ltd. or the trust.

Performance Graph

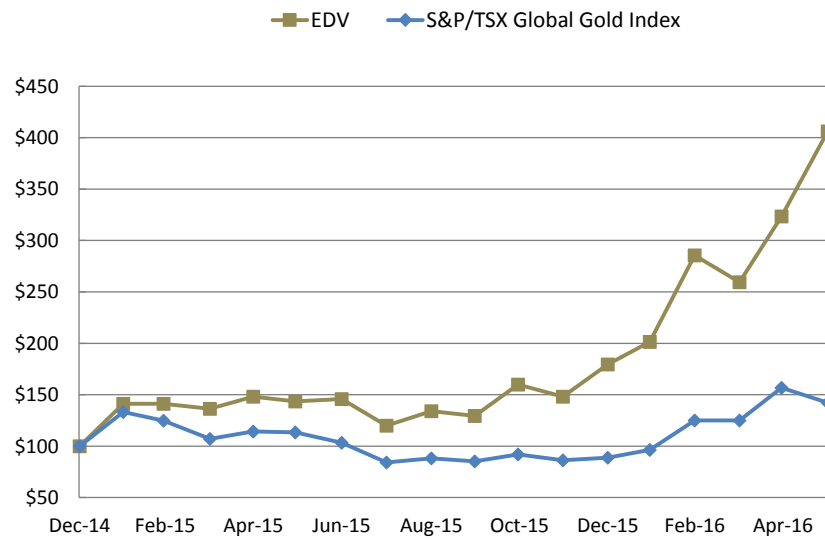
The following graph compares the cumulative total shareholder return of CDN\$100 invested in Shares of Endeavour from December 31, 2010 to December 31, 2015 with the S&P/TSX Global Gold Index for the same period.

Total shareholder return – 5 years to December 31, 2015



Over this five year period, Endeavour’s cumulative shareholder return was generally consistent with the gold-sector specific S&P/TSX Global Gold Index. In the six-month period of December 31, 2012 to June 30, 2013, the spot gold price declined from \$1,658/oz to \$1,192/oz (based on London PM fixings), which resulted in dramatic declines in the value of gold producers as illustrated by the chart above. During this period, Endeavour was in the midst of building the Agbaou Mine (which is now our leading, low-cost operation) and the perceived risks associated with completing the project was a key driver in Endeavour’s under-performance in this period. Subsequently, Endeavour has recovered. More recently, Endeavour has emerged as a market leader in terms of share price appreciation relative to its peers. The following graph compares the cumulative total shareholder return of CDN\$100 invested in Shares of Endeavour from December 31, 2014 to May 24, 2016. Over this approximate 17 month period, Endeavour has significantly over-performed the S&P/TSX Global Gold Index. The over-performance can be attributed to Endeavour’s strong operating results and improving capital markets profile.

Total shareholder return – December 31, 2014 to May 24, 2016



Market data sourced from Bloomberg.

Analysis and Discussion of 2015 Total Direct Compensation

2015 Base Salaries

- Base salaries are fixed at the start of the annual compensation period and are reviewed annually with potential adjustments determined based on competitive market practices, the NEO's performance and improvements in job proficiency/competence, and the Corporation's results and ability to pay.
- For 2015, Endeavour targeted base salaries at median to 75th percentile of the Comparator Group for its NEOs. This base salary plan enables the Corporation to attract and retain highly skilled and talented executives with the experience to implement Endeavour's business strategy and who have extensive travel requirements in challenging environments.
- As illustrated in the table below, the CEO's was subject to a salary freeze in 2015 with no increase.
- The change in Attie Roux's base salary reflects the growth of Endeavour's operations from 465,770 ounces produced in 2014 to 516,646 ounces in 2015 and the efforts that will be needed to achieve our planned increase to approximately 900koz per year in 2018, from existing assets.
- The change in Ota Hally's base salary reflects his promotion to CFO effective April 1, 2015.
- The change in Jeremy Langford's base salary is a normalization as, during 2014, he had a three month period with a reduced work schedule following completion of the Agbaou Mine construction and commissioning period.

Name and Principal Position	Base Salary 2014	Base Salary 2015	% Change
Neil Woodyer, Director and Chief Executive Officer	1,200,000	1,200,000	0%
Attie Roux, Chief Operating Officer	450,000	687,499	53%
Ota Hally, Chief Financial Officer	199,808	313,334	57%
Douglas Bowlby, Executive VP Corporate Development	425,000	425,000	0%
Jeremy Langford, Executive VP Construction Services	309,412	350,000	13%

2015 Annual Incentive Bonus

The following company-wide accomplishments and achievements from the NEOs were recognized and were factors considered in awarding annual bonuses for fiscal 2015:

<p>Total shareholder return</p>	<p>During 2015, the TSR for Endeavour Shares was +80%. This performance compared positively to both the median TSR of the 2015 Comparator Group (-16%) and the performance of the S&P TSX Global Gold Index (-10%). In fact, during 2015 Endeavour's share price outperformed all 16 members of the 2015 Comparator Group and all 38 members of the S&P TSX Global Gold Index, by a wide margin.</p> <p>For the CEO and the other NEOs, the strong TSR performance during 2015 resulted in a 100% award on this factor.</p>																														
<p>Safety, Health and Environment</p>	<p>During 2015, recordable workplace injuries and environmental incidents were well within international standardized metrics.</p> <p>Safety Performance - Lost time injury</p> <table border="1" data-bbox="574 779 1437 1167"> <thead> <tr> <th></th> <th>2012</th> <th>2013</th> <th>2014</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td>Youga Mine</td> <td>2</td> <td>1</td> <td>1</td> <td>1</td> </tr> <tr> <td>Nzema Mine</td> <td>2</td> <td>2</td> <td>3</td> <td>1</td> </tr> <tr> <td>Tabakoto Mine</td> <td>2</td> <td>3</td> <td>2</td> <td>4</td> </tr> <tr> <td>Agbaou Mine</td> <td>-</td> <td>1</td> <td>0</td> <td>0</td> </tr> <tr> <td>Ity Mine*</td> <td>n/a</td> <td>n/a</td> <td>n/a</td> <td>2</td> </tr> </tbody> </table> <p>*Ity Mine acquired on November 27, 2015</p> <p>Endeavour's vision for its environmental, social, health and safety programs is to maintain all properties at international best practices in the mining sector. Endeavour received recognition from national health authorities and its West African mining sector peers for its rigorous approach to detection, protection and response in relation to the regional Ebola crisis.</p> <p>For the CEO and the other NEOs, performance of mining activities in accordance with safe and well planned mining practices resulted in a 100% award on this factor.</p>		2012	2013	2014	2015	Youga Mine	2	1	1	1	Nzema Mine	2	2	3	1	Tabakoto Mine	2	3	2	4	Agbaou Mine	-	1	0	0	Ity Mine*	n/a	n/a	n/a	2
	2012	2013	2014	2015																											
Youga Mine	2	1	1	1																											
Nzema Mine	2	2	3	1																											
Tabakoto Mine	2	3	2	4																											
Agbaou Mine	-	1	0	0																											
Ity Mine*	n/a	n/a	n/a	2																											
<p>Budget production & costs</p>	<p>Gold production increased to 517,948 ounces, as compared to 465,770 ounces in 2014, and well above the 2015 production guidance range of 475,000 to 500,000 ounces.</p> <p>All-in sustaining cost per gold ounce sold of \$922 compared to \$1,010 in 2014.</p> <p>Generation of free cash flow of \$85 million, compared to \$35 million in 2014, before movements in working capital, tax and financing costs</p> <p>For the CEO and the other NEOs, this strong operating performance resulted in a 100% award on this factor.</p>																														

Financial targets	<p>Endeavour ended 2015 in a strong financial position with net debt of \$144 million, which compares to \$254 million at the end of 2014. The improvement in Endeavour's net debt position and the associated decrease in Net Debt / EBITDA multiple is viewed as a key driver in strengthening Endeavour's share price during the year.</p> <p>For the CEO and the other NEOs, this strong financial performance resulted in a 100% award on this factor.</p>
Gold Reserve / Resource replacement	<p>2015 year-end attributable mineral reserves of 4,667 million ounces of gold for an increase from 4.5 million ounces at the end of 2014.</p> <p>For the CEO and the other NEOs, these successful exploration results that resulted in a net increase in mineral reserves resulted in a 100% award on this factor.</p>
Completion of specific projects and value-added studies	<p>Creation of a strategic partnership with the Sawiris Family and La Mancha, which included the addition of the Ity Heap Leach mine to Endeavour's operating portfolio and attributable cash investment of \$63 million into Endeavour.</p> <p>Received mining permit for Houndé Project (February 2015). During 2015, a thorough review and optimization of the Houndé Project was completed in preparation for a 2016 construction decision (construction started April 11, 2016).</p> <p>For the CEO and the other NEOs, the successful delivery of these projects resulted in a 100% award on this factor.</p>

- Annual performance incentive targets were established for the NEOs as follows: Woodyer (150% of salary), Roux (150% of salary), Hally (100% of salary), Bowlby (100% of salary) and Langford (100% of salary).
- Despite strong operating performance including production growth to 517,948 ounces (11% above 2014), lowered AISC costs to \$922/oz (9% below 2014), an excellent health, safety and environment record and with strong TSR of 80% during 2015, the Remuneration Committee determined that payment of 2015 annual incentive bonuses would be capped so that the total 2015 bonus pool was equal to the total 2014 bonus pool. As a result, most of the NEOs received annual incentive bonuses below their individual target amounts (2015 award range of 48% to 100% of target).
- All NEOs and senior executives were required to use at least 25% of the 2015 Annual Incentive Bonus (net tax) to acquire Endeavour shares in the open-market following payment of the bonus award. The CEO voluntarily agreed to use 50% of his 2015 Annual Incentive Bonus to purchase Shares from the open-market, exceeding the 25% requirement.

Name and Principal Position	Target 2015 Bonus (US\$)		2015 Annual Bonus Award (US\$)			2015 Actual versus 2015 Target
	% Salary	Target Amount	Cash-based Award	Share-based Award	Total Award	
Neil Woodyer, Director and Chief Executive Officer	150%	1,800,000	500,000	500,000	1,000,000	56%
Attie Roux, Chief Operating Officer	150%	1,031,249	375,000	125,000	500,000	48%

Ota Hally, Chief Financial Officer	100%	313,334	187,500	62,500	250,000	80%
Douglas Bowlby, Executive VP Corporate Development	100%	425,000	262,500	87,500	350,000	82%
Jeremy Langford, Executive VP Construction Services	100%	350,000	262,500	87,500	350,000	100%

2015 LTI Compensation

PSUs were introduced for 2014 as part of the LTI compensation program, with the intention of increasing the pay mix in favour of long-term equity-based compensation. PSUs are subject to three year 'cliff-vesting' to serve as an employee retention mechanism. The PSU Plan is also designed to be a more effective and performance driven LTI vehicle as compared to stock options. During 2014 and 2015, stock options and PSUs were granted with a value mix of 50% and 50%, based on valuations at the grant date.

During 2015, 298,000 PSUs and 699,374 stock options were granted, of which 133,200 PSUs and 313,558 stock options or approximately 45% and 45%, respectively, were awarded to the NEOs. The 699,374 stock options were granted during 2015 as follows: 60,774 options at a strike price of CDN\$5.20 and 638,600 options at a strike price of CDN\$6.10.

The Remuneration Committee determined that 2016 LTI Awards, granted in March 2016, would be capped so that the total value of the 2016 LTI pool would not exceed the total value of the 2015 LTI pool. As a result of the acquisition of La Mancha and associated increase in the number of participants in the 2016 LTI Awards, all of the NEOs received grants valued at less than their 2015 amounts; with the exception of Ota Hally who was promoted to CFO during 2015.

2015 Pay Mix

Endeavour's executive compensation program supports the Corporation's business strategy by 'paying for performance'. This is achieved by emphasizing variable "at-risk" compensation linked to the Corporation's key strategic and operational objectives and aligning long-term performance rewards with shareholders' interests,

The charts below illustrate that 43% of the CEO's total direct compensation in 2015 was base salary and the balance of 57.0% was variable or "at risk" for 2015. Further, approximately 39.1% of the CEO's total direct compensation was in equity or equity units (shares, stock options, PSUs). The other NEO's have a similar pay mix, but with a reduced emphasis of 27.7% in equity or equity units.

Name and Principal Position	Base Salary (US\$)	Annual Incentive Bonus (US\$)		2015 LTI Awards (US\$)		2015 Pay Mix		
		Non-equity	Share-based	Options	PSUs	Salary	Annual Bonus	LTI
Neil Woodyer, Director and Chief Executive Officer	1,200,000	500,000	500,000	296,966	296,704	43%	36%	21%
Attie Roux, Chief Operating Officer	687,499	375,000	125,000	111,255	111,136	49%	35%	16%

Name and Principal Position	Base Salary (US\$)	Annual Incentive Bonus (US\$)		2015 LTI Awards (US\$)		2015 Pay Mix		
		Non-equity	Share-based	Options	PSUs	Salary	Annual Bonus	LTI
Ota Hally, Chief Financial Officer	313,334	187,500	62,500	82,017	82,142	43%	34%	23%
Douglas Bowlby, Executive VP Corporate Development	425,000	262,500	87,500	91,027	91,254	44%	37%	19%
Jeremy Langford, Executive VP Construction Services	350,000	262,500	87,500	85,647	85,646	40%	40%	20%

2015 Total Direct Compensation to the CEO and other Named Executive Officers

Neil Woodyer, Chief Executive Officer

- Mr. Woodyer provides leadership and vision and he is accountable to Shareholders for defining, communicating and achieving Endeavour's strategy and operational goals. He is responsible for enterprise-wide performance, financial results including profit or loss, balance sheet and shareholder value metrics, and defining and maintaining a corporate culture of performance and responsibility. He is responsible for implementing the Corporation's strategic growth plan and co-ordinating and directing the management team.
- Mr. Woodyer has extensive experience in the mining sector developing, implementing and financing strategic growth plans. His experience in the natural resource business spans more than 30 years, including as Chief Executive Officer of Lloyds International Trading, a subsidiary of Lloyds Bank plc specializing in project and trade finance and commodity trading and of Amalgamated Metal Corporation plc's group of New York and Latin America-based metal trading and mining finance companies. Mr. Woodyer is a Fellow of the Institute of Chartered Accountants in England and Wales.
- Mr. Woodyer was a founder of Endeavour and its predecessor financial advisory & merchant banking business in 1988, and led its transition to the current gold mining business which launched in 2009.

Target for 2015

The Remuneration Committee carried out a detailed analysis of the Comparator Group in early 2014 with the support and assistance of Mercer. As a result, and in support of Mr. Woodyer's strong performance, leadership, strategic vision and seasoned judgement, the board set his target total direct compensation at the 75th percentile of the Comparator Group.

Total Direct Compensation for 2015

- Mr. Woodyer's total direct compensation for 2015 was \$2,793,670, which is approximately at the 60th percentile position of total direct compensation paid to Comparator Group CEOs (as compiled by Mercer in February 2016).
- The measurement criteria for the CEO in 2015 included: (i) total shareholder return; (ii) delivery of budget production and costs; (iii) financial targets; (iv) gold reserve/resource replacement; and (v) completion of specific projects.

- During 2015, the CEO provided strong overall supervision of the rapidly expanding business of the Corporation and leadership to drive the implementation of strategic priorities, including:
 - Maintaining a strong focus on disciplined capital allocation and all-in sustaining cost reductions;
 - Building organization capacity for future growth while maintaining an effective and efficient structure, as demonstrated by Endeavour's favorable Corporate Cost Efficiency Ratio to the Comparator Group (ranked 4th out of 17 companies during 2015);
 - Strengthening balance sheet and providing financial flexibility, including the reduction of Endeavour's net debt from \$254 million at December 31, 2014 to \$144 million at December 31, 2015;
 - Providing vision to the Corporation by developing and implementing significant corporate strategies and objectives; and
 - Negotiating and building the strategic partnership with the Sawiris Family with the shared vision of creating a premier African gold producer.

Other NEOs (Roux, Hally, Bowlby & Langford)

- For the other NEO's, total direct compensation was targeted at the 75th percentile of the Comparator Group. For these individuals, we note the increased challenge (as compared to the CEO) of finding incumbents in the peer group performing substantially similar job functions.
- The total direct compensation for 2015 paid to the other NEOs averaged \$991,489 which is in line with the total direct compensation paid to Comparator Group other NEOs (as compiled by Mercer in February 2016).
- The measurement criteria for each of the other NEOs were also specific, quantitative where possible and organized in a similar fashion to that of the CEO and aligned with the Corporation's goals.

2015 Change of Control Waiver Payments

As a result of the corporate transaction completed on November 27, 2015, a new strategic partnership was created with La Mancha, a privately-held gold investment company held by the Sawiris family group. La Mancha became Endeavour's largest shareholder with 30.0% ownership, and Naguib Sawiris and Sébastien de Montessus joined the Board.

Pursuant to the terms of the employment or management services agreements under which the services of the five NEOs and three senior executives of Endeavour are provided, this transaction triggered change of control provisions that would have required Endeavour to make certain cash payments, being the CoC Amounts, and would have accelerated vesting of PSUs and stock options if these individuals had chosen to resign within 6 months of the completion of the transaction. To prevent a significant loss of executive talent and expertise, in exchange for waiving the change of control rights triggered by the La Mancha transaction and in exchange for agreeing to amend the change of control threshold in their agreements from 30% to 50% for future change of control events, the Remuneration Committee with advice from Mercer negotiated and agreed to make two payments to each of the NEOs and two of the senior executives equivalent to 25% of their potential CoC Amounts paid at closing of the La Mancha transaction and 25% of their potential CoC Amounts payable in two years on November 27, 2017, subject to certain conditions. The remaining 50% of the CoC Amounts were forfeited. The third senior executive received the full CoC Amount as he is no longer employed by Endeavour.

As the change of control waiver payments were made in relation to the La Mancha transaction, they were required to be categorized as acquisition expenses of the transaction, under IFRS standards in the Corporation's audited financial statements, and therefore are not considered to be regular executive compensation. Regardless of their nature, the change of control waiver payments are reflected in the "Summary Compensation Table" in the section below.

Summary Compensation Table

The following table contains information about the compensation paid to, or earned by, the NEOs for the financial years ended December 31, 2013, 2014 and 2015.

Name and Principal Position	Year	Salary ⁽¹⁾	Share-based awards	Option-based awards ⁽²⁾	Non-equity incentive plan compensation			Total comp. ⁽³⁾	CoC waiver paid in 2015 ⁽⁵⁾	CoC waiver payable in 2017 ⁽⁵⁾	Total comp. & CoC waiver
					Annual plans	Long-term plans	Other comp. ⁽³⁾				
Neil Woodyer, Director and Chief Executive Officer ⁽⁶⁾	Dec 31, 2015	1,200,000	796,704	296,966	500,000	nil	300,000	3,093,670	1,875,000	1,875,000	6,843,670
	Dec 31, 2014	1,200,000	721,268	428,425	750,000	nil	338,895	3,438,588	nil	nil	3,438,588
	Dec 31, 2013	1,000,000	500,000	482,198	500,000	nil	nil	2,482,198	nil	nil	2,482,198
Attie Roux, Chief Operating Officer	Dec 31, 2015	687,499	236,136	111,255	375,000	nil	352,465	1,762,355	550,000	550,000	2,862,355
	Dec 31, 2014	450,000	305,291	188,507	337,500	nil	315,000	1,596,298	nil	nil	1,596,298
	Dec 31, 2013	450,000	225,000	190,001	225,000	nil	316,650	1,406,651	nil	nil	1,406,651
Ota Hally, Chief Financial Officer ⁽⁷⁾	Dec 31, 2015	313,334	144,642	82,017	187,500	nil	70,000	797,493	206,250	206,250	1,209,993
	Dec 31, 2014	199,808	104,082	97,103	93,750	nil	nil	494,743	nil	nil	494,743
Douglas Bowlby, Executive VP Corp. Develop.	Dec 31, 2015	425,000	178,754	91,027	262,500	nil	4,832	962,113	362,500	362,500	1,687,113
	Dec 31, 2014	425,000	216,380	137,096	225,000	nil	nil	1,003,476	nil	nil	1,003,476
	Dec 31, 2013	425,000	150,000	136,973	150,000	nil	nil	861,973	nil	nil	861,973
Jeremy Langford, Executive VP Constr. Services ⁽⁸⁾	Dec 31, 2015	350,000	173,146	85,647	262,500	nil	nil	871,293	337,500	337,500	1,546,293
	Dec 31, 2014	309,412	216,380	137,096	225,000	nil	35,000	922,888	nil	nil	922,888
	Dec 31, 2013	375,000	nil	38,000	297,500	nil	330,600	1,041,100	nil	nil	1,041,100
Christian Milau, Chief Financial Officer (former) ⁽⁹⁾	Dec 31, 2015	141,667	91,250	91,027	nil	nil	45,667	369,611	nil	nil	369,611
	Dec 31, 2014	425,000	216,380	137,096	225,000	nil	137,000	1,140,476	nil	nil	1,140,476
	Dec 31, 2013	425,000	150,000	126,668	150,000	nil	137,500	989,168	nil	nil	989,168

(1) Salaries paid in currencies other than US\$ are converted to US\$ for the purposes of the table using the average rate of exchange for the indicated period.

(2) Option-based awards represent the fair market value of stock options to purchase Shares issued to the NEOs as of the grant date using the Black-Scholes valuation model.

(3) Other compensation includes housing allowances and taxes paid by the Corporation on behalf of the NEO.

- (4) Total compensation excluded COC waiver payments, which are summarized in the three columns to the right. These COC waiver payments have been excluded from the total compensation amount because they are in direct relation to the La Mancha transaction that completed on November 27, 2015, and are considered to be acquisition costs in nature, rather than normal compensation. Regardless of their nature, the COC waiver payments are included in the Summary Compensation Table.
- (5) Change of Control waiver payments are discussed on page 39 of this Circular.
- (6) Mr. Woodyer's services as Chief Executive Officer of the Corporation were provided under the March 19, 2010 management services agreement (amended and restated on January 29, 2015) between the Corporation, Elstead Ltd., a management company owned by Mr. Woodyer, and Mr. Woodyer for a management fee of US\$1,200,000 per year.
- (7) Mr. Hally was appointed Chief Financial Officer on April 1, 2015. He was previously Vice President – Group Controller, having joined Endeavour in early 2014.
- (8) Mr. Langford was appointed Executive Vice President, Construction Services on July 1, 2014. He was previously Senior Vice President, Projects from and following Endeavour's acquisition of Adamus Resources Limited on December 5, 2011.
- (9) Mr. Milau resigned as Chief Financial Officer as of March 31, 2015, and his employment with Endeavour as of April 30, 2015.

Incentive Plan Awards

The tables below set forth details of all incentive plan awards outstanding for each NEO of the Corporation as of December 31, 2015, consisting of incentive stock options and PSUs.

Outstanding Option-Based Awards

Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options (US\$) ⁽²⁾
Neil Woodyer	138,000	6.10	January 19, 2020	\$152,558
	125,000	9.50	July 18, 2019	Nil
	190,340	22.60	January 24, 2018	Nil
	4,660	24.68	November 3, 2019	Nil
	125,000	26.40	December 20, 2016	Nil
Attie Roux	51,700	6.10	January 19, 2020	\$57,154
	55,000	9.50	July 18, 2019	Nil
	75,000	22.60	January 24, 2018	Nil
	25,000	26.40	December 20, 2016	Nil
Ota Hally	20,258	5.20	August 4, 2020	\$35,569
	21,500	6.10	January 19, 2020	\$23,768
	15,000	8.10	May 12, 2019	Nil
	12,500	9.50	July 18, 2019	Nil
Douglas Bowlby	42,300	6.10	January 19, 2020	\$46,762
	40,000	9.50	July 18, 2019	Nil
	54,068	22.60	January 24, 2018	Nil
	932	24.68	November 3, 2019	Nil
	25,000	26.40	December 20, 2016	Nil
Jeremy Langford	39,800	6.10	January 19, 2020	\$43,999
	40,000	9.50	July 18, 2019	Nil
	15,000	22.60	January 24, 2018	Nil
	15,000	26.40	December 20, 2016	Nil

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

(2) This value is calculated as the difference between the CDN\$ exercise price of an Option and the closing price of the Shares on the TSX on December 31, 2015 (which was CDN\$7.63), with that difference being converted to US\$ for the purposes of the table above using the exchange rate in effect on December 31, 2015.

Outstanding Share-Based Awards (PSUs)

Name	Number of PSUs (#) that have not vested	Payout value of PSUs that have not vested (US\$) ⁽¹⁾	Payout value of vested PSUs not paid out or distributed (US\$) ⁽¹⁾
Neil Woodyer	113,200	\$936,108	Nil
Attie Roux	44,300	\$366,339	Nil
Ota Hally	27,000	\$223,277	Nil
Douglas Bowlby	34,400	\$284,471	Nil
Jeremy Langford	33,300	\$275,375	Nil

(1) Payout value of PSUs is calculated using the market price of the Shares of CDN\$7.63 on the TSX on December 31, 2015, along with factoring by the performance multiplier of 1.5 determined based on Endeavour's TSR performance relative to the components of the S&P TSX Global Gold Index, and converted to US dollars using the exchange rate in effect on December 31, 2015

Value Vested or Earned for Incentive Plan Awards during the Year

The Corporation has three kinds of incentive plan awards that executives and certain employees may be eligible to receive: stock options issued under the Option Plan, PSUs issued under the PSU Plan and annual bonuses, which are payable in cash and Shares. The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by the NEOs:

Name	Option-based awards - Value vested during the year ended December 31, 2015 (US\$)	Share-based awards - Value vested during the year ended December 31, 2015 (US\$)	Non-equity incentive plan compensation - Value earned during the year ended December 31, 2015 (US\$)
Neil Woodyer	\$296,966	\$500,000	\$500,000
Attie Roux	\$111,255	\$125,000	\$375,000
Ota Hally	\$82,017	\$62,500	\$187,500
Doug Bowlby	\$91,027	\$87,500	\$262,500
Jeremy Langford	\$85,647	\$87,500	\$262,500

Pension Plan Benefits

The Corporation does not have any pensions, retirement programs or related perquisites in place for any NEO.

Termination and Change of Control Benefits

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

1. Pursuant to the Elstead Agreement, under which the services of Mr. Woodyer as Chief Executive Officer of the Corporation are provided, if the agreement is terminated by the Corporation for any reason other than for cause, or terminated by Elstead within six months of a Change of Control (as defined below) or within 12 months of a Transaction Board Change (as defined below), Elstead is entitled to receive a payment equal to (a) accrued but unpaid management fees and reimbursable expenses up to termination, (b) 36

months of management fee payments as of the date of termination, and (c) 36 months of bonus calculated based on the average bonus Elstead received during the three previous fiscal years preceding the date of termination. Elstead would also be entitled to be considered as a potential recipient of any bonuses of the Corporation, including bonuses under the Gold LTI Policy. Assuming the Elstead Agreement was terminated as of December 31, 2015 (other than for cause), Elstead would have been entitled to a payment from the Corporation of approximately US\$7,500,000.

For purposes of the foregoing, a "**Change of Control**" can be summarized as: (a) the acquisition by any person or group of persons acting jointly, of securities of the Corporation such that such person or group would be entitled to exercise 50% or more of the votes entitled to be cast at a meeting of the shareholders of the Corporation; (b) as a result of or in connection with a contested election of directors or any initiative by a shareholder at a meeting of the Corporation's shareholders, the nominees named in the most recent Management Information Circular of the Corporation for election to the Board shall not constitute a majority of the Board; (c) as a result of or in connection with a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Corporation and a third party, the nominees named in the most recent Management Information Circular of the Corporation for election to the Board shall not constitute a majority of the Board (a "**Transaction Board Change**"); or (d) the disposition of more than 50% of the assets of the Corporation.

2. Pursuant to employment agreements entered into between the Corporation and each of Attie Roux, Douglas Bowlby, Jeremy Langford and Ota Hally (each, an "**Executive Employment Agreement**"), if, within six months following a Change of Control (as defined below) or within 12 months of a Transaction Board Change (as defined below), such an agreement is terminated by the Corporation for any reason other than for cause, or terminated by the NEO for any reason, the relevant NEO, in addition to receiving ordinary course payment of any accrued but unpaid salary, reimbursable expenses and pro-rated vacation entitlements up to termination, is entitled to receive a payment equal to (a) 24 months of salary as of the date of termination and (b) 24 months of bonus, calculated on the basis of average bonus paid in the preceding two years. The NEO would also be entitled to be considered as a potential recipient of any bonuses of the Corporation, including bonuses under the Gold LTI Policy. Assuming the Executive Employment Agreements were terminated as of December 31, 2015 (following a Change of Control), Messrs. Roux, Bowlby, Langford and Hally would have been entitled to payments from the Corporation of approximately US\$2,250,000, US\$1,500,000, US\$1,400,000 and US\$1,075,000, respectively.

For purposes of the foregoing, a "**Change of Control**" can be summarized as: (a) the acquisition by any person or group of persons acting jointly, of securities of the Corporation (other than by the Corporation or any subsidiary of the Corporation) such that such person or group would be entitled to exercise 50% or more of the votes entitled to be cast at a meeting of the shareholders of the Corporation; (b) as a result of or in connection with a contested election of directors or any initiative by a shareholder at a meeting of the Corporation's shareholders, the nominees named in the most recent Management Information Circular of the Corporation for election to the Board shall not constitute a majority of the Board; (c) as a result of or in connection with a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Corporation and a third party, the nominees named in the most recent Management Information Circular of the Corporation for election to the Board shall not constitute a majority of the Board and in connection therewith, the CEO ceases to hold office or 50% of the senior management team or the NEO are terminated other than for cause (a "**Transaction Board Change**"); or (d) the disposition of more than 50% of the assets of the Corporation.

3. Pursuant to the news release of the Corporation dated May 9, 2016, Sébastien de Montessus has been appointed as CEO, replacing Neil Woodyer. To avoid conflicts of interest, Mr. Woodyer has chosen not to stand for election to the Corporation's Board at the Meeting. The termination of Mr. Woodyer's CEO role

will take effect on completion of the Meeting, and will result in the termination of the Elstead Agreement. Elstead will be entitled to a termination payment from the Corporation of US\$7,500,000, which amount represents 36 months of management fee payments as of the date of termination and 36 months of bonus calculated based on the average bonus Elstead received during the three previous fiscal years preceding the date of termination. In addition, the CoC Amount payment of US\$1,875,000 that was deferred until November 27, 2017 will be accelerated with payment to be made on or around June 28, 2016. As a further entitlement on termination, the 143,590 PSUs held by Mr. Neil Woodyer will vest on a pro-rata basis on or around June 28, 2016. Had the termination of Neil Woodyer been effective as of May 24, 2016, the value of the pro-rata vested PSUs would have been approximately US\$1.3 million. The deferred CoC Amount payment, as well as the granted PSUs, have previously been recorded in the Corporation's financial statements.

Following his termination as CEO, Neil Woodyer will remain as an Eligible Participant in the Gold LTI Policy which includes his entitlement to direct the allocation and distribution of Gold LTI Awards, when payable.

Indebtedness of Directors, Executive Officers and Senior Officers

At no time during the year ended December 31, 2015, was a director, executive officer or senior officer of the Corporation or any proposed nominee for election as a director of the Corporation, or any associate of any such director, officer or proposed nominee indebted to the Corporation or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, no proposed director of the Corporation, nor any associate or affiliate of any informed person or proposed director, has been party to any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries, except that on November 27, 2015 Endeavour acquired a 55% interest in the Ity mine through the purchase of La Mancha West Africa from La Mancha and Mr. Naguib Sawiris, one of the directors of Endeavour, has an indirect material interest in La Mancha. Although prior to the completion of the transaction Mr. Sawiris was not a director of Endeavour, as a result of the transaction he subsequently became a director of Endeavour.

Management Contracts

The Corporation is managed by its Board and executive officers. The services of Neil Woodyer as Chief Executive Officer of the Corporation are performed under a management services agreement, amended and restated on January 29, 2015, between the Corporation, Mr. Woodyer and Elstead Ltd., a management company owned by Mr. Woodyer and having a registered address at 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands.

EQUITY COMPENSATION PLANS

Endeavour Stock Option Plan

The Corporation has an incentive stock option plan (the “**Option Plan**”) under which equity securities of the Corporation are authorized for issuance. The Option Plan was initially approved by shareholders at the Corporation’s annual general meeting on February 28, 2003, and was approved again (together with certain amendments) at the Corporation’s annual general meeting on October 24, 2006. At its annual general meeting held on November 10, 2009, the Corporation’s shareholders approved the Option Plan for a further three years until 2012. On January 20, 2011, the Board approved certain housekeeping amendments to the Plan as permitted by the Plan and approved by the TSX. On June 16, 2015, the shareholders, at the annual general meeting, approved that all unallocated options, up to the 10% rolling maximum limit specified in the Plan, be authorized for future issuances under the Plan, which approval is effective for a further three years until June 16, 2018. As at May 24, 2016, there were 3,509,887 options outstanding under the Option Plan, representing approximately 4% of the Corporation’s issued and outstanding Shares. The weighted-average exercise price of the outstanding options is CDN\$14.29 and the weighted average remaining term is 1.9 years. Accordingly, as of May 24, 2016 there were 4,977,278 unallocated options available for issuance under the Option Plan, representing approximately 6% of the Corporation’s issued and outstanding Shares.

The Option Plan has the following key features:

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

death, unexpired options may continue to be exercised up to one year thereafter.

- Options are non-transferable and non-assignable.
- Certain amendments related to the Option Plan, including increasing the number of Shares reserved for issuance under the Option Plan, reducing the exercise price of options (including any cancellation and reissuance of options), extending the term of options beyond their original expiry date, changing insider participation limits, permitting option grants to non-executive directors, altering the amendment provisions of the Option Plan or permitting any transfer of assignment of options other than by will or the laws of descent and distribution, require shareholder approval. Subject to the policies of the TSX, the Board is permitted to make other amendments to the Option Plan and options without shareholder approval.
- The Board may amend, suspend or terminate the Option Plan or any portion thereof at any time in accordance with applicable legislation and subject to any required approval.
- The Board may, without shareholder approval, make the following amendments to the Option Plan or any option:
 - amend the vesting provisions of the Option Plan and any stock option agreement;
 - amend the Option Plan or an option as necessary to comply with applicable law or the requirements of the TSX or any other regulatory body having authority over the Corporation, the Option Plan or the shareholders;
 - any amendment of a "housekeeping" or administrative nature; and
 - any other amendment that does not require the approval of the shareholders under the Option Plan.
- In the event of a take-over bid, business combination, proposed change of control or certain other fundamental changes, the Board may make changes to the terms of options, including: (a) accelerating vesting, conditionally or unconditionally; (b) terminating outstanding options in favour of replacement options; (c) modifying the terms of any option to assist the holder to tender into any take-over bid; or (d) terminating any option following successful completion of the transaction.

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

Etruscan Replacement Stock Option Plan

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

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

Avion Stock Option Plan

In connection with the Corporation's acquisition of Avion Gold Corporation ("**Avion**") in 2012, outstanding stock options exercisable for shares of Avion, were adjusted to be exercisable for Shares of Endeavour. The

adjusted options remain in effect for their original full term to expiry, and all other terms and conditions remain the same under the Avion stock option plan and any certificate or option agreement previously evidencing such option.

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

True Gold Stock Option Plan

In connection with the Corporation’s acquisition of True Gold in April 2016, outstanding stock options exercisable for shares of True Gold were adjusted to be exercisable for Shares of Endeavour. The adjusted options remain in effect for a period of: (i) 180 days following completion of the acquisition of True Gold; or (ii) 12 months following completion of the acquisition of True Gold for those optionholders of True Gold entitled to exercise their options for such longer period under their existing employment or similar agreements with True Gold. All other terms and conditions remain the same under the True Gold stock option plan and any certificate or option agreement previously evidencing such option.

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

Endeavour PSU Plan

The Corporation has a PSU Plan for the benefit of the Corporation’s employees, executive officers, directors and consultants. The PSU Plan was established to assist the Corporation in attracting and retaining talented employees, executive officers, directors and consultants and to promote a greater alignment of interests between the participants under the PSU Plan and shareholders of the Corporation.

The PSU Plan has the following key features:

Design Features	Summary of Design Feature
Eligible participants	Employees, executive officers, directors or consultants of the Corporation.
Units	PSUs are notional shares that have the same value at any given time as Shares in the Corporation, but do not entitle the participant to any voting or other shareholder rights and are non-dilutive to shareholders.
Term	Three years from date of grant.
Vesting type	PSUs vest based on performance at the end of three years.
Performance criteria	The number of PSUs that vest is subject to the Corporation’s TSR relative to the constituents of the S&P TSX Global Gold Index. The PSU performance leverage ranges from 50% (if in the bottom quartile) to 150% (if in the top quartile) of the PSUs that were originally granted, with interpolation between 50% and 150% if between the top and bottom quartiles.

Design Features	Summary of Design Feature
	In determining the performance criteria, the Corporation considers TSR to be the preferred performance metric as it most directly aligns management with the shareholders' experience. Further, the Corporation prefers a simple and measurable approach that is both effective from a pay-for-performance perspective and provides transparency on potential pay out amounts as compared to some peers with complex multi-variable performance functions.
Pricing at time of grant	The conversion from the dollar value of the LTI grant to the number of PSUs is based on the closing price of the Shares on the trading day immediately preceding the date of grant on the TSX.
Dividend equivalents	Additional PSUs are credited to the PSU holders during the vesting period at the same rate as dividends paid on the Shares, if any.
Payout value	Upon vesting, each PSU, if earned, will have a value equal to the volume weighted average in Canadian dollars of the Shares on the TSX during the last 5 trading days prior to the vesting date.
Form of payment	PSUs earned will be paid out in cash at the end of their vesting periods.
Clawback	The PSU Plan contains a clawback provision whereby PSUs and the proceeds of settlement thereof will be recaptured by the Corporation if any such proceeds were based on: (i) the achievement of financial results that were subsequently materially revised; and (ii) the recipient of such PSU or proceeds of settlement thereof engaged in grossly negligent or intentional misconduct that caused or substantially caused the need for the material revision.
Triggers on termination of service or employment	<p>If a participant under the PSU Plan:</p> <ul style="list-style-type: none"> • Ceases to be an eligible person as a result of his/her termination for cause, resignation without a good reason (as defined in the PSU Plan) or for taking an unapproved leave of absence, all unvested PSUs of such participant will be deemed forfeited and will cease to have any value whatsoever; • Retires, all unvested PSUs will continue to vest <i>pro-rata</i> based on the number of months of active service completed up to the time of retirement; • Is absent from work due to an approved leave of absence, all unvested PSUs will continue to vest <i>pro-rata</i> based on the number of months of active service completed up to the time of the leave of absence; • Ceases to be an eligible person as a result of his termination without cause or with a good reason (as defined in the PSU Plan), all unvested PSUs will continue to vest <i>pro-rata</i> based on the number of completed months of active service or employment

Design Features	Summary of Design Feature
	<p>between the date of grant and the vesting date;</p> <ul style="list-style-type: none"> • Ceases to be an eligible person as a result of his death or disability, all unvested PSUs will vest on such event; and • That has a service or employment agreement with the Corporation that provides for a change of control payment upon the termination of such participant's service or employment, for any reason within six month of a change of control event ceases to be an eligible person under the PSU Plan as a result of his or her service or employment being terminated by either the Corporation or such participant for any reason within six months of a change of control, all unvested PSUs or replacement equivalents held by such participant will vest on the participant's date of termination.
Change of control trigger	In the event of a take-over bid, business combination, proposed change of control or certain other fundamental changes (as set out in the PSU Plan), the Board may make changes to the terms of the PSUs, including: (i) accelerating vesting and settlement, conditionally or unconditionally; (ii) modifying the terms of any option to assist the holder to tender into any take-over bid or proposed change of control; or (i) provide for the exchange of any unsettled PSUs for securities of the successor entity upon successful completion of such a transaction.

Securities Authorized and Outstanding

The following table indicates the number of Shares issuable on exercise of outstanding options issued under the Option Plan, the Etruscan replacement option plan and the Avion stock option plan, the weighted average exercise price of such options, and the number of Shares available for issuance on exercise of options which remain outstanding as at December 31, 2015. The Etruscan and Avion plans were assumed by the Corporation in connection with acquisition transactions; options are no longer issuable under such plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders ⁽¹⁾	2,734,404	CDN\$17.45	3,167,627
Equity compensation plans not approved by Securityholders ⁽²⁾	Nil	N/A	N/A
Total	2,734,404	CDN\$17.45	3,167,627

(1) Aggregate of the Option Plan (2,114,486 Shares issuable at a weighted average exercise price of CDN\$14.29), the Etruscan replacement option plan (23,393 Shares issuable at a weighted average exercise price of CDN\$68.28) and the Avion stock option plan (596,525 Shares issuable at a weighted average exercise price of CDN\$26.66).

(2) The PSU Plan contemplates the potential issuance Shares in order to settle PSUs; however, Shares may only be authorized for issuance following shareholder approval of the PSU Plan.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Overview

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

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

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

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

Corporate Governance Snapshot

Size of the proposed Board	8	Policy on interlocking directors	✓
Number of independent directors	6	Director share ownership guidelines	✓
All committee members are independent	✓	New director orientation	✓
Directors are elected annually	✓	Continuing director development	✓
Directors are elected individually	✓	Regular assessment of the Board and its committees	✓
Majority voting policy for the election of directors	✓	Code of business conduct and ethics rooted in core values	✓
The roles of Chairman and CEO are separate	✓	Mechanisms to ensure Board renewal	✓
Anti-hedging polices	✓		

Continued Development

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

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

Director Independence and Other Relationships

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

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

Chairman

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

Meetings of Independent Directors

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

Other Relationships

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

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

The following table lists the directors of the Corporation who also serve as directors of other public companies.

Name of Director	Other Directorship(s)
Michael E. Beckett	International Hotels Investment Limited
Ian Cockerill	Petmin Limited, Orica Limited, Ivanhoe Mines Ltd. and Blackrock World Mining Trust
Ian Henderson	BMO Capital markets Limited
Frank Giustra	Catalyst Copper Corp. and Sandspring Resources Ltd.
Sébastien de Montessus	Evolution Mining Limited
Naguib Sawiris	Orascom Telecom Media, Technology Holding S.A.E and Evolution Mining Limited

Board Interlocks

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

Currently, two of the Corporation's directors, Sébastien de Montessus and Naguib Sawiris, sit on the board of directors of Evolution Mining Limited. The Board has considered this issue and determined that this board interlock does not impair the ability of these directors to exercise independent judgment as members of the Board.

Other Independence Mechanisms

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

Position Descriptions

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

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

Strategic Planning Oversight

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

Management presents strategic issues to the Board throughout the year, depending on prevailing market conditions and other developments, and the CEO updates the Board on execution of our corporate strategy at every regularly scheduled Board meeting.

Risk Management Oversight

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

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

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

- reviewing and monitoring the safety, health and environmental performance of the Corporation;
- overseeing the establishment and periodic review and updating of the safety, health and environmental policies of the Corporation;

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

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

Director Orientation and Continuing Education

Orientation

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

Continuing Education

The Board regularly receives presentations from senior management on various operational, business, industry and other key issues facing the Corporation. In addition, the directors attended a two day strategy session with all members of senior management present in March 2015 which included a series of formal deep-dive presentations from management and informal discussion sessions. The Board intends to schedule these annual strategy sessions to help directors better appreciate the planning priorities, operational challenges and opportunities, and progress made on strategic plans in a forum that provides directors the opportunity to give management constructive and direct feedback.

While the Board collectively represents a significant amount of expertise in the mining industry, directors are encouraged to periodically attend applicable conferences or seminars, or obtain materials pertaining to their role on the Board or that may otherwise increase their knowledge of current issues in the mining industry, which may be paid for in part or in whole by the Corporation. During 2016, the Corporate Governance & Nominating Committee expects to circulate materials, reading recommendations, and provide access to on-line educational seminars on topics including corporate governance, executive compensation, financial reporting and strategy, succession planning, key accounting considerations, risk assessment and disclosure, and Canadian securities law developments.

In addition, directors are strongly encouraged to conduct site visits to the Corporation's mineral properties on an annual basis.

Management Assessment and Succession Planning

The Board expects management of the Corporation to conduct the business of the Corporation in accordance with the Corporation's ongoing strategic plan and to meet or surpass the annual and long-term goals of the Corporation set by the Board in consultation with management. As part of its annual strategic planning process, the Board specifies its expectation of management both over the next financial year and in the context

of the Corporation's long-term goals. The Board reviews management's progress in meeting these expectations at Board meetings normally held every quarter. In addition, the Board regularly monitors the performance of the executive management team in light of the current stage of the Corporation's strategic plan. The Board also considers whether any member of the management team is close to retirement, and works to ensure that pending executive management exits are smoothly conducted to minimize any business disruptions that might arise from such exit.

Director Assessment and Succession Planning

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

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

The Corporate Governance & Nominating Committee implemented an annual review program to assess the performance of the Board and its committees. These annual evaluation forms are submitted by non-executive directors to the Corporate Governance & Nominating Committee, and provide individual feedback about Board performance as a whole, as well as self-assessment of the director and his contribution. This forms the basis for discussion concerning whether changes to Board practices are required or desirable. For 2015, the Board determined that its practices and its Committee contributions are effective to meet the objectives of the Board in relation to good governance practices, as well as to monitor its awareness of changes in corporate governance requirements and to improve the Corporation's governance.

Ethical Business Conduct

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

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

Anti-Hedging Policy

Directors, NEOs and all employees are prohibited from purchasing financial instruments that are designed to hedge or offset a decrease in the market value of Endeavour's equity securities that are granted as compensation or held, directly or indirectly, by a director, NEO or other employee.

Diversity Policy

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

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

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

Policies Regarding the Representation of Women on the Board of Directors

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

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

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

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

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

Number of Women on the Board and in Executive Officer Positions

As of the date of this Circular there are no women on the Board, none of the Corporation's executive officers are women and none of the executive officers of the Corporation's major subsidiaries (as that term is defined in National Instrument 55-104 *Insider Reporting Requirements and Reporting Exemptions*) are women. The Corporation will nonetheless make appointments or hiring decisions in line with the Diversity Policy.

Director Term Limits and Other Mechanisms of Board Renewal

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

The Board believes that other mechanisms of ensuring board renewal, such as the Corporation's formal assessment program, are adequate for ensuring that the Corporation maintains a high performing Board. Non-employee directors on the Board average 5.6 years of service, and service ranges from approximately 14 years to 0.5 years.

Shareholder Engagement

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

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

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

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under Endeavour's profile on the SEDAR website at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's comparative financial statements for year ended December 31, 2015 and related management discussion and analysis (the "**Financial Statements and MD&A**"). The Financial Statements and MD&A will be presented to Endeavour shareholders at the Meeting, and are also available from the Corporation's corporate executive office in Monaco. Copies of the Financial Statements and MD&A may be requested by contacting the Corporation at investor@endeavourmining.com.

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

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

Approval of this Information Circular

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

Dated at Monaco, as of the 28th day of May, 2016.

SCHEDULE "A"
ENDEAVOUR MINING CORPORATION

Board of Directors Corporate Governance Guidelines

1. INTRODUCTION

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

2. OPERATION OF THE BOARD

2.1 Director Responsibilities

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

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

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

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

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

2.2 *Board and Committee Meetings*

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

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

2.3 *Agenda Items for Board and Committee Meetings*

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

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

2.4 *Director Compensation*

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

2.5 *Director Orientation and Education*

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

2.6 *Director Access to Officers*

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

2.7 *Independent Advisors*

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

3. **BOARD STRUCTURE**

3.1 *Size of the Board*

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

3.2 *Selection of Directors*

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

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

3.3 *Director Qualifications*

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

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

3.4 *Resignation from the Board*

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

4. COMMITTEES OF THE BOARD

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

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

Each Committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the Committees as well as qualifications for Committee membership, procedures for Committee member appointment and removal, Committee structure and operations and Committee reporting to the Board. All members of the Audit Committee will be independent directors. All members of the Corporate Governance & Nominating Committee, Remuneration Committee and Safety, Health & Environment will preferably be independent directors.

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

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

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

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

5. AMENDMENT, MODIFICATION AND WAIVER

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

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



North American Toll Free Phone:

1-800-926-7043

Banks, Brokers and collect calls: 1-201-806-7301

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