

## **AURYN RESOURCES INC.**

### **NYSE MKT Corporate Governance Disclosure**

The Company's common shares are listed in the United States on the NYSE MKT exchange ("NYSE MKT"). The Company is considered a "foreign issuer" under the NYSE MKT Company Guide as it is incorporated under the laws of the Province of British Columbia. Section 110 of the NYSE MKT Company Guide permits NYSE MKT to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE MKT listing criteria, and to grant exemptions from NYSE MKT listing criteria based on these considerations. The Company's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE MKT listing standards in the following manner:

- **Quorum Requirements**

Section 123 of the NYSE MKT Company Guide requires that the quorum for meetings of shareholders of a listed company be not less than 33-1/3% of the issued and outstanding shares entitled to vote at a meeting of shareholders. The Company's quorum requirement is specified in its Articles as two shareholders, present in person or represented by proxy, who hold at least 5% of the issued shares entitled to be voted at each meeting of the shareholders of the Company. Accordingly, the Company does not satisfy the requirement of Section 123 of the NYSE MKT Company Guide that it have a quorum of not less than 33 1/3% of its outstanding shares. The Company has obtained relief for this non-conforming practice from the NYSE MKT.

- **Solicitation of Proxies**

NYSE MKT requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to applicable SEC proxy rules. The Company is a foreign private issuer as defined in Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

- **Shareholders Approval for Dilutive Private Placement Financings**

Section 713 of the NYSE MKT Company Guide requires that the Company obtain the approval of its shareholders for share issuances equal to 20 percent or more pre-issuance outstanding shares for a price which is less than the greater of book or market value of the shares. There is no such requirement for shareholder approval under British Columbia law or under the Toronto Stock Exchange, the Company's home country stock exchange. However, the rules of the Toronto Stock Exchange will require shareholder approval for (i) share issuances that materially affect control of the Company, and (ii) share issuances in connection with private placement or acquisition transactions where the number of shares to be issued exceeds 25% of the pre-issuance outstanding shares of the Company, on a non-diluted basis. The Company anticipates that it would seek a waiver from NYSE MKT's section 713 requirements should a proposed share issuance trigger the NYSE MKT shareholders' approval requirement in circumstances where the same financing does not trigger such a shareholder approval requirement under British Columbia law or under the rules of the Toronto Stock Exchange.

The foregoing are consistent with the laws, customs and practices in Canada.