



TROILUS MINING CORP.

EXECUTIVE AND DIRECTOR EQUITY OWNERSHIP POLICY

Management and the Board of Troilus Mining Corp. (“Troilus” or the “Company”) believe that the Company’s leaders should hold significant equity ownership in the Company to align their interests with those of the Company and its Shareholders and to promote the Company’s commitment to effective corporate governance.

The CEO, CFO, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents and Directors of the Company are required to hold, during their respective terms of office, common shares of the Company with an aggregate value equal to the following individual equity ownership guidelines:

- CEO: 3X Annual Base Salary
- Directors: 3x Annual Base Director Fees
- CFO/EVPs/SVPs: 2x Annual Base Salary
- VPs: 1x Annual Base Salary

Executives must comply with their applicable equity ownership requirement within five years of the date of their appointment as an executive, with two thirds of the ownership requirement to be attained within three years and the remaining one third over the remaining two years. Directors must comply with their applicable ownership requirement within three years of their appointment.

In the event of an increase in the executive or director’s annual base salary, after the level of equity ownership requirement is attained, the executive is expected to reach the additional ownership requirement, related to such increase, within two years of the change.

The Company will publicly disclose progress and compliance with this policy for Named Executive Officers (as that term is defined in securities legislation) and Directors in its management information circular as part of its annual disclosure obligations.

RECEIPT AND ACKNOWLEDGEMENT

I, _____, hereby acknowledge that I have received and read a copy of the “Troilus Mining Corp. Executive & Director Equity Ownership Policy” and agree to comply with its terms.

Signature

Date