

**Minutes of the Annual and Special General Meeting of  
CREW GOLD CORPORATION  
(the "Corporation")  
held at Abbey House, Wellington Way, Weybridge, Surrey, KT13 0TT, UK  
on Friday, December 18, 2006 at 10:00 a.m.**

Mr. Hans Christian Qvist, Chairman of the Corporation, called the meeting to order and, pursuant to the By-laws of the Corporation, acted as Chairman and, with the concurrence of the meeting, appointed Mr. Bill LeClair, Executive Vice President and Chief Financial Officer of the Corporation, to act as Secretary to the meeting.

With the concurrence of the meeting, the Chairman appointed Mr. Bill LeClair to act as Scrutineer.

**FORMALITIES**

The Chairman stated the notice calling this meeting of shareholders and related material were mailed to all shareholders and notice of the record date was published in a newspaper in accordance with applicable law. With the consent of the Meeting, the Chairman dispensed with reading the Notice of Meeting and asked the Secretary to table the declaration of publication and advised that the declaration would be kept with the records of the meeting.

The Scrutineer submitted a report on attendance to the Chairman.

Shareholders in person..... 2	Holding .....1,050,878 shares
Shareholders by proxy.....26	Representing ..... 99,423,142 shares
Total shareholders present.... 28	Representing .....100,474,020 shares

Issued and outstanding shares: 372,224,875 shares

Percentage of outstanding shares represented at meeting: 26.99%

The Chairman adopted the report and declared a quorum present.

**MINUTES OF PREVIOUS MEETING**

The Chairman requested a resolution to approve the minutes of the Corporation's last Annual and Special General Meeting held on December 2, 2005 and the Corporation's Special General Meeting held on May 12, 2006, without reading same. This resolution was duly moved and seconded. There being no further discussion, the Chairman put the motion to a show of hands which showed majority approval for the said resolution. There being no request for a poll, the Chairman declared the resolution duly carried.

**FINANCIAL STATEMENTS AND AUDITORS' REPORT**

The Chairman stated that the financial statements of the Corporation for the year ended June 30, 2006 and the report of the auditors thereon were mailed to the shareholders prior to the meeting. Copies of the financial statements and the report of

the auditors thereon were made available for viewing and the Chairman directed the Secretary to table the same.

#### **APPOINTMENT AND REMUNERATION OF AUDITORS**

The Chairman stated that the next item of business related to the appointment of auditors. The Chairman requested a resolution that PricewaterhouseCoopers LLP, Chartered Accountants, be appointed as auditors of the Corporation for the ensuing year and that the directors be authorized to fix the remuneration to be paid to the auditors. The resolution was duly moved and seconded. There being no further discussion, the Chairman put the motion to a show of hands which showed majority approval for the said resolution. There being no request for a poll, the Chairman declared the resolution duly carried.

#### **NOMINATIONS FOR DIRECTORS**

The Chairman advised the next item of business related to the nomination and election of directors.

The Chairman then asked the Secretary to read the names of the persons nominated by management for directors as listed in the Corporation's Management Information Circular and those nominees present to stand up as their name is called.

The Secretary read the following names:

Mr. Hans Christian Qvist  
Mr. Cameron Belsher  
Mr. Brian Hosking  
Mr. William LeClair  
Mr. Simon Russell  
Mr. Jan Vestrum

The Chairman enquired if there were any further nominations, there being no further nominations, the Chairman then declared the nominations closed.

#### **ELECTION OF DIRECTORS**

The Chairman advised that the number of nominees is equal to the number of vacancies and declared those persons elected for the ensuing year.

#### **AMENDMENT TO THE CORPORATION'S 1995 STOCK INCENTIVE PLAN**

The Chairman stated the next item to consider was a resolution to approve amendments to the Corporation's 1995 Stock Incentive Plan and noted that the precise terms of the resolution are set out in Appendix C of the Corporation's Management Information Circular.

The Chairman advised that to be effective the resolution had to be approved by two thirds of the votes cast at the Meeting, excluding votes held by directors and officers of the Corporation.

The resolution was duly moved and seconded. There being no further discussion, the Chairman put the motion to a show of hands and declared the resolution duly carried.

### CONCLUSION

The Chairman inquired if there was any further business to be brought before the meeting. The being no further business, the Chairman requested a resolution to conclude the formal portion of the meeting. The resolution was duly moved and seconded. There being no further discussion, the Chairman put the motion to show of hands which showed majority approval for the said resolution. There being no request for a poll, the Chairman declared the resolution duly carried and the formal portion of the meeting to be concluded.



-----  
**HANS CHRISTIAN QVIST**  
Chairman



-----  
**WILLIAM R. LECLAIR**  
Secretary to the Meeting