

**Minutes of the Annual and Special General Meeting of
CREW GOLD CORPORATION (the “Corporation”) held at
1300 – 777 Dunsmuir Street, Vancouver, British Columbia, Canada
on Tuesday, June 29, 2010 at 10:00am (Pacific Time)**

Mr. Cameron Belsher, Chairman of the Corporation’s Board of Directors, 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. William R LeClair, President and Chief Executive Officer of the Corporation, to act as Secretary to the meeting.

With the concurrence of the meeting, the Chairman appointed Ms. Joyce Tam of Computershare to act as Scrutineer.

FORMALITIES

The Chairman stated the notice calling this meeting of shareholders was mailed to all shareholders 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 append the confirmation of mailing to the records of the meeting.

The Scrutineer submitted a report on attendance to the Chairman.

Issued and outstanding shares.....2,138,450,563 shares

Number of shareholders represented in person or by proxy.....75

Percentage of outstanding shares represented in person
or by proxy at the meeting89.4%

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 June 29, 2009, 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 December 31, 2009 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.

SHARE CONSOLIDATION

The Chairman stated that the next item of business related to the Corporation's articles. The Chairman requested a resolution to of shareholders approving an amendment to the Corporation's Articles to provide for a common share consolidation on the basis of one post-consolidation share for every twenty pre-consolidation shares. 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.

OMNIBUS INCENTIVE PLAN

The Chairman stated that the next item of business related to the Corporation's adoption of a new Omnibus Incentive Plan but advised that management had determined to withdraw this matter from consideration by shareholders.

NOMINATIONS FOR DIRECTORS

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

The Chairman then asked for nominations as director.

The following persons were duly nominated:

Mr. Cameron Belsher
Mr. Michael Beckett
Mr. Frank Giustra
Mr. Neil Woodyer
Mr. Oleg Pelevin
Mr. Nikolai Zelensky
Mr. Evgeny Tulubensky
Mr. Brynjulf Freberg
Mr. Vladimir Kozlov

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

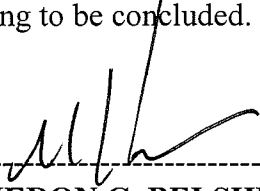
ELECTION OF DIRECTORS

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

CONCLUSION

The Chairman inquired if there was any further business to be brought before the meeting. There 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.



CAMERON G. BELSHER
Chairman to the Meeting



WILLIAM R. LECLAIR
Secretary to the Meeting