



April 27, 2017

Independent Auditor's Report

To the Audit Committee of Trilogy Metals Inc.

We have audited the accompanying Extractive Sector Transparency Measures Act - Annual Report of Trilogy Metals Inc. which comprises the schedules of payments by payee and payments by project for the year ended November 30, 2016, and the related notes, which comprise a summary of significant accounting policies and other explanatory information (the "ESTMA Report"). The ESTMA Report has been prepared by management using the basis of accounting described in the notes, which is in accordance with the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s 376 (the "Act").

Management's responsibility for the ESTMA Report

Management is responsible for the preparation of the ESTMA Report in accordance with the basis of accounting described in the notes, and for such internal control as management determines is necessary to enable the preparation of an ESTMA Report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the ESTMA Report based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the ESTMA Report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the ESTMA Report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the ESTMA Report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the ESTMA Report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the ESTMA Report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806*



Opinion

In our opinion, the Extractive Sector Transparency Measures Act - Annual Report of Trilogy Metals Inc. for the year ended November 30, 2016 is prepared, in all material respects, in accordance with the basis of accounting described in the notes.

Basis of accounting

Without modifying our opinion, we draw attention to the notes to the ESTMA Report, which describe the basis of accounting. The ESTMA Report is prepared to assist Trilogy Metals Inc. to comply with the reporting requirements of the Act. As a result, the ESTMA Report may not be suitable for another purpose.

(signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants

Extractive Sector Transparency Measures Act Report

Reporting Year From: 2015-12-01 To: 2016-11-30
Reporting Entity Name Trilogy Metals Inc.
Reporting Entity ESTMA Identification Number E793197
Subsidiary Reporting Entities (if necessary) N/A

Attestation: Please check one of the the boxes below and provide the required information

Attestation (by Reporting Entity)

In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest I have reviewed the information contained in the ESTMA report for the entity(ies) listed above. Based on my knowledge, and having exercised reasonable diligence, the information in the ESTMA report is true, accurate and complete in all material respects for the purposes of the Act, for the reporting year listed above.

Attestation (through independent audit)

In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest that I engaged an independent auditor to undertake an audit of the ESTMA report for the entity(ies) and reporting year listed above. Such an audit was conducted in accordance with the Technical Reporting Specifications issued by Natural Resources Canada for independent attestation of ESTMA reports.

*The auditor expressed an unmodified opinion, dated 2017-04-27, on the ESTMA report for the entity(ies) and period listed above.
The independent auditor's report can be found at <https://trilogymetals.com/investor-center/ESTMA>*

Director or Officer of Reporting Entity Full Name:
Position Title:

Elaine Sanders
Chief Financial Officer

Date: 2017-04-27

INTRODUCTION

Trilogy Metals Inc. and its subsidiaries (collectively the “Company” or “Trilogy”) has prepared the following audited consolidated report (“the Report”) of payments made to government entities for the year ended November 30, 2016 as required by the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s.376 (“ESTMA” or “the Act”).

BASIS OF PREPARATION

The report is presented in United States dollars and has been prepared in accordance with the requirements of the Act and the Natural Resources Canada (“NRCan”) Technical Reporting Specifications.

The following is a summary of significant policies and judgments that the Company has made for the purpose of preparing the report:

SIGNIFICANT ACCOUNTING POLICIES

Cash and in-kind payments

Payments are reported on a cash basis and have been reported in the period in which the payment was made. In-kind payments are converted to an equivalent cash value based on cost or, if cost is not determinable, the in-kind payment is reported at the fair market value. The valuation method for each payment has been disclosed in the notes section of the ESTMA Annual Report.

Payments to the “same payee” that meet or exceed \$100,000 Canadian dollars in one category of payment are disclosed.

Payee

For the purposes of the Act, a payee is:

- a. Any government in Canada or in a foreign state;
- b. A body that is established by two or more governments; or
- c. Any trust, board, commission, corporation or body or other authority that is established to exercise or perform, or that exercises or performs a power, duty or function of a government for a government referred to in paragraph (a) above or a body referred to in paragraph (b) above.

Payees include governments at any level, including national, regional, state, provincial, local, or municipal levels. Payees may include non-governmental entities if the benefit bestowed would have otherwise been provided by the government. Payees also include any government-owned or government-controlled entities that exercise or perform a power, duty or function of government. Aboriginal and indigenous groups and organizations may also be regarded as a payee under the Act.

Reportable payments

A reportable payment for ESTMA purposes is one that:

- a. Is made to the same payee;
- b. Is made in relation to the commercial development of minerals; and
- c. Totals, as a single or multiple payments, \$75,375 or more in the year in one of the following prescribed seven payment categories. Payments are rounded to the nearest \$10,000.

Taxes

This category includes taxes paid by the Company on its income, profits or production in relation to the commercial development of mineral resources. Consumption taxes, personal income taxes and taxes withheld by others on behalf of the Company are excluded as per the Act.

Royalties

Royalties are payments for the rights to extract mineral resources, typically at a set percentage of revenue. Both cash royalties and royalties paid in-kind are reported in this category.

Fees

This category may include land claim fees, lease fees, rental fees, entry fees and regulatory charges as well as fees or other consideration for licenses, permits or concessions. The fee category is broad and includes payments to payees that in substance are a fee. Amounts paid in the ordinary course of commercial transactions in exchange for services provided by a payee are excluded.

Production entitlements

A payee's share of mineral production under a production sharing agreement or similar contractual or legislated arrangement is reported under this category.

Bonuses

Signing, discovery, production and any other type of bonuses paid to a payee in relation to the commercial development of mineral resources are reported under this category.

Dividends

Dividends are dividend payments that are not in lieu of any other reportable payment, other than dividends paid to a payee as an ordinary shareholder of the Company on shares that were acquired by the payee on the same terms as were available at the time of acquisition to other shareholders.

Infrastructure improvement payments

This payment category consists of payments for the construction of infrastructure that do not relate primarily to the operational purposes of the Company.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

The preparation of the Report in accordance with the Act requires the use of judgements, estimates and assumptions.

Payments by project level

Payments have been reported at the project level as required by the Act. A "project" means the operational activities are governed by a single contract, license, lease, concession or similar legal agreement that forms the basis for a payment liability with a payee. If multiple such agreements are substantially interconnected, they would be considered a single project.

"Substantially interconnected" means forming a set of operationally and geographically integrated contracts, licenses, leases or concessions or related agreements with substantially similar terms that are signed with a government and give rise to payment liabilities.

The Company has determined that the operational activities governed by surface or mineral lease contracts related to its key operational areas are substantially interconnected and has reported payments related to each such area as a single project. The Company has considered geographical location and common infrastructure as two key indicators for making this determination. The Company has determined it has two projects, the Upper Kobuk Mineral Projects and the Titiribi Project (prior to its disposition on September 1, 2016).

Commercial development

The Act defines 'commercial development of oil, gas or minerals' as:

- a. The exploration or extraction of oil, gas or minerals;
- b. The acquisition or holding of a permit, licence, lease or any other authorization to carry out any of the activities referred to in paragraph (a); or
- c. Any other prescribed activities in relation to oil, gas or minerals.

Payments made by the Company to payees relating to the commercial development of oil, gas or minerals (“commercial development”) are disclosed in this Report. The Report excludes payments that are not related to the Company’s commercial development activities.