



## BOARD OF DIRECTORS' MANDATE

### Board's Purpose

The duties and responsibilities of directors follow from applicable corporate laws, as well as those duties and responsibilities generally agreed and approved by the board of directors of the Company (the "**Board**"). The intent is that the duties and responsibilities guide the Board in complying with all applicable Canadian and U.S. legal and regulatory requirements.

Directors are accountable to the shareholders of the Company and other stakeholders, pursuant to the applicable laws of Canada and the *Business Corporations Act* (British Columbia) (the "**BCBCA**").

### Duties of the Board

The Board of Directors shall set and assess the objectives of the Company by directing, supervising, and otherwise reviewing and approving the stewardship of the Company.

All material transactions must be reviewed and approved by the Board prior to implementation. Any responsibility that is not delegated to senior management or a Board committee remains the responsibility of the full Board. One of the Board's responsibilities is to review and, if thought fit, to approve opportunities as presented by management and to provide guidance to management. The Board relies on management for the preparation of periodic reports, and to provide the support and information necessary to enable the Board to fulfill its obligations effectively.

The Board has the responsibility to participate with management in developing and approving the mission of the business, its objectives and goals, the strategic plans arising therefrom, and monitoring subsequent performance against said plans. Strategic issues are reviewed with management and addressed by the full Board at regularly scheduled Board meetings and at meetings specifically called for this purpose. The Board's strategic planning process involves having regular Board meetings to review reports on the Company's operations, exploration and development activities, acquisition and divestiture opportunity, and permits meeting with management on a regular basis.

The Board also meets to: plan for the future growth of the Company; identify risks of the Company's business, thus ensuring the implementation of appropriate systems to manage these risks; monitor senior management; and ensure timely disclosure of material transactions through the issuance of news releases and financial statements. The Board reviews financial performance quarterly. Frequency of meetings, as well as the nature of agenda items, change depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces.

### Composition of the Board

To the extent applicable, the Board of Directors shall be comprised with a majority of individuals who qualify as "unrelated" directors.

In deciding whether a particular director is a "related director" or an "unrelated director", the Board of Directors shall examine the factual circumstances of each director and consider them in the context of factors considered to be relevant.

For the purposes of this Mandate, an "unrelated director" means a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

For the purposes of this Mandate, a "significant shareholder" means a shareholder with the ability to exercise a majority of the votes for the election of the Board. The Board considers that it is constituted with an appropriate number of directors who are not related to either the Company or a significant shareholder.

### **Board's Independence from Management**

All committees of the Board shall be made up of a majority of non-management directors.

The Company's Compensation & Corporate Governance Committee and Audit Committee are authorized to approve, in circumstances that they consider appropriate, the engagement of outside advisers at the Company's expense.

### **Directors' Responsibilities and Duties**

The Board's mandate and directors' responsibilities include the following duties and responsibilities:

- (a) Reviewing and approving any proposed changes to the Company's memorandum or articles.
- (b) Be responsible for, and take appropriate action with respect to, any take-over bid, proposed merger, amalgamation, arrangement, acquisition of all or substantially all of the assets or any similar form of business combination, including the approval of any agreements, circulars, or other documents in connection therewith.
- (c) Approving payment of distributions to shareholders.
- (d) Approving any offerings, issuances, or repurchases of share capital or other securities.
- (e) Approving the establishment of credit facilities and any other long-term commitments.
- (f) Selecting and appointing, evaluation of, and (if necessary) termination of the CEO and CFO, as well as any other senior executive or officer. The appointment of all corporate officers requires Board authorization.
- (g) Succession planning and other human resource issues.

- (h) Approving the compensation of the senior executive officers, including performance bonus plans and stock options.
- (i) Adopting a strategic planning process, approving strategic plans, and monitoring performance against plans.
- (j) Reviewing and approving annual operational budgets, capital expenditures and corporate objectives, and monitoring performance on each of the above.
- (k) Reviewing policies and procedures to identify business risks, and ensuring that systems and actions are in place to monitor them.
- (l) Reviewing policies and processes to ensure that the Company's internal control and management information systems are operating properly.
- (m) Approving the Financial Statements and MD&A's.
- (n) Making a recommendation to shareholders for the appointment of auditors.
- (o) Establishing and participating in the Audit Committee and Compensation and Corporate Governance Committees as required and ensuring Charters for each Committee are in place, reviewed annually, meetings are held as required, and requirements are followed.
- (p) Approving the Company's Code of Business Conduct and Ethics monitoring its application.
- (q) Approving the Company's Anti-Bribery and Anti-Corruption Policy, ensuring its implementation, and monitoring its application.
- (r) Approving the Company's Corporate Disclosure and Insider Trading Policy, ensuring its implementation, and monitoring its application.
- (s) Approving the Company's Environmental and Community Stewardship Policy, ensuring its implementation, and monitoring its application.
- (t) Assessing the contribution of the Board, committees, and all directors annually, and planning for succession of the Board.
- (u) Arranging formal orientation programs for new directors, where appropriate.

### **Directors' Remuneration and Expenses**

The directors' remuneration is fixed by the Board upon the recommendation of the Compensation & Corporate Governance Committee. The directors are also entitled to be reimbursed for reasonable traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof or in connection with their services as directors.

### **Board Meetings Process**

The powers of the Board may be exercised at a meeting for which notice has been given and at which a quorum is present or, in appropriate circumstances, by resolution in writing signed by all the directors. The following provisions outline the processes of Board meetings, but remain subject to the articles of the Company and the BCBCA:

(a) Responsibility for Convening

Regular meetings of the directors may be called and held at such time and at such place as the Board may by resolution from time to time determine.

(b) Notice of Meeting

Reasonable notice of the time and place of each meeting shall be given by mail or by telephone or any other method of transmitting legibly recorded messages. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where applicable legislation requires such purpose or business to be specified.

(c) Quorum

The quorum for the transaction of business at any meeting of the Board shall be a majority of directors or such other number of directors as the Board may from time to time determine according to the articles of the Company.

(d) Chairman

The Chairman of the Board shall be elected annually at the first meeting of the directors following each annual shareholders' meeting.

(e) Order of Business

The Board shall endeavour to conduct its business effectively and efficiently. Accordingly, it shall be normal procedure to provide directors with the agenda and materials at least five business days ahead of time in order that they may arrive at the meeting fully prepared.

(f) Minutes of the meetings

A secretary should be named for each Board and committee meeting and minutes should be circulated at the latest one month after such meeting. Minutes of the committee meetings will be given to each Board member.

(g) Consent Resolutions

When necessary and appropriate, issues may be approved and adopted by the Board by way of written consent resolutions, as permitted by the BCBCA.

*This Mandate was approved and adopted by the Board on October 26, 2021.*