



(the “Company”)

Mandate of the Board of Directors

The Board of Directors (the “Board”) of the Company deems excellent corporate governance to be essential to the fiduciary obligations of the directors to its shareholders and integral to the ongoing good management and development of the Company, and for this purpose has developed this Mandate.

Mandate

The Board is responsible for overseeing the conduct of the business of the Company and for supervising management. In doing so, the directors must act honestly and in good faith with a view to the best interests of the Company.

The Board will supervise the senior management who are responsible for the implementation of the Board’s objectives and day-to-day management of the Company. The Board oversees management as they set long-term goals and formulate the strategies necessary to achieve those goals and objectives. The Board, in this supervisory role, retains ultimate responsibility for all matters relating to the Company and its business.

The Board carries out its responsibilities both directly and by taking into consideration recommendations from its committees, including the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee (the “CG&N Committee”). The Board may also appoint ad hoc committees periodically to address issues of a more short-term nature.

As a part of its overall responsibility for the stewardship of the Company, the Board assumes responsibility for the following:

Stewardship

The Board sets and supervises standards of corporate governance that create a culture of integrity throughout the Company, and guides the operations of the Company and management in compliance with the Company’s constating documents and British Columbia corporate law, securities legislation in each jurisdiction in which the Company is a reporting issuer, and other applicable laws.

Strategic Planning

The Board monitors the Company’s strategic planning process, including the opportunities and risks of the business. The senior officers of the Company (“Management”) present materials relating to the strategic plan to the Board periodically throughout the year on current and

proposed operations of the Company. The Board reviews the plan to assess its strengths, weaknesses and overall results so that the plan can be adjusted in a timely manner.

Dealing with Risks

The Board, in its assessment of the strategic plan, reviews principal risks and considers management's plans to monitor and manage risk. The principal risks to the Company include those relating to the environment, safety, securities markets, commodity prices, currency fluctuations, legislative and title issues arising from operations and the fact that exploration, development and mining activities are inherently risky. Management assists the Board in identifying risks and promptly alerts the Board when a risk has materialized or materially changed. The Board may from time to time appoint Management members, board members or advisors to assist in assessing different risks.

Internal Control and Management Information Systems

The effectiveness and integrity of the Company's internal control and management information systems contribute to the effectiveness of the Board and the Company. The Board, through its Audit Committee, oversees and monitors internal control and management information systems.

Approach to Corporate Governance

The CG&N Committee has overall responsibility for developing the Company's approach to corporate governance including keeping informed of legal requirements and trends regarding corporate governance, monitoring and assessing the functioning of the Board and committees of the Board, and for developing, implementing and monitoring excellent corporate governance practices. The CG&N Committee is also responsible for identifying and recommending to the Board individuals qualified to become new board members.

Feedback

The Company's website facilitates feedback from shareholders by permitting requests for information and sending messages directly to the Company.

Expectations and Responsibilities of Directors

The Board is responsible for determining the committees of the Board required to effectively manage certain aspects of the Board's duties, and for ensuring that the committees have the requisite independence, competency and skill. The Board approves the charters of the committees.

Directors are responsible for attending Board meetings as well as meetings of committees of which the director is a member. Directors are responsible for reviewing meeting materials in advance of the meeting.

Composition of the Board

The Board adheres to the following process, with the input and advice of the CG&N Committee, prior to nominating or appointing individuals as directors:

1. The Board determines the appropriate size of the Board, with a view to facilitating effective decision-making.
2. The Board considers what competencies and skills the Board as a whole should possess. In doing so, the Board also considers the needs of each committee.
3. The Board assesses what competencies and skills each existing director possesses.

Each director must be qualified to serve as a director pursuant to, and meet the requirements of, the Business Corporations Act (British Columbia), and all applicable securities laws and the rules, instruments, policies, regulations and guidelines of all applicable regulatory authorities, including without limitation, all stock exchanges on which the Company's securities are listed.

Board Meetings

The Board holds meetings in person or by telephone conference call from time to time as required. During the course of a directors' meeting, if they deem it appropriate, the independent directors may meet *in camera*.

Orientation and Continuing Education

The Board takes measures to ensure that all new directors receive a comprehensive orientation regarding the role of the Board and its committees, and the nature and operation of the Company's business. Each new director is provided with a copy of the Company's Corporate Governance Manual, which includes this Mandate and the Company's policies and committee charters. Based on the individual skill set and professional background of each new director, the CG&N Committee determines what orientation to the nature and operation of the Company's business will be necessary and relevant to each new director.

The Board ensures that proposed directors are able to devote sufficient time and energy to being a director of the Company. The Board provides continuing education opportunities for all the directors so that directors may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current. The Board takes the following measures to provide continuing education for its directors in order that they maintain the skill and knowledge necessary for them to meet their obligations as directors:

1. The Corporate Governance Manual is reviewed by the Board and any revisions thereto are given to each director.
2. The Board may request from Management technical or other presentations focusing on a particular property or issue.
3. As requested, site visits to the Company's mines and projects.

Code of Ethics

The Board has adopted a written code of ethics (the "Code") applicable to directors, officers, employees and consultants ("Company Personnel") of the Company. The Code sets standards designed to promote integrity and deter wrongdoing. As required by securities legislation, the Code has been filed on SEDAR.

Nomination of Directors

The CG&N Committee is responsible for identifying individuals and recommending to the Board those qualified to become new board members. New nominees must have a track record in general business management, experience in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

Compensation

The Board has appointed a Compensation Committee which is responsible for evaluating the performance of the CEO, CFO and other executive officers, reviewing and making recommendations to the Board with respect to executive officer and director compensation, bonus plans for Management and key employees, incentive-compensation plans and equity-based plans, and reviewing executive compensation disclosure in advance of the disclosure becoming public.

Effective Date

This Mandate was implemented by the Board on October 22, 2014.