



I. TECHNICAL COMMITTEE MANDATE

This Mandate shall govern the constitution and activities of the Technical Committee (the “Committee”) of the Board of Directors of the Company (the “Board”).

A. Role

The Committee is established to assist the Board in overseeing the Company’s operational performance and associated risks from a technical perspective. The Committee is charged with reviewing, evaluating, and making recommendations to the Board in the following areas:

- Exploration and geology
- Mineral resource and reserve estimation
- Mining methods and geotechnical conditions
- Mineral processing and recovery
- Tailings management
- Reclamation and closure
- Operating and capital costs
- New technology, innovation, and best practices
- Other areas requiring technical acumen

The Committee will consider these areas for the Company’s operating mines, development projects, reclamation projects, and proposed acquisitions or divestitures of mineral properties and/or operations.

B. Responsibilities

The Committee will have the following roles and responsibilities:

- Periodically review updates from the Company’s management (“Management”) regarding the Company’s exploration strategies, methodologies, and budgets to assess alignment with the Company’s strategic objectives.
- Review annually, or upon any material change, the Company’s mineral resource and reserve estimates and the processes and methodologies used to create them.
- Periodically review F1, F2, and F3 reconciliation to assess performance relative to industry norms, where:
 - F1 = Forecast tonnes and ounces / model tonnes and ounces
 - F2 = Mill tonnes and ounces / Forecast tonnes and ounces



- $F3 = F1 \times F2 = \text{Mill tonnes and ounces} / \text{Model tonnes and ounces}$
- Review annually, or upon any material change, the Company's life of mine plans and associated budgets to assess alignment with the Company's strategic objectives.
- Review and report to the Board on Management's operational and technical performance, identifying risks that may impact the Company's operations, activities, plans, strategies, reputation and reporting requirements.
- Periodically review, with input from the Sustainability Committee, the Company's Tailings Management System ("TMS") and performance of the TMS. Periodically review developments associated with the social and environmental risks of tailings management.
- Annually, meet with the Independent Technical Review Panel ("ITRP") to receive feedback on Management's performance on tailings management and any specific technical risks associated with the Company's tailings storage facilities.
- Periodically review updates from Management regarding the planning, development, and implementation of major capital projects, and evaluate the Company's performance of those activities against scope, schedule, and budget.
- Periodically review updates from Management on growth initiatives, including reviewing technical reports prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* to support a Management request for Board approval.
- Review and monitor in consultation with Management, material corporate development initiatives, financings, and other transactions to assess if the principal operational technical risks and opportunities to the Company are analyzed as part of the decision-making process.
- Where appropriate make visits, as the Committee or individually, to the Company's project sites to maintain familiarity with the project and review relevant objectives, procedures and performance against plan.
- Periodically review the Company's technical risks and the management thereof.
- Review the Company's closure planning and reclamation obligations, including the reasonableness of closure costs, environmental impacts and regulatory compliance.
- Periodically review such other technical matters as the Committee considers advisable, or the Board may specifically direct the Committee to review or consider.



C. Structure and Membership

(a) Number and Qualifications

The Committee shall consist of a maximum of four directors to be determined at the Board's discretion. All members of the Committee ("Members") will have familiarity with matters within the purview of the Committee including a working knowledge of the mining industry, including operational, health and safety, environmental, social responsibility, and security practices. At least one Member should have an extensive background in mining operations and at least one Member should have an extensive background in exploration and resource and reserve estimation.

(b) Selection and Removal

The Committee shall recommend to the Compensation, Governance and Nominating Committee the qualifications and criteria for membership on the Committee. Members shall be appointed by the Board upon the recommendation of the Compensation, Governance and Nominating Committee. The Board may remove Members at the recommendation of the Compensation, Governance and Nominating Committee at any time with or without cause.

(c) Independence

A majority of the Members shall be "independent" as determined under Section IV of the Company's Corporate Governance Policies and Procedures Manual, and the requirements of the stock exchanges and securities legislation under which the Company operates.

(d) Chair

The Committee Chair shall be appointed by the Board.

(e) Compensation

The compensation for Members shall be as determined by the Board.

(f) Term

Each Member shall serve upon appointment until the next annual shareholders' meeting at which time, if elected to the Board at a shareholders' meeting and appointed to the Committee, a Member will serve for the ensuing year, or until his or her replacement is appointed, or until the Member resigns or is removed from the Board or the Committee.

D. **Procedures and Administration**

(a) Meetings

The Committee shall meet at least four times annually and more frequently, as desired or required. The Committee shall set an agenda and keep minutes of its meetings and any other records as it deems appropriate. The Committee shall seek to act based on consensus, but an affirmative vote of a majority of Members participating in any meeting shall be sufficient for the adoption of any resolution. In the case of a tie, the Chair of the Committee (or the Chair's delegate if the Chair is absent) will cast the deciding vote.

(b) Subcommittees

The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more Members, as it deems necessary or appropriate from time to time under the circumstances.

(c) Reports to the Board

The Committee shall report (orally or otherwise) regularly to the Board with respect to such matters as are relevant to the Committee's discharge of its responsibilities and shall report in writing upon request of the Chair of the Board.

(d) Mandate

The Committee shall, at least annually, review and reassess the adequacy of this Mandate and recommend any proposed changes to the Board for approval.

(e) Independent Advisors

The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay appropriate compensation to advisors engaged by the Committee.

(f) Investigations

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any Officer or other person to meet with the Committee.

(g) Annual Self-Evaluation

The Committee shall evaluate its own performance at least annually.

E. Responsibility of the Chair

The Chair of the Committee is responsible for:

- Establishing the frequency and agendas of Committee meetings.
- Providing leadership to the Committee and confirming it fulfills its mandate.
- Reporting to the Board on the activities and recommendations of the Committee.
- In consultation with the Members, conducting a review and assessment of the adequacy of the Mandate annually.
- Providing guidance so that the Committee adheres to its responsibilities effectively.

F. Additional Powers

The Committee shall have such other duties as may be delegated to it from time to time by the Board.