



Mining Corp.

Audit Committee

Peter Damouni (Chair), David Rhodes, Phil Brumit Sr.

In relation to audit matters, the Audit Committee is responsible for overseeing the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, and financial reporting and statements. They also recommend, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

Compensation & Nominations Committee

David Rhodes (Chair), Peter Damouni, Phil Brumit Sr.

The principal purpose of the Committee shall be to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders and the investment community by doing the following:

- Reviewing, developing and approving the Company's compensation policies and practices.
- Identifying and recommending qualified individuals for nomination to the Board of Directors; and
- Providing such assistance as the Chairman of the Board, if independent, or alternatively the lead director of the Board, may require.

Corporate Governance Committee

Rory Godinho (Chair), Ruben Alvidrez Ortega, Peter Damouni

The principal duties and responsibilities of the Committee are to monitor legislation, regulatory policies and industry best practices dealing with corporate governance



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and, from time to time as it deems appropriate, review and reassess the adequacy of the Company's corporate governance principles and practices and recommend and proposed changes to the Board.

The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and of senior managers and make recommendations regarding such matters to the Board, including the criteria for determining director independence.

Technical Committee

Phil Brumit Sr (Chair), Ruben Alvidrez Ortega, Dan Barnholden

The purpose of the Committee is to support and advise the Board in reviewing technical and operational matters. In order to fulfil its responsibilities to the Board the Committee will:

1. Review results of operational audits conducted by management and outside advisors;
2. Review the assumptions and methodology underpinning of the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable. Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates.
3. Review technical and operational matters on behalf of the Board, which may include reviewing:
 - a) the annual budget and the life of mine plan for each operating mine;
 - b) significant technical risks, mitigation strategies and opportunities associated with the Company's mines and projects;
 - c) exploration, geological, mining, metallurgical and other technical issues of significant concern; and
 - d) technical merits associated with potential new projects or acquisitions.
4. Make visits, as the Committee or individually if necessary, to the Company's mine and project sites in order to become familiar with the operations and to review relevant objectives, procedures and performances with respect to technical and operational matters; and
5. Perform any other duties and activities that it or the Board considers appropriate