

# TREVALI MINING CORPORATION

(the “Company”)

## BOARD OF DIRECTORS CHARTER

### I. PURPOSE

The Board of Directors (the “**Board**”) of the Company is responsible for the stewardship of the Company as well as the oversight of the conduct of the business of the Company. The Board’s fundamental objectives are to enhance and preserve long-term shareholder value, ensuring that the Company meets its obligations on an ongoing basis and operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests of its other stakeholders, such as its employees and the communities in which it operates. In overseeing the conduct of the business, the Board, through its committees and the Chief Executive Officer (the “**CEO**”), shall set the standards of conduct for the organization.

### II. COMPOSITION, PROCEDURES AND ORGANIZATION

- A. The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. Subject to the Company’s constating documents and the *Business Corporations Act* (British Columbia), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board. The Board committees currently consist of the Audit Committee, the Compensation and Human Resources Committee (the “**CHR Committee**”), the Corporate Governance and Nominating Committee (the “**CGN Committee**”), and the Health, Safety, Environment and Community Committee (the “**HSEC Committee**”).
- B. Directors are elected annually at the Company’s annual meeting of shareholders and must meet the requirements of applicable corporate laws and the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including, without limitation, the securities commissions in each of the provinces and territories of Canada, and stock exchanges on which the Company’s securities are listed, including, without limitation, the Toronto Stock Exchange (collectively, “**Securities Laws**”). The majority of the Directors and the Chair shall be independent as determined by Securities Laws.
- C. In accordance with the Company’s Majority Voting Policy, each Director must be elected by a majority (50% +1 vote) of the votes cast with respect to his or her election, other than at a contested meeting. If a Director is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election, such Director must immediately tender his or her resignation to the Board. The Board shall refer any offer of resignation to the CGN Committee, who shall consider such offer and recommend whether to accept such resignation. Absent exceptional circumstances, the CGN Committee shall recommend to accept such resignation. The Board shall determine whether or not to accept the resignation within 90 days following the applicable shareholders’ meeting, after considering the recommendation of the CGN Committee and any factors the Board finds relevant. The resignation will be effective when so accepted by the Board. A Director who tenders a resignation pursuant to this provision will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered.
- D. The Board shall meet at least quarterly to review the business operations, corporate governance and financial results of the Company. Meetings of the Board shall also include regularly scheduled meetings of the independent members of the Board without management being present. Subject to the specifications above, the Board may meet and adjourn, as it thinks proper.



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- E. The quorum for meetings shall be a majority of the Directors, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. Questions arising shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes, the Chair shall not have a second or casting vote.
- F. The Chair of the Board shall, in consultation with other members of the Board and management, as necessary, establish the agenda for the Board's meetings. The agenda and information concerning the business to be conducted at each Board meeting shall be communicated to the Directors sufficiently in advance of each meeting to permit meaningful review and discussion.
- G. The Board shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose.
- H. A resolution approved in writing by all of the Directors shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

### III. DUTIES AND RESPONSIBILITIES

The Board's mandate is the stewardship of the Company and its duties and responsibilities, without limitation to its general mandate, include:

- A. The responsibility to ensure that legal requirements have been met and documents and records have been properly prepared, approved and maintained.
- B. The statutory responsibility to:
  - 1. supervise the management of the business and affairs of the Company;
  - 2. act honestly and in good faith with a view to the best interests of the Company;
  - 3. exercise the care, diligence and skill that reasonably prudent individuals would exercise in comparable circumstances; and
  - 4. act in accordance with its obligations contained in the *Business Corporations Act* (British Columbia) and the regulations thereto, the Company's constating documents, Securities Laws and all other other applicable laws and regulations in the jurisdictions in which the Company conducts business or operations (collectively, "**Applicable Laws**").
- C. The strategic responsibility to:
  - 1. participate with management in the development, and ultimate approval of, the Company's strategic plan, taking into account, among other things, the opportunities and risks of the Company's business;
  - 2. (a) understand the principal risks of the business in which the Company is engaged; (b) achieve a proper balance between risks incurred and the potential return to shareholders; and (c) ensure that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Company;
  - 3. approve annual capital and operating budgets that support the Company's ability to meet its strategic objectives;



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4. approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Company;
  5. approve material divestitures and acquisitions;
  6. monitor the Company's progress towards its strategic objectives, and revise and alter its direction through management in light of changing circumstances;
  7. conduct periodic reviews of human, technological and capital resources required to implement the Company's strategy and to comply with the regulatory, cultural or governmental constraints on the business;
  8. review, at every regularly scheduled Board meeting, if feasible, recent developments that may affect the Company's strategy, and advise management on emerging trends and issues; and
  9. perform such other duties as may from time to time be required by Applicable Laws.
- D. The responsibility to assign to various committees of Directors the general responsibility for developing the Company's approach to: (i) corporate governance and nomination of Directors; (ii) financial reporting and internal controls; (iii) general compliance oversight; (iv) risk oversight and reporting; (v) health, safety and security; (vi) sustainable development; (vii) stakeholder relations; (viii) disclosure of information; and (ix) compensation.
- E. The responsibility to take initiatives, at such times as is desirable or necessary, to ensure that the Board can function independently of management, including, without limitation:
1. the review of the appropriateness of the committees of the Board, their mandates and responsibilities and the allocation of Directors to the committees;
  2. the review of the appropriateness of the Company's nominees on the boards of directors of its subsidiaries;
  3. the appointment of a Chair of the Board or a lead Director who is not a member of management; and
  4. the implementation of, and adherence to, mechanisms to allow Directors who are independent of management an opportunity to discuss issues in the absence of management.
- F. With the assistance of the CGN Committee, the responsibility to:
1. approve a position description for the CEO;
  2. select the CEO, and monitor and evaluate his/her performance against corporate goals and objectives and provide advice and counsel in the execution of his/her duties;
  3. ensure the adoption of management succession planning;
  4. satisfy itself as to the integrity of the CEO and other officers that report to the CEO and that such officers create a culture of integrity throughout the organization;
  5. review and approve the acceptance by Directors, the CEO and officers that report to the CEO of any outside directorships of public or private companies or any significant public



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- service commitment, including not-for-profit boards, and ensure that such individuals are not overloaded with work and that there are no real or perceived conflicts with the Company's affairs;
6. review the composition of the Board and ensure it respects its independence requirements;
  7. assess, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Directors, including consideration of the appropriate size of the Board;
  8. assess, at least annually, each Director regarding his or her effectiveness and contribution in consideration of the competencies and skills each Director is expected to bring to the Board;
  9. take reasonable steps to ensure that an appropriate review and selection process for new nominees to the Board is in place;
  10. take reasonable steps to ensure that an appropriate orientation and education program for new Directors is in place;
  11. take reasonable steps to ensure that continuing education opportunities are available to all Directors so that knowledge and understanding of the Company's business by the Directors remains current;
  12. develop the Company's approach to corporate governance, including the development of corporate governance principles and guidelines specific to the Company;
  13. approve disclosure and securities compliance policies, including communications policies of the Company;
  14. review and approve the Company's Annual Information Form and the Company's Management Information Circular;
  15. review major risk exposures and the guidelines, policies and risk registers that management has put into place to govern the process of monitoring, controlling and reporting such exposures;
  16. ensure that the Company operates at all times within Applicable Laws and to the highest ethical and moral standards; and
  17. review significant new corporate policies or material amendments to existing policies.
- G. With the assistance of the Audit Committee, the responsibility to:
1. take reasonable steps to ensure the integrity and effectiveness of the Company's internal controls and management information systems;
  2. take reasonable steps to ensure the Company's ethical behaviour, including compliance with Applicable Laws and audit and accounting principles;
  3. review operating and financial performance relative to budgets and objectives and provide direction to management on such matters;



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4. review and approve the Company's interim and annual financial statements and notes thereto, as well as the Company's Management's Discussion and Analysis;
  5. approve the delegation of financial authority for budgeted and unbudgeted expenditures to the CEO;
  6. as required and agreed upon, provide assurance to shareholders concerning the integrity of the Company's reported financial performance;
  7. review and identify corporate risks, probability, consequences and mitigation measures for the operations of the Company;
  8. upon recommendation by the Audit Committee and subject to confirmation by the shareholders of the Company at each annual meeting, appoint the external auditor for the Company and, upon recommendation by the Audit Committee, approve the auditor's fees for audit and interim review services; and
  9. approve significant contracts, transactions and other arrangements or commitments that may be expected to have a material impact on the Company.
- H. With the assistance of the CHR Committee, the responsibility to determine compensation for the CEO.
- I. With the assistance of the CHR Committee and the CEO, the responsibility to:
1. establish appropriate performance criteria for the senior management team;
  2. review the compensation of the senior management team; and
  3. review certain decisions relating to officers that report to the CEO, including employment, consulting, retirement and severance agreements, and other special arrangements proposed for the senior management team.
- J. With the assistance of the HSEC Committee, the CEO and the senior management team, the responsibility to:
1. review and approve the Company's approach to health, safety, security, environment and community ("**HSSEC**") issues, and regularly review any HSSEC incidents;
  2. develop measures for the receipt of feedback from the Company's stakeholders and monitor and review feedback provided;
  3. ensure that the Company has in place appropriate programs and policies for the health, safety and security of its employees in the workplace;
  4. ensure that the Company sets high HSSEC standards in its operations; and
  5. ensure that the Company is in compliance with environmental laws and legislation.
- K. Perform such other functions as prescribed by law or assigned to the Board in the Company's constating documents.

#### IV. DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

Each Director shall act honestly and in good faith with a view to the best interests of the Company and its shareholders and must exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. In addition, each Director has the responsibilities outlined below.

A. The responsibility of corporate stewardship to:

1. advance the interests of the Company and the effectiveness of the Board by bringing his or her knowledge and experience to bear on the strategic and operational issues facing the Company;
2. respect the confidentiality of information and matters pertaining to the Company;
3. maintain his or her independence, if applicable, generally and as defined under Applicable Laws;
4. be available as a resource to the entire Board; and
5. fulfill the legal requirements and obligations of a Director and develop a comprehensive understanding of the statutory and fiduciary duties of a Director of a public company.

B. The responsibility of integrity and loyalty to:

1. comply with the Company's governance policies;
2. avoid conflicts between his/her own personal interests and those of the Company;
3. disclose to the Chair of the Board, prior to the beginning of his or her service on the Board, and thereafter as they arise, all actual and potential conflicts of interest; and
4. disclose to the Chair of the Board, in advance of any Board vote or discussion, if the Board or a committee of the Board is deliberating on a matter that may affect the Director's interests or relationships outside the Company and abstain from discussion and/or voting on such matter as determined to be appropriate.

C. The responsibility of diligence to:

1. prepare for each Board and committee meeting by reading the reports, minutes and background materials provided for the meeting and be prepared to discuss such materials at the meeting, to actively participate in Board deliberations and to take full responsibility for Board decisions;
2. attend in person the annual meeting of the shareholders of the Company and attend all meetings of the Board and all meetings of the committees of the Board of which the Director is a member, in person or by telephone, video conference, or other communication facilities that permit all persons participating in the meeting to communicate with each other; and
3. as necessary and appropriate, communicate with the Chair and the CEO between meetings, including to provide advance notice of the Director's intention to introduce significant and previously unknown information at a Board meeting.

- D. The responsibility towards committee work to:
1. participate on committees and become knowledgeable about the purpose and goals of each committee; and
  2. understand the process of committee work and the role of management and staff supporting the committee.
- E. The responsibility of knowledge acquisition to:
1. become generally knowledgeable about the Company's business and its industry;
  2. participate in Director orientation and education programs developed by the Company or other relevant organizations from time to time;
  3. maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
  4. become acquainted with the officers that report to the CEO and key management personnel; and
  5. gain and update his or her knowledge about the Company's assets and visit these assets when appropriate.

## **V. OUTSIDE BOARD MEMBERSHIPS**

### **A. Multiple Board Memberships**

1. No director shall sit on more than five public company boards in total and no director who also serves as an executive officer of a public company shall sit on more than two public company boards in total, without the approval of the Board.
2. If any director does sit on more than five public company boards in total or any director who also serves as an executive officer of a public company does sit on more than two public company boards, the CGN Committee shall annually review the appropriateness of that director's continued membership on the Board and make a recommendation to the Board.
3. Directors must advise the CGN Committee of any invitation to join the board of any other public company prior to accepting an appointment to such board, in order that any potential conflicts or other issues may be carefully considered in advance by the CGN Committee.

### **B. Interlocking Board Memberships**

1. No more than two directors may sit together on any other public company boards without the prior approval of the Board.
2. In the event that more than two directors sit together on any other public company board, the CGN Committee shall annually review the appropriateness of such situation and make a recommendation to the Board.

C. Multiple Audit Committee Memberships

1. No member of the Audit Committee may serve on the audit committee of more than three public companies in total (or four in the case of a director with demonstrable financial expertise as determined by the CGN Committee) without the prior approval of the Board.

VI. GENERAL

- A. The Board, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Board independently on any matter within its mandate. The Board shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.
- B. The Company is party to an Investor Rights and Governance Agreement (the "**IRG Agreement**") with Glencore International AG ("**Glencore**"), pursuant to which Glencore has certain rights, including, without limitation, with respect to nomination of directors and appointments to committees of the Board. As per the IRG Agreement, if any provision of this Charter conflicts with any provision of the IRG Agreement, the IRG Agreement shall prevail.
- C. The Board will review and assess the adequacy of this Charter at least annually.