

TREVALI MINING CORPORATION (the “Company”)

POSITION DESCRIPTION FOR THE VICE CHAIR OF THE BOARD OF DIRECTORS

I. PURPOSE

The Vice Chair of the Board of Directors (the “**Board**”) of the Company shall be a director who is designated by the entire Board assist the Chair of the Board in performing his or her duties and responsibilities.

II. WHO MAY BE VICE CHAIR

The Vice Chair will be the Chair of the Corporate Governance and Nominating Committee, unless otherwise determined by the Board; provided, for the avoidance of doubt, that if the Board determines that a director other than the Chair of the Corporate Governance and Nominating Committee should be appointed as Vice Chair, such Vice Chair will be selected from amongst the independent directors of the Company who have a sufficient level of experience with corporate governance issues to assist the Chair of the Board in ensuring the leadership and effectiveness of the Board.

III. RESPONSIBILITIES

The Vice Chair shall assist the Chair of the Board in all aspects of his or her duties and responsibilities. Without limitation to the foregoing, the following are the primary responsibilities of the Vice Chair:

1. meet regularly with the Chair of the Board to discuss and understand the Board and Board committee functions and responsibilities, the Chair of the Board responsibilities, and the oversight responsibility of the Board to be able to adequately assume the Chair of the Board role when required;
2. assist the Chair of the Board to provide leadership to ensure that the Board functions independently of management and non-independent directors, and to ensure open communication, cooperation, mutual trust, respect and commonality of purpose amongst the directors on the Board;
3. work with the Chair of the Board and the Chief Executive Officer of the Company (the “**CEO**”) to ensure that the Board is provided with adequate resources to enable it to carry out its responsibilities, and bring to the attention of the Chair of the Board and CEO any issues that are preventing the Board from being able to carry out its responsibilities;
4. provide independent counsel and advice to the Chair of the Board and the CEO;
5. provide input to the Chair of the Board with respect to the preparation of agendas for Board meetings and the review and distribution of pre-meeting material;
6. assist the Chair of the Board as requested, and work with the Corporate Governance and Nominating Committee, including meeting with each director on the Board on a one-on-one basis, to assess the effectiveness of the Board, its committees and individual directors at least annually;
7. as requested by the Chair of the Board or the CEO, provide guidance and expertise to management relating to the business plans, strategies and objectives of the Company;



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8. as requested by the Chair of the Board or the CEO, represent the Company to external groups such as shareholders and other stakeholders, including guests, employees, partners, community groups and governments; and
9. as requested by the Chair of the Board or the CEO, as applicable, attend and participate in any Board committee or Management Committee meetings.