

TREVALI MINING CORPORATION

(the “Company”)

POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

I. PURPOSE

The Chair of the Board of Directors (the “**Board**”) of the Company shall be a director who is designated by the entire Board to act as the leader of the Board and enhance and protect, with the Corporate Governance and Nominating Committee and the other committees of the Board, the independence of the Board.

II. WHO MAY BE CHAIR

- A. The Chair will be selected from amongst the directors of the Company who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board.
- B. The Chair will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

III. RESPONSIBILITIES

Without limitation to the foregoing, the following are the primary responsibilities of the Chair:

1. chair all meetings of the Board in a manner that promotes meaningful discussion;
2. provide independent counsel and advice to the Chief Executive Officer (the “**CEO**”);
3. provide leadership to the Board;
4. ensure that the Board works as a cohesive team with open communication;
5. ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work and resolve issues in a timely manner;
6. ensure appropriate communication between the Board and shareholders and chair all shareholder general meetings, to the extent reasonable and practicable;
7. fulfill a public relations role in representing the Board and the Company to outside parties;
8. ensure clear objectives are established relating to exploration, development, operations and mining of the Company’s properties, including determination of budgets and allocation of resources required, the steps to be implemented and the timing for reaching such steps;
9. assess the Board and the committees of the Board in order to make recommendations on ways to improve the effectiveness of each;
10. act as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves ensuring that Board meetings provide adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture;

11. in consultation with the CEO:
 - (a) adopt procedures to ensure that the Board can conduct its work effectively and efficiently, taking into consideration committee structure and composition, scheduling, and management of meetings (including the date and location for meetings of the Board and committees of the Board);
 - (b) prepare the agenda for Board meetings and ensure pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - (c) ensure Board meetings are appropriate in terms of frequency, length and content;
 - (d) ensure that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
 - (e) when necessary, ensure that a succession planning process is in place to appoint the CEO or other key executives or members of management; and
 - (f) ensure that the relationships between the Board and management are conducted in a professional and constructive manner;

12. together with the Corporate Governance and Nominating Committee (the “**CGN Committee**”):
 - (a) ensure that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually;
 - (b) ensure appropriate governance skills development and resources are made available to the Board; and
 - (c) ensure that a process is in place by which the contribution of individual directors to the effectiveness of the Board and its committees is assessed at least annually; and

13. together with the assistance of the CGN Committee and the CEO:
 - (a) ensure that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management; and
 - (b) assist with the recruitment of new directors where necessary and approach potential candidates once such candidates are identified in order to explore their interest in joining the Board.