

TREVALI MINING CORPORATION

(the “Company”)

SHARE OWNERSHIP AND CLAWBACK POLICY

I. PURPOSE

The purpose of the Share Ownership and Clawback Policy (the “**Policy**”) of the Company is to further align the interests of the Company’s executive officers and non-management directors with those of the Company’s shareholders, while preventing excess incentive compensation being paid to executives in the event the financial statements of the Company are restated or there is misconduct by an executive.

II. COMMON SHARE OWNERSHIP

For the purposes of determining a particular non-executive director or executive officer’s ownership of the Company’s common shares (“**Common Shares**”), Common Shares owned directly by such individual, such individual’s spouse, any minor children that share the same home as such individual, any trust in which the individual and/or the individual’s spouse is a trustee with voting and investment power, and any private corporate entity which is at least 50% owned by any combination of the foregoing, are included.

Common Shares issuable upon the exercise of stock options (whether or not such stock options have vested) and common share purchase warrants shall not be treated as Common Shares owned by such individual for the purposes of this Policy. However, deferred share units, restricted share units and performance share units of the Company shall be treated as Common Shares owned by such individuals for the purpose of this Policy.

III. OWNERSHIP REQUIREMENTS

- A. Each of the Company’s non-executive directors who receives stock-based compensation is required to hold (a) at least CAD\$10,000 worth of Common Shares within one year of appointment, and (b) the number of Common Shares that has a value of at least three times (3X) his or her annual cash retainer within five years of appointment.
- B. Each of the Company’s executive officers who receives stock-based compensation is required to hold (a) in the case of the Chief Executive Officer, the number of Common Shares that has a value of at least three times (3X) his or her annual base salary, (b) in the case of the Chief Financial Officer, the Chief Operating Officer and Senior Vice Presidents, the number of Common Shares that has a value of at least two times (2X) his or her annual base salary, and (c) in the case of Vice Presidents, the number of Common Shares that has a value of at least one times (1X) his or her annual base salary, all within five years of appointment.
- C. Non-executive directors and executive officers who receive stock-based compensation will be deemed to have satisfied the applicable ownership guidelines specified in A. and B. above (the “**Relevant Threshold**”) following the date on which the greater of: (A) the aggregate price paid by the non-executive director or executive officer for Common Shares equals or exceeds the Relevant Threshold; or (B) the fair market value of the outstanding Common Shares held by the non-executive director or executive officer equals or exceeds the Relevant Threshold.

IV. COMPLIANCE

The Compensation and Human Resources Committee is responsible for the review of and compliance with this Policy. Non-management directors and executive officers are required to comply with this Policy by the



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fifth anniversary of the later of the date of such individual's date of hire, appointment or election and the date of implementation of this Policy. Compliance with this Policy will be reported in the Company's Management Information Circular. In the event of non-compliance, the Chair of the Compensation and Human Resources Committee will meet with the non-complying individual to determine why there is non-compliance and make a recommendation as to further action, if any.

V. EXECUTIVE COMPENSATION CLAWBACK

A. Those officers set out in the Annex to the Position Description for the Chief Executive Officer (each an "**Executive Officer**") may be provided with Incentive Compensation (as defined below) in order to further align their interests with the Company.

B. For the purposes of this Policy, "**Incentive Compensation**" means:

1. stock options granted pursuant to the Company's Amended and Restated Stock Option and Stock Bonus Plan, as such plan may be further amended from time to time (the "**SOSB Plan**");
2. stock bonuses granted pursuant to the SOSB Plan;
3. restricted share units granted pursuant to the Company's Share Unit Plan, as such plan may be amended from time to time (the "**Share Unit Plan**");
4. performance share units granted pursuant to the Share Unit Plan;
5. deferred share units granted pursuant to the Share Unit Plan; and
6. a cash bonus granted by the Company as a short-term incentive award.

C. In situations where:

1. the amount of Incentive Compensation received by an Executive Officer or a former Executive Officer was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a material restatement of all or a portion of the Company's financial statements; and
2. the Executive Officer or former Executive Officer engaged in intentional misconduct, fraud or gross negligence that caused or partially caused the need for the restatement, as admitted by the Executive Officer or, in the absence of such admission, as determined by a court of competent jurisdiction in a final judgment that cannot be appealed; and
3. the Incentive Compensation payment received would have been lower had the financial results been properly reported;

then the Board of Directors of the Company may, to the full extent permitted by applicable laws and to the extent it determines that it is in the Company's best interest to do so, require reimbursement (up to the amount by which the Incentive Compensation received by such Executive Officer exceeded that which the Executive Officer would have received had the financial results been properly reported) of all or a portion of the Incentive Compensation received by an Executive Officer made under the Company's annual and long-term incentive plans during the 24-month period before the date of restatement. This policy applies to all Executive Officers.



VI. REVIEW AND AMENDMENT OF POLICY

This is a policy, and is subject to change from time to time by the Board or the Compensation and Human Resources Committee. In addition, the Board or the Compensation and Human Resources Committee may, from time to time, permit departures from the terms hereof.