

# TREVALI MINING CORPORATION

(the “Company”)

## EXPLORATION AND TECHNICAL COMMITTEE CHARTER

### I. PURPOSE

The purpose of the Exploration and Technical Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members, including:

1. technical, exploration, development, and similarly related aspects, including policies, practices and controls with regard to the Company’s mining operations and its development, exploration programs and projects;
2. technical studies and evaluations of the Company’s mineral properties;
3. management’s preparation of mineral resource and reserve statements for the Company’s mineral properties;
4. changes to laws and regulations that may impact the Company’s mining operations and development and exploration programs and management’s response to any such changes; and
5. external reporting in relation to the foregoing matters (in conjunction with the Disclosure Committee).

### II. COMPOSITION, PROCEDURES AND ORGANIZATION

- A. The Board shall appoint the members and the Chair of the Committee each year for a term of one year and may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Committee members may serve any number of consecutive terms.
- B. The position description for the Chair of the Committee is attached as Schedule “A” to this Charter.
- C. The Committee shall consist of at least four members of the Board, two of whom shall be independent in accordance with 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 the stock exchanges on which the Company’s securities are listed, including without limitation the Toronto Stock Exchange, subject to any exemptions provided thereunder.
- D. At least one member of the Committee shall, in the determination of the Board, be an engineer or geoscientist with a university degree or equivalent accreditation, with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these.
- E. The Chair of the Committee shall, in consultation with other members of the Committee, management, as necessary, establish the agenda for the Committee’s meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review and discussion.

- F. The Committee shall have the power, authority and discretion delegated to it by the Board, which shall not include the power to change the membership of, or fill vacancies in, the Committee.
- G. The Committee shall conform to the regulations which may from time to time be imposed upon it by the Board. The Board shall have the power at any time to revoke or override the authority given to, or acts done by, the Committee except as to acts done before such revocation or act of overriding.
- H. At the invitation of the Committee Chair, one or more officers, employees, consultants or advisors of the Company may, or if required by the Committee, shall, attend a meeting of the Committee.
- I. The Committee shall meet as often as required to fulfil its duties and at least two times each year on such dates and at such locations as determined by the Chair of the Committee.
- J. The Chief Technical Officer (the “CTO”) shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Committee Chair.
- K. The quorum for meetings shall be a majority of the members of the Committee, 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 members of the Committee present, and in the case of an equality of votes, the Chair shall not have a second or casting vote.
- L. The Committee 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.
- M. A resolution approved in writing by all of the members of the Committee 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 Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- N. The Committee shall have unrestricted and unfettered access to all Company facilities, personnel and documents and to the Company’s legal counsel, and shall be provided with the resources necessary to carry out its responsibilities.

### III. DUTIES AND RESPONSIBILITIES

In general, and in addition to the enumerated responsibilities below, the Committee shall discharge its responsibilities by conducting investigations, analysis and diligence to validate and test the technical aspects of the Company’s mining operations, exploration opportunities and project development. Without limitation to the foregoing, the following are the primary duties and responsibilities of the Committee:

- A. Technical Activities
  - 1. reviewing management’s overall approach to establishing objectives relating to mining operations, development and exploration programs, including construction activities, permitting, budgeting, allocation of resources, steps to be implemented and timing for completion, with a view to advising management about appropriate solutions, actions and risk mitigants;
  - 2. reviewing all proposed major technical commercial arrangements in relation to activities planned for the development of the Company’s mining projects, including expansions to existing projects and new development projects;

3. receiving regular updates from management on growth initiatives, including reviewing technical-economic studies, including those prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) prepared to support a management request for Board approval;
4. reviewing the management of dams;
5. reviewing life-of-mine plans and annual operating plans prepared by management for the Company’s existing mining operations and development and exploration programs with a view to satisfying itself that the assumptions underlying these plans are reasonable;
6. reviewing management’s assessment of the Company’s major operational risk exposure, including a regular review of the top technical risks identified by management, including exploration, geological, mining, geotechnical, metallurgical and other technical issues of concern, and the policies and practices adopted by the Company to mitigate those risks;
7. ensuring that the Company implements best-in-class property development and operating practices and reviewing management’s assessment of the Company’s operational and exploration performance to:
  - (a) assess the technical, cost and overall effectiveness of mine plans, exploration programs, special projects, and make recommendations for improvement, where appropriate;
  - (b) determine if any issues that may be identified as a result of such review are of significance to report to the Board; and
  - (c) review the scope of potential liabilities and the adequacy of the management systems to manage these liabilities;
8. reviewing such other technical matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider;

**B. Mineral Resources and Mineral Reserves**

1. reviewing mineral resource and reserve statements in respect of the Company’s mineral properties, and the related assumptions and methodology, with a view to satisfying itself that these underlying assumptions and methodology are reasonable;
2. in conjunction with the Audit Committee, reviewing management’s policies and procedures and overseeing the Company’s internal and disclosure controls relating to Mineral Resources or Mineral Reserves statements and related disclosure to ensure such disclosure is in compliance with applicable law and regulatory requirements;

**C. Projects**

1. review major mining and processing projects and the merits of proposed investments and opportunities;
2. considering project economic analyses, appraisals of technical risk factors and appropriate longer-range and/or early-stage preparations for project development and construction;
3. overseeing the detailed technical aspects of project development, as well as obtaining

regular updates from management regarding progress and performance;

D. Exploration and Development

1. reviewing exploration plans and programs and, in the Committee's discretion, make recommendations to the Board for consideration; and
2. periodically consider reports on the execution of exploration activities and interim exploration results.

IV. GENERAL

A. The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall, in consultation with management, have the sole authority to retain and terminate any such consultants or advisors, including the authority to approve the fees and other retention terms for such persons.

B. In addition to the foregoing, the Committee will:

1. assess the Committee's performance of the duties specified in this Charter and report its findings to the Board;
2. report to the Board following each meeting of the Committee on the major discussions and decisions made by the Committee;
3. review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board; and
4. perform such other duties as may be assigned to the Committee by the Board from time to time or as may be required by applicable stock exchanges, regulatory authorities or legislation.

C. 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.

D. The function of the Committee is one of oversight. While the Committee has the duties and responsibilities set forth in this Charter, members of the Committee are not employees of the Company and are entitled to rely on the integrity of the Company's management. The Committee's responsibilities are set out in Section III of this Charter. Therefore, it is the duty of the Company's management and not the duty of the Committee to:

1. ensure that the Company complies with all applicable laws, regulations or other obligations as they relate to exploration and technical matters; and
2. take any action or assume any responsibility for any violation of such laws, regulations or other obligations or otherwise take any remedial action connected therewith.

**SCHEDULE “A”**  
**TREVALI MINING CORPORATION**  
**(the “Company”)**

**POSITION DESCRIPTION FOR THE CHAIR OF THE  
EXPLORATION AND TECHNICAL COMMITTEE**

**I. PURPOSE**

The Chair of the Exploration and Technical Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company shall be a Director who is elected by the Board to act as the leader of the Committee in, among other things, reviewing and making recommendations to the Board with respect to the technical aspects of the Company’s mining operations, development, and exploration programs.

**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 in dealing with mining technical and exploration matters to ensure the leadership and effectiveness of the Committee.
- B. The Chair will be selected annually at the organizational meeting of the Board, and will serve for a one-year term.

**III. RESPONSIBILITIES**

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

- 1. chair all meetings of the Committee in a manner that promotes meaningful discussion;
- 2. ensure adherence to the Committee’s Charter and that the adequacy of the Committee’s Charter is reviewed annually;
- 3. provide leadership to the Committee to enhance the Committee’s effectiveness;
- 4. provide information to the Board relative to the Committee’s issues and initiatives and review and submit recommendations to the Board concerning the Company’s performance and processes with respect to technical and exploration activities;
- 5. ensure that the Committee works as a cohesive team with open communication, including open lines of communication with senior management as needed;
- 6. ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
- 7. management of the Committee, including:
  - (a) adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including Committee structure and composition, scheduling, and management of meetings;
  - (b) preparing the agenda for the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance,

format and detail;

- (c) ensuring Committee meetings are appropriate in terms of frequency, length and content;
- (d) monitoring, through the receipt of regular reports from management, matters relating to mining operations, development, and exploration programs, and assessing the performance of the Company against its objectives;
- (e) reviewing the Committee's annual work plan with the Board Chair, the Chief Executive Officer and the relevant management representatives; and
- (f) annually reviewing with the Committee its own performance.