



**GUIDE TO CORPORATE GOVERNANCE,
CHARTERS AND TERMS OF REFERENCE**

**REVIEWED AND APPROVED BY THE
BOARD OF DIRECTORS ON DECEMBER 5,
2018**



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FORWARD AGENDA - BOARD OF DIRECTORS – TARGET TIMELINE

AGENDA ITEM	Q1	Q2	Q3	Q4
1. Receive Committee Reports	√	√	√	√
Audit Committee				
- Approve YE financials and MD&A	√			
- Approve Audit Committee disclosure for Management Proxy Circular and/or AIF		√		
- Approve Q1 financial statements and MD&A		√		
- Approve Q2 financial statements and MD&A			√	
- Approve Q3 financial statements and MD&A				√
Compensation Committee				
- Executive Compensation	√			√
- Grant of Stock Options	√			
- Performance Review of CEO	√			
Corporate Governance and Nominating Committee				
- Board and Committee Evaluation	√			√
2. Review performance of Board	√			
3. Approve Information Circular and other proxy solicitation materials		√		
4. Review procedures for monitoring and managing business risks	√	√		
5. Review Strategic Plan – prior and proposed	√			√
6. Set/confirm dates for regular board meetings and AGM	√	√	√	√
7. Receive exploration and development update	√	√	√	√
8. Independent directors meet in the absence of management	√	√	√	√



FORWARD AGENDA - AUDIT COMMITTEE – TARGET TIMELINE

AGENDA ITEM	Q1	Q2	Q3	Q4
AUDIT COMMITTEE				
Review annual and quarterly financial statements and annual and quarterly management discussion and analysis (recommend annual statements and annual MD&A to board for approval)	√	√	√	√
Review the appointment and retention (subject to Board and Shareholder approval) of the independent auditors as well as their compensation	√			
Review the pre-approval of allowable services provided by the independent auditors	√			√
Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit and the audit procedures to be utilized	√			√
Review with the independent auditors, the Company’s financial and accounting personnel	√			√
Review the adequacy and effectiveness of the accounting and financial controls and systems of the Company	√	√	√	√
Monitor activities of the Company’s Corporate Disclosure Committee	√	√	√	√
Review the Company’s hedging and risk management systems and policies		√		√
Provide sufficient opportunity for the independent auditors to meet with the members of the Committee without members of management present	√	√	√	√
Review and discuss the minutes with the Board of Directors	√	√	√	√
Review Whistleblower policy				√
Review the Company’s Code of Business Conduct and Ethics	√			√
Review any incidents received under Whistleblower policy and/or Code of Business Conduct and Ethics	√	√	√	√
Review the Audit Committee’s performance and composition through the evaluation conducted by the CG&N Committee	√			√
Review Investment Policy	√			
Review Audit Committee Charter				√

FORWARD AGENDA - CORPORATE GOVERNANCE AND NOMINATING COMMITTEE – TARGET TIMELINE

AGENDA ITEM	Q1	Q2	Q3	Q4
CORPORATE GOVERNANCE				
Monitor developments and best practices relating to corporate governance	√	√	√	√
Review Annual Information Form (if applicable), Management Proxy Circular and other disclosure documents (recommend to Board for approval)	√			
Review CG&N Committee Charter				√
BOARD STRUCTURE, COMPOSITION AND PROCESS				
Review composition/service on Board Committees (recommend to Board for approval)	√			
Assess changes in the role, composition and structure of the Board	√			
Review position description for the CEO and the Chairman	√			
Matters relating to the Director selection process: <ul style="list-style-type: none"> ● Inventory and assessment of Board and Board member competencies, skills & qualities ● Update lists of desired qualities for potential Board members & potential candidates 	√			
BOARD EFFECTIVENESS				
Conduct Board and Committees Performance Reviews and develop/implement action plan (as required)	√			
Board Member Independence and Conflict Evaluation	√			

FORWARD AGENDA - COMPENSATION COMMITTEE – TARGET TIMELINE

AGENDA ITEM	Q1	Q2	Q3	Q4
EVALUATE, REVIEW AND RECOMMEND EXECUTIVE COMPENSATION				
Review the Company’s compensation philosophy	√			
Review compensation trends and data / discuss with CEO to set executive compensation for upcoming year	√	√		√
Review goals/performance targets for executive team with CEO	√			√
Establish goals/performance targets for CEO	√			√
Review risk analysis related to executive compensation (per executive compensation disclosure rules)		√		
CEO performance evaluation and compensation (recommend to board for approval)	√			√
Review CEO’s assessment of executives’ performance and recommendations for compensation	√			
Review compensation for non-executive directors (recommend to board for approval)	√			
Administer the Company’s stock option or other equity-based compensation plans	√	√	√	√
Review annual stock option grant (recommend to board for approval)	√			
CORPORATE GOVERNANCE MATTERS RELATED TO EXECUTIVE COMPENSATION				
Monitor developments and best practices relating to corporate governance for compensation issues	√	√	√	√
Succession planning for CEO and other executive officers				√
Review executive compensation disclosure to be included in the Management Proxy Circular		√		
Retain independent advisors to assist with compensation			determine annually as appropriate	
Review and approve the annual work plan and budget for independent compensation advisors	√			
Review Compensation Committee Charter				√

**FORWARD AGENDA – HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE -
TARGET TIMELINE**

AGENDA ITEM	Q1	Q2	Q3	Q4
GOVERNANCE ITEMS				
Approve the HS&E Committee Charter				√
Review HS&E policies, procedures & standards	√	√	√	√
Review incidents, responses and lessons learned	√	√	√	√
OPERATIONAL ITEMS				
Review quarterly performance	√	√	√	√
Consider emerging environmental & social issues	√	√	√	√



GUIDE TO CORPORATE GOVERNANCE OF THE BOARD OF DIRECTORS

GENERAL

National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices became effective on December 31, 2007. These materials recommend corporate governance policies for reporting issuers and provide the framework for disclosure of these policies to the public.

The Board considers good corporate governance to be essential to the fiduciary obligations of the directors to its shareholders and integral to the ongoing good management and development of the Company. The Board has developed this Guide to Corporate Governance.

1. COMPOSITION OF THE BOARD

The Board has determined that the Company requires between 5 and 8 directors to effectively manage the Company's affairs. A majority of the directors must be independent. The directors are elected annually at the Company's annual general meeting of shareholders and individual directors must meet the requirements of the stock exchange on which the Company's shares are listed and the requirements of applicable securities and corporate legislation.

The Chairman of the Board shall be an independent director, unless an Executive Chairman is appointed. Where an Executive Chairman is appointed or there is a vacancy in the Chairman of the Board position, an independent director shall be appointed to act as "Lead Director". Either an independent Chairman or an independent Lead Director shall act as the effective leader of the board and shall ensure that the Board's agenda will enable it to successfully carry out its duties.

2. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least four times per year. The Board may also hold additional meetings from time to time as business needs require.

The independent directors of the Board are given the opportunity to meet, without members of management, at each regularly scheduled board meeting, or as otherwise required.

3. MANDATE

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with the British Columbia *Business Corporations Act*; the Company's Articles of Incorporation; the Company's Code of Business Conduct and Ethics; the Mandate of the Board and the charters of the Board's committees and other applicable laws and policies. The Board approves significant decisions that affect the Company before they are implemented. As a part of its overall responsibility for the stewardship of the Company, the Board assumes responsibility for the following:

a. *Stewardship*

The Board sets and supervises standards of corporate governance that create a culture of integrity throughout the Company, and guides the operations of the Company and management in compliance with the Company's constating documents and British Columbia corporate law, securities legislation in each jurisdiction in which the Company is a reporting issuer, and other applicable laws.

b. *Strategic Planning*

The Board is actively involved in the Company's strategic planning process. Management discusses and reviews materials relating to the strategic plan with the Board. The Board is responsible for reviewing and approving the strategic plan, which takes into account the opportunities and risks of the business. Near the beginning of each year, the Board undertakes a review of the strategic plan to assess the strengths, weaknesses and overall results of that plan. The Board also receives reports from management throughout the year on the current and proposed operations of the Company and reviews opportunities and assesses risks so that the strategic plan can be adjusted. The Board also receives a specific risk analysis and risk management and mitigation plan from management each year in support of its review of the risk factor section of the Annual Information Form.

c. *Dealing with Risks*

The Board, in its annual assessment of the strategic plan, reviews principal risks and considers management's plans to monitor and manage risk. The principal risks to the Company have been identified as risks relating to the financing, environment, safety, securities markets, commodity prices, government regulation, title issues and the fact that mineral exploration and development activities are inherently risky. The Board has instructed management to assist the Board in identifying risks and to promptly alert the Board when a risk has materialized or materially changed. The Board may from time to time appoint management, board members or advisors to assist in assessing different risks.

d. *Succession Planning*

The Board, through the Compensation Committee, annually identifies key individuals of the Company and, in consultation with management, determines how to replace such individuals should the need arise. Management is assigned the responsibility of training and advising new persons of the Company's policies and practices. The CEO has primary responsibility for supervising and reviewing the performance of senior management.

e. *Disclosure Policy*

The Corporate Disclosure Policy governs communication with shareholders and others and reflects the Company's commitment to timely, effective and accurate corporate disclosure in accordance with all applicable laws and with a view to enhancing the Company's relationship with its shareholders.

f. *Internal Control and Management Information Systems*

The effectiveness and integrity of the Company's internal control and management information systems contribute to the effectiveness of the Board and the Company. To maintain the effectiveness and integrity of the Company's financial controls, the Board, through the Audit Committee which consists solely of independent directors, provides oversight and monitors internal control and management information systems.

g. *Approach to Corporate Governance*

The Board has appointed a Corporate Governance and Nominating Committee composed solely of independent directors, and which has overall responsibility for developing the Company's approach to corporate governance, including keeping informed of legal requirements and trends

regarding corporate governance, monitoring and assessing the functioning of the Board and committees of the Board, and for developing, implementing and monitoring good corporate governance practices in the form of the Company's Guide to Corporate Governance. The Corporate Governance and Nominating Committee is also responsible for identifying individuals qualified to become new board members and recommending to the Board the new director nominees for the next annual meeting of shareholders.

h. Feedback

The Company's website facilitates feedback from shareholders by permitting requests for information and sending messages directly to the Company.

i. Expectations and Responsibilities of Directors

The Board is responsible for determining the committees of the Board that are required to effectively manage certain aspects of the Board's duties, and for ensuring that the committees have the requisite independence, competency and skill. The Board has approved and annually reviews the charters of the committees, and conducts, with the assistance of the Corporate Governance and Nominating Committee, annual reviews of the performance of the committees.

Directors are responsible for attending Board meetings as well as meetings of committees of which the director is a member. Directors are responsible for reviewing meeting materials in advance of the meeting.

Directors are responsible for fulfilling the Board's expectations of Directors, as set out in the Position Description - Directors, in respect of: Board Activity; Preparation and Attendance; Communication; Committee Work; and Business, Community and Industry Knowledge.

4. POSITION DESCRIPTIONS

The Board has developed position descriptions for the: Chairman of the Board, Lead Director, CFO, Directors, and the Chair of the Audit Committee and the Chair of each of the other Board Committees.

The Board, together with the CEO, has developed a position description for the CEO, which includes a delineation of management's responsibilities, as well as the corporate objectives that the CEO is responsible for meeting. The Compensation Committee is responsible for reviewing and approving the specific goals and objectives relevant to CEO compensation and recommending them to the Board for approval.

5. ORIENTATION AND CONTINUING EDUCATION

The Board takes the following measures to ensure that all new directors receive a comprehensive orientation regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the Company's business:

- i. each new director is provided with a copy of the Board Manual, which contains the Company's policies and provides a comprehensive introduction to the Board, its committees and its directors; and
- ii. each new director brings a different skill set and professional background, and with this information, the Chairman of the Board is able to determine what orientation to the nature and operation of the Company's business will be necessary and relevant to each new director.

The primary responsibility for monitoring continuing education is within the mandate of the Corporate Governance and Nominating Committee. The Board takes the following measures to provide continuing education for its directors in order that they maintain the skill and knowledge necessary for them to meet their obligations as directors:

- i. The Board Manual is updated annually or as appropriate and revised materials are given to each director.
- ii. The Board may request from management technical or other presentations focusing on a particular property or issue. The Q&A portions of these presentations are a valuable learning resource for the non-technical directors.
- iii. As required, site visits to the Company's material properties.

The Board ensures that proposed directors are able to devote sufficient time and energy to being a director. The Board provides continuing education opportunities for all the directors so that directors may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the issuer's business remains current.

6. CODE OF BUSINESS CONDUCT AND ETHICS

The Board has adopted a written Code of Business Conduct and Ethics (the "**Code**") applicable to directors, officer, employees and, on a case by case basis consultants of the Company, which requires execution and is agreed to on an annual basis. The Code sets standards designed to promote integrity and deter wrongdoing. The Code is available on the Company/s website and on SEDAR.

The Board is responsible for monitoring compliance with the Code. Any waivers from the Code that are granted for the benefit of the Company's directors or executive officers will be granted only by the Board.

Directors and officers are instructed to report instances of non-compliance with the Code to the Chair of the Audit Committee.

7. NOMINATION OF DIRECTORS

The Board has appointed a Corporate Governance and Nominating Committee composed solely of independent directors. The Corporate Governance and Nominating Committee is responsible for identifying individuals qualified to become new board members and recommending to the Board the new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the company, the ability to devote the time required and a willingness to serve.

The Board adheres to the following process, with the input and advice of the Corporate Governance and Nominating Committee, prior to nominating or appointing individuals as directors:

- a. The Board determines the appropriate size of the Board, with a view to facilitating effective decision-making. At the present time, the appropriate size is considered to be between five and eight members.
- b. The Board considers what competencies and skills the Board as a whole should possess. In doing so, the Board also considers the needs of each committee.
- c. The Board assesses what competencies and skills each existing director possesses.

8. COMPENSATION

The Board has appointed a Compensation Committee composed solely of independent directors.

The Compensation Committee is responsible for reviewing and recommending to the Board the CEO's compensation; making recommendations to the Board with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans; and reviewing executive compensation disclosure in advance of the disclosure becoming public.

The Board has the responsibility for approving the grants relating to stock options and other compensation instruments employed by the Company.

Among other items relating to CEO, director and officer compensation, the Compensation Committee reviews the compensation for directors and officers of other companies that it determines to be comparable to the Company in respect of size of market capitalization, stage of development, number and stage of exploration properties, and any other factors that the committee deems relevant.

9. REGULAR BOARD AND COMMITTEE ASSESSMENTS

The Board assesses, on an annual basis and in consultation with the Corporate Governance and Nominating Committee, the required competency and skill required by the board and its committees.

The Board, its committees and each individual director will be assessed on an annual basis regarding his, her or its effectiveness and contribution. Such assessment should consider:

- a. In the case of the board or a committee, its mandate or charter, and
- b. In the case of an individual director, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the board.

The Board, through the Corporate Governance and Nominating Committee, conducts this annual assessment through Board Performance Evaluation of the Board.

The Board, through the Corporate Governance and Nominating Committee also conducts an annual evaluation of each Committee and each Committee's respective member's effectiveness and contribution, and submits the findings of this evaluation to the Board. The Corporate Governance and Nominating Committee reports to the Board and makes recommendations, if any, regarding the performance of the committees and their respective members.

EFFECTIVE DATE

This Guide to Corporate Governance was last reviewed and approved by the Board on December 5, 2018.



(the "Company")

POSITION DESCRIPTION CHAIRMAN OF THE BOARD

INTRODUCTION

The Board of Directors has ultimate accountability for the management of the Company. Critical to meeting this accountability is the relationship between the Board and management, shareholders, stakeholders and the individuals on the Board. The Chairman of the Board should be an independent director appointed by the Board of Directors to act as the leader of the Board of Directors. If the Chairman is not an independent director, the Board of Directors shall also appoint a lead director, who shall perform those functions and duties of Chairman of the Board as assigned to the lead director on his or her appointment. If the position of the Chairman of the Board is vacant, the position description of the lead director shall be the same as the Chairman of the Board.

The Chairman, as the presiding Board member, ensures that these relationships are effective and efficient. In performing this role, the Chairman must work with the CEO, manage the Board, and together with the CEO, ensure effective relations with shareholders.

The Chairman, while working closely with the CEO, retains an independent perspective to represent the best interests of the Company.

WORKING WITH MANAGEMENT

The Chairman acts as a resource for the CEO, including helping to define problems, review strategy, maintain accountability, build relationships and ensure the CEO is aware of concerns of the Board and shareholders.

The Chairman will be expected to have regular interaction with the Chief Executive Officer ("CEO") and other senior executives in order to:

- (1) provide input to the CEO to create the strategic plan and objectives;
- (2) provide guidance to, and act as a sounding board for, the CEO;
- (3) be an effective liaison between the Company's Board and management; and
- (4) contribute to the CEO's performance evaluation and provide regular feedback to the CEO from the Company's Board. The Chairman will devote such amount of time as is necessary to fulfill these responsibilities, subject to and consistent with his other obligations, and will be provided with sufficient access and resources in order to carry out the same.

MANAGING THE BOARD

The Chairman will:

- (a) provide leadership and direction to the Board, facilitate the operations and deliberations of the Board and the satisfaction of the Board's functions and responsibilities under its mandate and its legal responsibilities; and

- (b) in conjunction with the CEO of the Company, contribute to the strategic plan and annual strategic goals for the Company for approval by the Board of Directors; and
- (c) oversee the implementation of the Company's strategic goals whose purpose is to create shareholder value;
- (d) chair all Board meetings and take the lead in ensuring that meetings are conducted in an efficient and effective manner;
- (e) ensure that the Board is advised of all major developments, trends and potential future developments related to the Company's business;
- (f) lead the Board with respect to the determination of the frequency and timing of Board meetings and the development of agendas for such meetings;
- (g) ensure that the Board members have sufficient background information and materials necessary to discuss and make decisions respecting matters to be discussed at Board meetings and to make material decisions respecting the Company's affairs;
- (h) work to build consensus and encourage teamwork among Board members and with management;
- (i) attend committee meetings where necessary or where the Chairman's presence is requested by the committee chair or Board;
- (j) communicate with senior management the strategies, ideas and concerns of the Board, and the concerns of the Company's shareholders and other relevant stakeholders;
- (k) work with management to ensure the implementation of strategies and policies approved by the Board and to ensure that Board decisions are fully implemented and reflected in the conduct of the Company's business;
- (l) work with the Board to monitor and assess the performance of senior management and to determine ways in which the Company's management team may be strengthened; and
- (m) act as a spokesperson for the Company when appropriate.

RELATIONS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

The Chairman will:

- (a) act as chair of all shareholder meetings, unless it is agreed by the Board that the CEO shall act as chair;
- (b) act as a liaison between the Board, shareholders and other stakeholders when appropriate; and
- (c) communicate the concerns and perspectives of shareholders and stakeholders to the Board and senior management.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



(the "Company")

POSITION DESCRIPTION LEAD DIRECTOR OF THE BOARD

INTRODUCTION

The Board of Directors has ultimate accountability for the management of the Company. Critical to meeting this accountability is the relationship between the Board and management, shareholders, and the individuals on the Board.

In the case where the Chairman of the Board is not independent, or where no Chairman has been appointed, the Lead Director shall be an independent director appointed by the Board of Directors to act as the leader of the Board of Directors. The Lead Director will have a sufficient level of experience with corporate governance issues to ensure the leadership and independence of the Board.

The Lead Director, while working closely with the CEO, retains an independent perspective to represent the best interests of the Company.

In the case where no Chairman of the Board has been appointed, the Lead Director will work with management, manage the Board and conduct relations with shareholders and other stakeholders as appropriate in precisely the same manner described in the position description of the Chairman of the Board.

In appointing a Lead Director where a non-independent Chairman of the Board has been appointed, the Board shall specify which of the functions set out under the position description for the Chairman of the Board are assigned to the Lead Director and which, if any, are to be retained by the Chairman of the Board.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



POSITION DESCRIPTION CEO

INTRODUCTION

The Chief Executive Officers (“CEO”) provides overall leadership and vision in developing the strategic direction of the Company, in consultation with the Board. The CEO also manages the overall business of the Company to ensure the strategic plan is effectively implemented and the results are monitored and reported to the Board. The CEO reports to the Board and maintains a close working relationship with the Chairman of the Board.

RESPONSIBILITIES - CEO

The CEO of the Company:

- (a) works with the Chairman of the Board to develop the Company’s strategic plan and to make any changes to the plan required as a result of evolving circumstances, all of which are to be approved by the Board;
- (b) establishes long and short term objectives for the Company in conjunction with the Board to achieve its strategic plan;
- (c) leads the Company and manages its day to day affairs in accordance with its strategic plan and the overall strategic direction approved by the Board;
- (d) develops and implements operational plans and budgets, approved by the Board, to meet the Company’s operational requirements and achieve its strategic objectives;
- (e) works with the Board and its committees to develop effective internal controls and procedures respecting the disclosure of financial and other information respecting the Company;
- (f) ensures compliance with all legal and regulatory requirements applicable to the Company and its officers and employees;
- (g) together with the Board, establishes and monitors compliance with the policies and procedures of the Company, including the Company’s Code of Business Conduct and Ethics, corporate governance principles and guidelines, communications policy, whistleblower policy, environmental policy and health and safety policy;
- (h) meets with the Board on a regular basis to provide information regarding: (i) the state of the Company’s business; (ii) the implementation of the Company’s strategic plan; (iii) adherence to the Company’s policies and procedures; and (iv) other matters material to the business of the Company;
- (i) ensures that members of the Board and committees of the Board have access to other members of management as necessary for the performance of their duties;
- (j) oversees and manages the Company as a whole with a mandate to drive overall performance;

- (k) creates a corporate culture that promotes ethical practices, integrity, safety and environmental stewardship and a positive work climate;
- (l) develops and maintains an effective organizational structure and creates succession plans for key employees;
- (m) oversees the Company's finances ensuring access to capital as required and performance against budgets;
- (n) develops and maintains shareholder relations and communication strategy; and
- (o) identifies and evaluates strategic opportunities for growth.

RESPONSIBILITIES – MANAGEMENT

Management of the Company works closely with the CEO in managing the Company and to meet the strategic and corporate goals and objectives.

STRATEGIC PLAN AND OBJECTIVES, REPORTING AND CONTROLS

The CEO is responsible for meeting the following corporate goals and objectives relevant to the CEO's compensation, which are ultimately reviewed and approved by the Board:

Strategy –

1. Working with the Chairman of the Board, develop and recommend to the Board a strategic plan and objectives for the Company and, when approved by the Board, implement the strategic plan and objectives.

Financial Reporting and Controls –

1. Ensure, in conjunction with the Chief Financial Officer, that the annual and interim filings the Company do not contain any misrepresentations and that the annual and interim statements fairly present, in all materials respects, the financial condition, results of operations and cash flows of the Company, and provide any related certifications required by applicable legislation or corporate governance rules.
2. Supervise the design of, implement, maintain and periodically evaluate, in conjunction with the Chief Financial Officer, the effectiveness of (i) internal controls to provide reasonable assurances that the financial statements of the Company are fairly presented in accordance with generally accepted accounting principles and (ii) disclosure controls and procedures to provide reasonable assurances that material information relating to the Company is made known to the CEO by others within the Company. Report any deficiencies in such controls and procedures to the Audit Committee.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



POSITION DESCRIPTION DIRECTOR

OBJECTIVES

As a member of the Board, each Director:

- (a) acts honestly and in good faith with a view to the best interests of the Company;
- (b) exercises the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) acts in accordance with the obligations contained in the corporate and securities legislation of each province and territory of Canada in which the Company is incorporated or is a reporting issuer, and with other relevant legislation and regulations, and the Company's constating documents.

RESPONSIBILITIES

Board Activity

As a member of the Board, each Director:

- (1) exercises good judgment and acts with integrity;
- (2) uses his or her abilities, experience and influence constructively;
- (3) is an available resource to management and the Board;
- (4) respects confidentiality;
- (5) advises the CEO and Chairman or Lead Director, in advance whenever feasible, when introducing significant and/or previously unknown information or material at a Board meeting;
- (6) understands the difference between governing and managing, and does not encroach on management's area of responsibility;
- (7) ensures that potential conflict areas, real or perceived, are appropriately identified and reviewed;
- (8) when appropriate, communicates with the Chairman and CEO between meetings;
- (9) together with the other Board members, reviews the performance of the CEO;
- (10) demonstrates a willingness and availability for one on one consultation with the Chairman and CEO; and
- (11) has the authority, in appropriate circumstances, to engage outside advisers at the Company's expense, after approval from the Corporate Governance and Nominating Committee.

Preparation and Attendance

To enhance the effectiveness of Board and committee meetings, each Director:

- a. prepares for Board and committee meetings by reading reports and background materials prepared for each meeting; and
- b. attends as many Board and committee meetings as feasible.

Communication

Communication is fundamental to Board effectiveness and therefore each Director:

- a. participates fully and frankly in the deliberations and discussions of the Board;
- b. encourages free and open discussion of the affairs of the Company by the Board and its members; and
- c. acts independently.

Committee Work

In order to assist Board committees in being effective and productive each Director:

- a. participates on committees, as required, and becomes knowledgeable with the charter of the committees of which the Director is a member; and
- b. understands the process of committee work, and the role of management and staff supporting the committee.

Business, Company and Industry Knowledge

Recognizing that decisions can only be made by well-informed Board members, each Director:

- a. becomes generally knowledgeable of the Company's business and industry;
- b. maintains an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- c. becomes acquainted with the officers of the Company; and
- d. remains knowledgeable about the Company's properties and visits them when appropriate.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



POSITION DESCRIPTION CHIEF FINANCIAL OFFICER

A. INTRODUCTION

The Chief Financial Officer (the “CFO”) of the Company is the senior financial officer and as such, the CFO is responsible for planning, developing, directing and controlling the accounting and financial reporting and budgeting functions.

B. DUTIES AND RESPONSIBILITIES

The CFO's primary duties and responsibilities are:

1. to develop and direct the establishment of financial/accounting principles, procedures and practices of the Company in line with legal and corporate requirements and to ensure accurate and efficient functions;
2. to take responsibility for the preparation and presentation of financial reports at every meeting of the Board;
3. to ensure timely presentation of quarterly and annual financial statements or more frequently if required by the Board;
4. to establish priorities for the development and enhancement of financial, accounting and administrative systems;
5. to plan and coordinate the annual budgeting process;
6. to develop procedures for monitoring and controlling budgets;
7. to identify the principal risks of business and ensure the implementation of appropriate systems to manage these risks;
8. to consistently strive to achieve strategic, financial and operating goals and objectives;
9. to ensure that appropriate personnel and systems are in place for the integrity and adequacy of internal control and management information systems;
10. to ensure that the Company adheres to other financial policies approved by the Board, including an investment policy which shall govern the investment of the cash of the Company;
11. to ensure, in conjunction with the Chief Executive Officer, that the annual and interim filings of the Company do not contain any misrepresentations and that the annual and interim statements fairly present, in all materials respects, the financial condition, results of operations and cash flows of the Company, and provide any related certifications required by applicable legislation or corporate governance rules; and
12. to supervise the design of, implement, maintain and periodically evaluate, in conjunction with the Chief Executive Officer, the effectiveness of (i) internal controls to provide reasonable assurances

that the financial statements of the Company are fairly presented in accordance with generally accepted accounting principles and (ii) disclosure controls and procedures to provide reasonable assurances that material information relating to the Company is made known to the Chief Executive Officer by others within the Company. Any deficiencies in such controls and procedures are reported to the Audit Committee.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



POSITION DESCRIPTION AUDIT COMMITTEE CHAIR

A. GENERAL

The Chair of the Audit Committee shall be the principal liaison between the Audit Committee, the Board and the senior management of the Company. The Chair of the Audit Committee shall also be in regular contact with the Company's auditors and the Chief Financial Officer of the Company. The Chair of the Audit Committee shall be primarily responsible for ensuring that the Audit Committee fulfils its purpose, as described in the Audit Committee Charter.

B. DUTIES AND RESPONSIBILITIES

It shall be the duty of the Chair of the Audit Committee to:

1. ensure that members of the Audit Committee regularly receive the information necessary for them to be able to meet their obligations as members of the Audit Committee;
2. ensure that meetings of the Audit Committee are held as required and in any event not less than the number of meetings per year dictated by the Audit Committee Charter;
3. be responsible:
 - (a) for the preparation and dissemination of notices, agenda and meeting materials, including draft financial statements for all Audit Committee meetings; and
 - (b) for chairing those meetings or designating the Chair to another Audit Committee member;
 - (c) coordinate the attendance of the external auditors at such meetings of the Audit Committee where their attendance is requested; and
 - (d) ensure that minutes are kept of each meeting of the Audit Committee and that copies of all minutes are provided to all members of the Audit Committee.

C. REPORTING

The Chair of the Audit Committee shall report regularly to the Board on all matters within the authority of the Audit Committee and, in particular, at each meeting of the Board called to approve recommendations of the Audit Committee, including recommendations to approve the annual financial statements.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



POSITION DESCRIPTION COMMITTEE CHAIR

INTRODUCTION

Committee Chairs are selected by the Board on the recommendation of the Chairman of the Board. The Chair of a committee presides at meetings and is responsible to ensure the work of the committee is well organized and proceeds in a timely fashion. In performing this role, the Chair must work with the CEO and management as well as the members of the committee.

COMMITTEE MEETINGS AND AGENDAS

The committee Chair, in consultation with his or her committee, the CEO or his or her delegate, will determine the agenda, frequency, and length of the meetings. In addition, the committee's charter may stipulate a minimum number of meetings per year.

MANAGING THE COMMITTEE

The Chair:

- (a) ensures that the committee is alert to its obligations;
- (b) assists the committee in reviewing and monitoring its committee charter;
- (c) be responsible for the preparation and dissemination of notices, agenda and meeting materials;
- (d) communicates with the Board to ensure the Board has sufficient knowledge to permit it to comfortably and properly make decisions relevant to the committee;
- (e) chairs committee meetings and ensures that committee meetings are conducted in an efficient, effective and focused manner;
- (f) ensures that minutes are kept of each committee meeting and that copies of all minutes are provided to all members of the committee; and
- (g) organizes the committee's process to review and assess director attendance and performance on the committee and to prepare an evaluation of committee member performance.

EFFECTIVE DATE

This Position Description was last reviewed and approved by the Board on December 5, 2018.



CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

PURPOSE

The Corporate Governance and Nominating Committee, under the supervision of the Board, has overall responsibility for:

- developing the Company's approach to corporate governance including keeping informed of legal requirements and trends regarding corporate governance;
- monitoring good corporate governance practices set out in the Company's Guide to Corporate Governance;
- monitoring and assessing the functioning of the Board and its members, and the committees of the Board and its members; and
- identifying individuals qualified to become new board members and recommending to the Board the new director nominees for the next annual meeting of shareholders.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**"), all of whom shall be "independent directors", as that term is defined in National Instrument 52-110. In addition, members of the Committee shall meet the prescribed independence and experience requirements and have relevant skills and/or experience in the Committee's areas of responsibility as required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.
2. The Board, at its organizational meeting held after each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee or in the event of the absence of the chair, the members of the Committee shall elect a chair from among their number.
4. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
5. 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.
6. The Committee shall have access to such officers and employees of the Company and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - a. the Committee shall meet at least annually at such times and at such locations as may be requested by the Chair of the Committee;

- b. the Chair of the Committee shall be responsible for developing and setting the agenda for Committee meetings and determining the time and place of such meetings;
 - c. the Chair of the Committee or any two members of the Committee may invite one or more officers of the Company to attend any meeting of the Committee; and
 - d. notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee a reasonable time before the meeting.
8. The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.
9. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.
10. Subject to any statute or constating documents of the Company, the Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps minutes of its proceedings.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Corporate Governance and Nominating Committee the following powers and duties to be performed by the Corporate Governance and Nominating Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole.

Corporate Governance Processes

The Corporate Governance and Nominating Committee, as appropriate:

- a) recommends and brings forward to the Board, a list of corporate governance issues for review, discussion or action by the Board or a committee and undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company;
- b) reviews the Company's policies and any breaches thereto and makes recommendations as required;
- c) reviews and addresses all governance and compliance concerns expressed by directors, except those directed under the whistleblower policy to the Chair of the Audit Committee;
- d) assesses the availability, relevance and timeliness of information required by the Board;
- e) ensures that any issues relating to governance which are identified by the directors as involving management are raised with management;
- f) reviews annually the D&O insurance policy;
- g) ensures that all disclosure requirements concerning the Company's corporate governance are observed; and
- h) with the CEO, develops or reviews a position description for the CEO, which includes a delineation of management's responsibilities.

Nomination Process

In order to recommend to the Board the new director nominees for the next annual meeting of shareholders, the Corporate Governance and Nominating Committee, as appropriate:

- a. assists the Board in determining: what is the appropriate size of the Board; the necessary competencies and skills of the Board as a whole, and the competencies and skills of each existing director;
- b. identifies individuals qualified to become new board members and recommends the new director nominees for the next annual meeting of shareholders, with consideration of the following:
 - i. the competencies and skills that the Board considers to be necessary for the Board as a whole to possess;
 - ii. the competencies and skills that the Board considers each existing director to possess;
 - iii. the competencies and skills each new nominee will bring to the boardroom; and
 - iv. achieving the objectives of the Company's diversity policy;
- c. considers whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member; and
- d. reviewing and administering the Company's Majority Voting Policy.

Review Process

The Corporate Governance and Nominating Committee annually reviews through the annual evaluation process:

- a. the performance of the Board as a whole;
- b. the performance of individual directors, including with respect to attendance, diligence, avoidance or handling of conflicts of interest and compliance with respect to their statutory and common law duties;
- c. the performance of each committee, its chair and its members;
- d. the ongoing education requirements and opportunities for directors and members of each committee of the Board; and
- e. any recommendations a committee may make with respect to the committee's performance and the performance of the committee chair and each of its members.;

The Corporate Governance and Nominating Committee also has such other powers and duties as are delegated to it by the Board.

REPORTING AND ASSESSMENT

The Corporate Governance and Nominating Committee reports to the Board of Directors.

The Corporate Governance and Nominating Committee reviews its Charter and conducts an annual evaluation of the Board, each member, each committee, each committee chair, each committee member, and submits the findings of this evaluation to the Board, and makes recommendations, if any, regarding performance and any improvements. on an annual basis. The Committee reports to the Board the results of such review and assessment, including any recommendations for change.

EFFECTIVE DATE

This Charter was last reviewed and approved by the Board on December 5, 2018.



CHARTER OF THE AUDIT COMMITTEE

PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to oversee the accounting and financial reporting processes of the Company and audits of the Company's financial statements, to review and report on the integrity of the consolidated financial statements of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board"), all of whom shall be "independent directors", as that term is defined in National Instrument 52-110, "Audit Committees" and in accordance with the rules of the NYSE American LLC.
2. All of the members of the Committee shall be "financially literate" (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements).
3. At least one member of the Committee shall have accounting or related financial expertise (i.e. able to analyze and interpret a full set of financial statements, including the notes thereto, in accordance with generally accepted accounting principles) and "financial sophistication" (as that term is defined under the rules of the NYSE American LLC).
4. The Board, at its organizational meeting held after each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
5. Unless the Board shall have appointed a Chair of the Committee or in the event of the absence of the chair, the members of the Committee shall elect a Chair from among their number.
6. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
7. 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.
8. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers necessary or advisable in order to perform its duties and responsibilities.
9. Meetings of the Committee shall be conducted as follows, as appropriate:
 - a. the Committee shall meet at least quarterly at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - b. the Chair of the Committee shall be responsible for developing and setting the agenda for Committee meetings and determining the time and place of such meetings;

- c. the following management representatives shall be invited to attend all meetings, except *in camera* sessions and private sessions with the external auditors:
 - Chief Executive Officer
 - Chief Financial Officer
 - d. other management representatives shall be invited to attend as necessary;
 - e. notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee a reasonable time before the meeting; and
 - f. if the financial statements of the Company are reviewed or audited during a quarterly period, the external auditors shall receive notice of and have the right to attend such meetings of the Committee.
10. The external auditors shall have a direct line of communication to the Committee through its Chair and may bypass management if deemed necessary. The Committee, through its Chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
 11. The Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the external auditors. In addition, the Committee shall receive appropriate funding from the Company, as determined by the Committee for: (i) compensation of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and (ii) payment of ordinary administrative expenses of the Company that are necessary or appropriate in carrying out its duties.
 12. The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.
 13. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.
 14. Subject to any statute or constating documents of the Company, the Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps minutes of its proceedings.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Audit Committee the following powers and duties to be performed by the Audit Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole.

1. The overall responsibilities of the Committee shall be as follows:
 - a. to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;
 - b. to establish and maintain a direct line of communication with the Company's external auditors and assess their performance;
 - c. to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

- d. to report regularly to the Board on the fulfilment of its duties and responsibilities.
 2. The responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - a. be directly responsible for the selection of a firm of external auditors to be proposed for appointment by the shareholders as external auditors of the Company, and to verify the independence of such external auditors;
 - b. to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - c. review the audit plan of the external auditors prior to the commencement of the audit;
 - d. to review with the external auditors, upon completion of their audit, as appropriate:
 - i. contents of their report;
 - ii. scope and quality of the audit work performed;
 - iii. adequacy of the Company's financial and auditing personnel;
 - iv. co-operation received from the Company's personnel during the audit;
 - v. internal resources used;
 - vi. significant transactions outside of the normal business of the Company;
 - vii. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - viii. the non-audit services provided by the external auditors;
 - e. to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - f. to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
 - g. to ensure receipt from the auditors of a formal written statement delineating all relationships between the auditor and the Company consistent with The Public Company Accounting Oversight Board Rule 3526, and to actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and to take, or recommend that the full Board take, appropriate action to oversee the independence of the outside auditor.
 3. The responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
 - a. review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - b. review the Company's Code of Conduct and Ethics Policy and recommend to the Board changes which the Committee may deem appropriate, and review compliance with the Code of Conduct and Ethics Policy;
 - c. review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company (including without limitation resolving any disagreements between management and the auditor regarding financial reporting); and
 - d. review periodically the Company's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.
 4. The Committee is also charged with the responsibility to:

- a. review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- b. review and approve the financial sections of:
 - i. the annual report to shareholders;
 - ii. the annual information form;
 - iii. prospectuses; and
 - iv. other public reports requiring approval by the Board, and report to the Board with respect thereto;
- c. review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- d. review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- e. review and report on the integrity of the Company's consolidated financial statements;
- f. review the minutes of any audit committee meeting of subsidiary companies if applicable;
- g. review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- h. review and pre-approve all non-audit services proposed to be provided to the Company by its external auditors;
- i. review and approve the Company's hiring policies in relation to partners and employees of the Company's external auditors and formal external auditor;
- j. review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts; and
- k. develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

COMPLAINTS

The Audit Committee has established a Whistleblower Policy for (i) the receipt, retention and treatment of complaints received by the Company; and (ii) the confidential and anonymous submission by employees and consultants of the Company and its subsidiaries of complaints or concerns regarding Company Matters.

The Committee is required to review the Whistleblower Policy annually to ensure that it achieves the objective of enabling the confidential submission of concerns regarding questionable accounting or auditing matters and properly dealing with the receipt, treatment and retention of such complaints.

REPORTING AND ASSESSMENT

The Committee reports to the Board of Directors.

The Committee reviews its Charter and through the annual evaluation conducted by the Corporate Governance and Nomination Committee, conducts an assessment of its performance, the performance of the Committee Chair, and the performance of each member on an annual basis.

EFFECTIVE DATE

This Charter was last reviewed and approved by the Board on December 5, 2018.



(the "Company")

CHARTER OF THE COMPENSATION COMMITTEE

PURPOSE

The Compensation Committee has overall responsibility for recommending levels of executive compensation that are competitive and motivating in order to attract, hold and inspire senior officers (the "**Management**").

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**"), all of whom shall be "independent directors", as that term is defined in National Instrument 52-110. In addition, members of the Committee shall meet the prescribed independence and experience requirements and have relevant skills and/or experience in the Committee's areas of responsibility as required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.
2. The Board, at its organizational meeting held after each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee or in the event of the absence of the chair, the members of the Committee shall elect a chair from among their members.
4. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
5. 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.
6. The Committee shall have access to such officers and employees of the Company and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - a. the Committee shall meet at least annually at such times and at such locations as may be requested by the Chair of the Committee;
 - b. the Chair of the Committee shall be responsible for developing and setting the agenda for Committee meetings and determining the time and place of such meetings;
 - c. The Chair of the Committee or any two members of the Committee may invite one or more officers of the Company to attend any meeting of the Committee; and

- d. notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee a reasonable time before the meeting.
8. The Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.
9. The Committee shall have authority to engage independent compensation consultants and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any such consultants and advisors retained by the Committee and to communicate directly with them.
10. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.
11. Subject to any statute or constating documents of the Company, the Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps minutes of its proceedings.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Compensation Committee the following powers and duties to be performed by the Compensation Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole. The Compensation Committee considers the objectives and principles of the Compensation Philosophy and Objectives (as may be updated from time to time) when making decisions and recommendations on compensation.

1. The Compensation Committee, in respect of the CEO and other officers:
 - a. reviews and approves the corporate goals and objectives relevant to CEO and officer compensation on an annual basis subject to the annual audited financial statements and results of the immediate prior fiscal year;
 - b. evaluates the CEO's and officers' performance in light of the corporate goals and objectives relevant to the CEO's compensation; and
 - c. makes recommendations to the Board with respect to the CEO's and officers' compensation based on this evaluation.
2. The Compensation Committee makes recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
3. The Compensation Committee makes recommendations to the Board with respect to director compensation, to ensure that compensation realistically reflects the responsibilities and risk involved in being an effective director.
4. The Compensation Committee reviews succession planning for the CEO and other executive officers and reviews management's succession planning practices (including appointing, training and monitoring senior management) as appropriate.
5. Following the approval of and establishment by the Board of any stock option plan, the Compensation Committee, in accordance with Board guidelines if applicable:

- a. in conjunction with Management, administers the stock option plan;
 - b. reviews management's recommendations for the granting of stock options to Management, Directors and other employees and consultants of the Company and its subsidiaries;
 - c. recommends to the Board the grant of stock options to those optionees who are members of the Board or Executive Officers, as defined in the *BC Securities Act*;
 - d. ensures that all stock options granted to Directors and Executive Officers are subject to the applicable vesting period established by the Board; and
 - e. reviews the stock option plan and makes recommendations to the Board with respect to any changes with all amendments to such plans to be subject to Board approval.
6. The Compensation Committee, in respect of public disclosure of materials approves of the Compensation Discussion and Analysis that is published in the annual information circular.
 7. The Compensation Committee also has such other powers and duties as are delegated to it by the Board.

REPORTING AND ASSESSMENT

The Compensation Committee reports to the Board of Directors.

The Compensation Committee reviews its Charter and through the annual evaluation conducted by the Corporate Governance and Nomination Committee, conducts an assessment of its performance, the performance of the Committee Chair, and the performance of each member on an annual basis.

EFFECTIVE DATE

This Charter was last reviewed and approved by the Board on December 5, 2018.



(the "Company")

CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE

A. PURPOSE

The overall purpose of the Health, Safety and Environmental Committee (the "Committee") of the Company is to:

- (a) review and recommend to the Company's Board of Directors (the "Board") the health, safety and environmental related policies and/or policy improvements that will assist the Company to comply with all applicable laws and regulations during exploration and development;
- (b) monitor, on behalf of the Board, the Company's compliance with its approved health, safety and environmental policies and applicable laws and regulations;
- (c) review with management any extraordinary event or condition involving a health, safety, or environmental impact or significant risk, and where appropriate, report and make recommendations to management and the Board;
- (d) review the corporate social responsibility policy of the Company and its initiatives in respect of same; and
- (e) implement other initiatives as determined by the Board.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members, which shall include a member of management, an executive and an "independent director", as that term is defined in National Instrument 52-110.
2. The Board, at its annual organizational meeting held after each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
4. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the corporate secretary, unless otherwise determined by the Committee.
5. The Committee shall meet at least twice annually on such dates and at such locations as the Chair of the Committee shall determine and may also meet at any other time or times on the call of the Chair of the Committee, any two of the other members, or a senior officer of the Company.

6. 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.
7. The Committee shall have access to such officers and employees and to such information respecting the Company, and may engage independent consultants and advisors at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties Company responsibilities.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

Environmental Matters

- (a) to review and monitor the environmental policies and activities of the Company on behalf of the Board;
- (b) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking all necessary action reasonable in the circumstances to protect the environment and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- (c) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended in connection with (a) and (b) above; and
- (d) to report regularly and on a timely basis and at least annually to the Board on matters coming before the Committee relating to environmental policies and activities of the Company for consideration and the manner of disposition.

Employees' Health and Safety

- (a) to review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Company's employees in the workplace and that established practises are applied;
- (b) to recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- (c) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended with (a) and (b) above; and
- (d) to report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

Corporate Social Responsibility

- (a) to work with the corporate social responsibility sub-committee, to review and monitor the corporate social responsibility policies and activities of the Company on behalf of the Board;
- (b) to review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and

- (c) to report on a timely basis and at least annually to the Board on corporate social responsibility issues and on the state of compliance with the policies of the Company.

D. REPORTING AND ASSESSMENT

The Committee reports to the Board of Directors.

The Committee reviews its Charter and through the annual evaluation conducted by the Corporate Governance and Nomination Committee, conducts an assessment of its performance, the performance of the Committee Chair, and the performance of each member on an annual basis.

EFFECTIVE DATE

This Charter was last reviewed and approved by the Board on December 5, 2018.



(the "Company")

CHARTER OF THE TECHNICAL COMMITTEE

The Company's technical committee (the "Committee") is appointed by the Board of Directors (the "Board") as a standing committee to assist the Board in its oversight of technical and operational matters.

REPORTS

The Committee shall report to the Board on a regular basis, as requested by the Board or as otherwise necessary or appropriate to ensure the Board is properly apprised on technical and operational matters. Where matters reviewed by the Committee are of a nature that overlaps to some extent with matters within the jurisdiction of the Board's other committees, the Committee may report to the particular committee so that a comprehensive report may then be made to the Board.

COMPOSITION

The members of the Committee shall be four or more individuals who are appointed (and may be replaced) from time to time by the Board. At least one member of the Committee shall be a non-management director of the Company and at least one member shall have a technical background and related mining industry experience.

Each member of the Committee is expected to have a reasonable understanding of the mining industry.

The Committee's Chairperson will be designated by the Board and will chair all regular sessions of the Committee and set the agenda for Committee meetings. In the absence of the Chairperson, the Committee shall select a chairperson for that meeting. 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.

The Chairperson may invite any director, employee or contractor of the Company to attend a meeting of the Committee and such other persons as he or she deems appropriate to carry out the Committee's responsibilities.

The Committee shall meet as frequently as circumstances require but at least twice each calendar year.

RESPONSIBILITIES

The Committee shall:

- Report to the Board on any matters which it is requested by the Board to so report.
- Receive regular updates from management on key technical and operational issues and initiatives, including significant exploration and development projects and proposed authorizations for expenditure for matters having a significant technical component.
- Assess the Company's systems and processes for reviewing technical risks and technical controls in place at the Company's operations, including quality assurance/quality control measures, calculation of mineral resources and mineral reserves and similar matters and from time to time receive and review internal and external reports prepared for management on technical matters, as deemed necessary by the Committee.
- Consider the capability of the Company, either through management, other Company personnel, or contractors, to oversee and address technical matters arising in the Company's operations.

INDEPENDENT ADVICE

In discharging its mandate, the Committee shall have the authority to retain (and authorize the payment by the Company of) and receive advice from special legal or other advisors as it determines to be necessary to permit it to carry out its duties.

ASSESSMENT

The Committee reviews its Charter and conducts an assessment of its performance, and the performance of the Committee Chair, on an annual basis. The Committee reports to the Corporate Governance and Nominating Committee the results of such review and assessment, including any recommendations for change.

This Charter was last reviewed and approved by the Board on December 5, 2018.