



**Last Amended: July 31, 2018**  
**Adopted: December 8, 2005**

**Position Description:** President and Chief Executive Officer (the “CEO”)

**Responsible to:** The Board of Directors and the Shareholders of Dundee Precious Metals Inc. (the “Company”)

**Introduction:**

The CEO of the Company is responsible to the board of directors (the “Board”) and the shareholders for the effective development and use of the resources of the Company through a combination of leadership, strategic ability and innovative thinking. To achieve this it is essential that the CEO develops a good working relationship with the Board, other employees of the Company, shareholders and other stakeholders.

**Responsibilities:**

Responsibilities of the CEO are as follows:

A. Responsibilities to the Board

1. Meets regularly with the Chair (the “Chair”) and other Board members to review material issues relating to the Company.
2. Ensures that the Board is provided with all information, and access to management, necessary for the Board to fulfill its statutory and other obligations, in a timely manner.
3. With the Chair and the Board, develops strategic and other plans and, in a timely way, implements those plans as approved by the Board. Communicates any major proposed changes to these plans to the Chair and to the Board.

B. Responsibilities in managing the Company

1. Leads and manages the Company within the guidelines and strategic direction approved by the Board.
2. Develops strategic and other plans and budgets for the Company in cooperation with the Chair, the Board and senior management and, as required, regularly presents these plans and budgets to the Board for approval.
3. Develops and implements operational policies to ensure that the Company operates in accordance with the legal and regulatory requirements of the countries in which it operates.
4. With Board approval, builds a satisfactory organizational structure and establishes an appropriate staffing level for the Company. Works to maintain these at all times, including a satisfactory succession plan.

5. With the Chief Financial Officer, certifies the Company's annual and interim financial statements and MD&A's and the Annual Information Form and ensures the content of this certification meets all legal and regulatory requirements.

C. Responsibilities towards Shareholders, Stakeholders and other Interested Parties

1. Builds and promotes an effective program of communication with shareholders, potential shareholders, other stakeholders and the public.
2. Establishes and promotes a good working relationship with government and regulatory bodies at all levels in each of the countries in which the Company operates, with particular emphasis on being a good corporate citizen and compliance with all environmental regulations.