



TECHNICAL COMMITTEE CHARTER

1. COMMITTEE STRUCTURE

The Technical Committee (the “Committee”) shall be comprised of a minimum of three directors, all of whom shall be non-executive directors and a majority of whom shall be independent directors.

The Chairperson of the Committee shall be nominated by the Corporate Governance & Nominating Committee from time to time. A quorum for any meeting shall be two directors.

Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee in accordance with the policies and principles set forth in the Corporate Governance & Nominating Committee charter. The invitation to join the committee shall be extended by the Board of Directors (the “Board”) itself, by the chairman of the Corporate Governance & Nominating Committee or the chairman of the Board. Members of the Committee may be removed or replaced by the Board.

Any Committee member may resign at any time by providing notice in writing or by electronic transmission to the Corporation’s Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Chairperson of the Committee may invite corporate officers and technical advisors to attend Committee meetings. Minutes of each Committee meeting shall be kept.

The Committee has the right to engage technical experts or advisors, at the expense of the Corporation, and to set and pay the compensation of such outside experts or advisors.

The Committee shall report its activities to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board describing the Committee’s activities.

2. OPERATION OF THE COMMITTEE

Purpose: The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members. The Committee shall oversee and advise the Board and the Corporation’s management team (“Management”) in relation to the development and advancement of the Corporation’s mining assets.

Responsibilities: In general (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 Corporation's exploration opportunities, project development or mining operations. The Committee may also consider project economic analysis, appraisal of technical risk factors, appropriate longer-range (as well as early stage) preparations for project development and construction, as well as such other matters as may be requested by the Board.

The Committee shall meet at least twice annually or more frequently as appropriate depending on the activities of the Corporation.

In addition to the general statement of responsibilities above, the Committee is responsible for:

- (a) overseeing and reviewing the technical aspects of the Corporation's exploration programs, project development life-cycle and construction, permitting, and mining operations, including reviewing all project development milestones and proposals for project construction, and making recommendations to the Board for consideration;
- (b) periodic consideration of reports on interim exploration results;
- (c) periodic consideration of technical issues, challenges and risks facing mining operations, with a view to giving Management advice about appropriate solutions, actions and risk mitigants;
- (d) reviewing on an annual basis the resource and reserve estimates of the Corporation's mineral properties and methodology behind those estimates, having regard to compliance of public disclosure with regulatory and listing requirements, and bringing any material non-compliance to the attention of the Board;
- (e) on behalf of the Board (but not in replacement of its jurisdiction to review and approve), overseeing the detailed technical aspects of project construction, as well as obtaining regular updates from Management regarding progress and performance;
- (f) overseeing periodic benchmarking by Management of the technical policies, systems and monitoring processes of the Corporation versus industry best practices;
- (g) reviewing and reporting to the Board on the sufficiency of financial, technical and human resources to ensure proper and timely development and advancement of the Corporation's exploration, project and mining operations (having regard to the Corporation's strategy); and
- (h) any additional matters delegated to the Committee by the Board.

3. AMENDMENT OR MODIFICATION

This Charter may be amended or modified by the Board.