

Board Mandate

The duties and responsibilities of the Board are to supervise and manage the business and affairs of the Company, at all times acting with a view towards the best interests of the Company. In discharging its mandate, the Board is responsible for the oversight and review of:

- the strategic planning process of the Company;
- identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including appointing, training and monitoring senior management;
- a communication policy for the Company to facilitate communications with investors and other interested parties; and
- the integrity of the Company's internal control and management information systems.

The Board discharges its responsibilities directly and through its committees, currently consisting of the Audit Committee, the Compensation Committee, and the Corporate Governance Committee.

Position Descriptions

The Company has codified position descriptions for each of the Chairman of the Board and the Chairman of each committee of the Board.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics (the "Code") for its directors, officers and employees. The Corporate Governance Committee has responsibility for monitoring compliance with the Code by ensuring all directors, officers and employees receive and become thoroughly familiar with the Code and acknowledge their support and understanding of the Code. Any non-compliance with the Code is to be reported to the Company's CEO. In addition, the Board conducts regular audits to test compliance with the Code. A copy of the Code may be accessed under the Company's profile at www.sedar.com.

The Board takes steps to ensure that directors, officers and employees exercise independent judgment in considering transactions and agreements in respect of which a director, officer or employee of the Company has a material interest, which include ensuring that directors, officers and employees are thoroughly familiar with the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from the Company's directors and the Chairman and CEO regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations in all jurisdictions in which the Company conducts business; providing guidance to directors, officers and employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Whistleblower Policy

The Company has adopted a Whistleblower Policy which allows its directors, officers, consultants and employees who feel that a violation of the Code has occurred, or who have concerns regarding financial statement disclosure issues, accounting, internal accounting controls or auditing matters, to report such violations or concerns on a confidential and anonymous basis. Reporting a violation of the Code is made by informing anonymously to the Whistleblower hotline or (if desired) to a member of the Audit Committee, who then investigates each matter so reported and takes corrective and disciplinary action, if appropriate. Reporting concerns regarding financial statement

disclosure or other appropriate issues are to be forwarded in a sealed envelope to the Chairman of the Audit Committee who then investigates each matter reported and takes corrective and disciplinary action, if appropriate.

Nomination of Directors

The Corporate Governance Committee, which is composed of a majority of independent directors, is responsible for identifying and recruiting new candidates for nomination to the Board. The process by which the Board anticipates that it will identify new candidates is through recommendations of the Corporate Governance Committee whose responsibility it is to develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration the following: (a) the independence of each director; (b) the competencies and skills the Board, as a whole, should possess such as financial literacy, integrity and accountability, the ability to engage in informed judgment, governance, strategic business development, excellent communications skills and the ability to work effectively as a team; (c) the current strengths, skills and experience represented by each director, as well as each director's personality and other qualities as they affect Board dynamics; and (d) the strategic direction of the Company.

The Corporate Governance Committee's responsibilities include periodically reviewing the charters of the Board and the committees of the Board; assisting the Chairman of the Board in carrying out his responsibilities; considering and, if thought fit, approving requests from directors for the engagement of independent counsel in appropriate circumstances; preparing and recommending to the Board a set of corporate governance guidelines, the Code and annually a "Statement of Corporate Governance" to be included in the Company's management information circular; annually reviewing the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management; assisting the Board by identifying individuals qualified to become Board members and members of Board committees; leading the Board in its annual review of the Board's performance; and assisting the Board in monitoring compliance by the Company with legal and regulatory requirements.

Other Directorships

No current director is a director of other issuers.

Orientation and Continuing Education

The Corporate Governance Committee is responsible for ensuring that new directors are provided with an orientation and education program, which includes written information about the duties and obligations of directors, the business and operations of the Company, documents from recent Board meetings, and opportunities for meetings and discussion with senior management and other directors. Directors are expected to attend all meetings of the Board and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the deliberations and decisions.

The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. The Board notes that it has benefited from the experience and knowledge of individual members of the Board in respect of the evolving governance regime and principles. The Board ensures that all directors are apprised of changes in the Company's operations and business.

Ethical Business Conduct

The Board is apprised of the activities of the Company and ensures that it conducts such activities in an ethical manner. The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct.

Committees of the Board

- As at December 31, 2021, the Board had three standing committees and members of each Committee were as follows:
- the Audit Committee – Myles Gao (Chair), Kevin Zhu, and Lorne Waldman;
- the Compensation Committee – Wenfeng Liu (Chair), Myles Gao, and Weiliang Wang; and

- the Corporate Governance Committee – Kevin Zhu (Chair), Myles Gao, and Lorne Waldman.

All committees report directly to the Board. From time to time, when appropriate, *ad hoc* committees of the Board may be appointed by the Board.

Audit Committee

The purpose of the Audit Committee is to assist the Board's oversight of: the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the qualifications and independence of the Company's independent auditors; and the performance of the independent auditors and the Company's internal audit function. For further information see "Audit Committee and Relationship with Auditor" above.

Compensation Committee

The purposes of the Compensation Committee are to make recommendations to the Board relating to the compensation of: the members of the Board; the CEO of the Company; and members of senior management of the Company. Further information regarding the Compensation Committee is set forth above.

Corporate Governance Committee

The primary purpose of the Corporate Governance Committee is to develop and recommend to the Board a set of corporate governance principles applicable to the Company and to identify and recommend individuals to the Board for nomination as members of the Board and its committees (other than the Corporate Governance Committee). The Corporate Governance Committee is responsible for reviewing, with the Board on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include member's contribution, qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. The Board identifies new candidates for Board nomination by considering experience and qualifications in the areas of mining, financial reporting, capital markets and public Company stewardship. The Board seeks to be composed of members with skills and experiences in these areas and will augment its membership from time to time as considered necessary in order to ensure experience and skills from these areas are reflected at all times.

Nomination of Directors

The Board is ultimately responsible for identifying new candidates for nomination to the Board. The process by which candidates are identified is through recommendations presented to the Board based on an analysis undertaken by the Corporate Governance Committee, which establishes and discusses qualifications based on corporate law and regulatory requirements as well as education and experience related to the business of the Company.

Compensation

The Board is ultimately responsible for determining the compensation of the directors and CEO of the Company. The process by which compensation is determined includes an informal comparative analysis of the market for such services and recommendations presented to the Board. The Board reviews and discusses proposals received by the CEO of the Company regarding the compensation of management and the directors.

Board Assessments

The Board and its individual directors are assessed on an informal basis continually as to their effectiveness and contribution. The Chairman of the Board encourages discussion amongst the Board members as to evaluation of the effectiveness of the Board as a whole and of each individual director. All directors are free to make suggestions for improvement of the practice of the Board at any time and are encouraged to do so.