



## CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

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### CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

#### COMMITTEE PURPOSE

The Corporate Governance & Nominating Committee (Committee) assists the board of directors (Board) of Dundee Precious Metals Inc. (DPM) in ensuring that DPM's governance matters are consistently managed in a way that supports the fulfilment of DPM's purpose and strategy in compliance with DPM's policies, standards and legal and regulatory obligations. Specifically, the Committee assists the Board in the oversight and assessment of:

- The functioning and effectiveness of the Board
- DPM's governance philosophies, structures, policies, and processes
- The identification and recommendation of candidates for the Board for election at each annual meeting of shareholders

The Corporate Secretary supports the Committee in fulfilling these responsibilities.

#### OPERATING GUIDELINES

In carrying out its role and responsibilities, the Committee follows the Committee Operating Guidelines.

#### COMPOSITION

The Committee is composed of at least three independent Directors appointed by the Board, with one Committee member designated as Chair of the Committee. Committee members are selected from the Directors on the recommendation of the Corporate Governance & Nominating Committee, provided that all members of the Corporate Governance & Nominating Committee are "independent."<sup>1</sup>

#### RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

##### *Board Governance*

1. Review and update the Board on changes to applicable corporate and securities laws, regulations, guidelines and stock exchange rules (Applicable Laws) or relevant trends in corporate governance that may affect the responsibilities of Directors or governance functioning and discuss and recommend any potential changes or enhancements to DPM's corporate governance practices.

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<sup>1</sup> "Independence" is defined in accordance with Applicable Laws.

## CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

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2. Oversee and make recommendations to the Board on developing DPM's approach to corporate governance practices, with consideration to the best interests of DPM and its shareholders and other stakeholders, including the general well-being of its employees.
3. Biennially review and recommend for Board approval any necessary changes to the Board mandate and workplan, the Committee's mandate and workplan, the Committee Operating Guidelines, and the position descriptions for the Board Chair, Committee Chairs, and individual Directors.
4. Triennially review and if appropriate, recommend any amendments to DPM's governance policies, including the Code of Business Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy, Disclosure & Insider Trading Policy, and any other applicable governance policies.
5. Review, advise and make recommendations to the Board with respect to:
  - a. The size and composition of the Board, ensuring it comprises an appropriate number of independent directors;
  - b. The organization, composition, and responsibilities of the appropriate committees of the Board, including ensuring their composition meets the requirements of Applicable Laws; and
  - c. The evaluation processes and methods (including internal and external facilitation) for evaluating the effectiveness of Board meetings, and the Board, Committees, Board Chair, Committee Chairs, and individual Directors.
6. Lead the review processes to evaluate the effectiveness of the Board, Committees, Board Chair, recommend any areas for improvement, including with respect to:
  - a. The role of and processes by which the Board and Committees fulfill their duties and obligations;
  - b. Board composition and succession planning; and
  - c. Board and Committee structure, purposes, operations, and dynamics.
7. Ensure programs are in place for new Director orientation and ongoing Director professional development, including any formal or informal mentorship programs and education for Directors, to ensure their knowledge and understanding of DPM's business and environment remains current.
8. Review, advise and make recommendations to the Board with respect to governance of DPM's subsidiaries, including with respect to:
  - a. The governance framework and accountability of DPM's subsidiaries to DPM, in light of DPM's strategy; and
  - b. Board composition, meeting practices, and reporting protocols of the subsidiaries to DPM.

## CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

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### *Nominations*

1. Annually review the composition of the Board as a whole and develop recommendations regarding the qualifications, skills, expertise, competencies and diverse perspectives needed for potential Directors and recommend a desirable balance of competencies among Directors.
2. Review, advise and make recommendations to the Board with respect to the processes for seeking qualified candidates to fill Board positions.
3. Support the process for attracting qualified candidates for Board positions, with consideration for DPM's Diversity Policy.
4. Recommend to the Board the nominees for election as directors at the annual meeting of DPM's shareholders.
5. Recommend to the Board the establishment of any special or other Committees of the Board as considered necessary.
6. Recommend to the Board the appointment of the Board Chair, ~~Committeemembers~~, and Committee Chairs.
7. Recommend to the Board the appointment and removal of DPM's officers.

### *Shareholder Governance*

1. Oversee policies and practices relating to shareholder engagement with the Board.
2. Oversee shareholder outreach by DPM's Directors.
3. Review and discuss any changes which may require shareholder approval at DPM's next annual meeting of its shareholders.
4. Review any shareholder proposals for DPM's next annual meeting of its shareholders and recommend an appropriate response by the Board.
5. Support the Human Capital and Compensation Committee as needed in overseeing shareholder advisory votes on executive compensation.

### *Share Ownership Guidelines*

1. Review compliance with share ownership guidelines for Directors as well as the President and CEO (CEO) and executive team (Executive Officers) and recommend any necessary changes to the Board.

### *Risk Management and Compliance*

1. With support from the Audit Committee as needed, establish and regularly review systems, policies and procedures with respect to employees and third parties for dealing with the reporting, investigating, handling and taking of remedial action with respect to alleged misconduct as set out in DPM's Speak Up Standard and Speak Up Report Handling Standard.

## CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

---

3. Periodically review and discuss with the CEO and senior leadership team (collectively, Management) the management of material risks and exposures relating to corporate governance matters as identified in DPM's enterprise risk management framework, and Management's systems, control plans, and steps taken to assess and manage such risks.
4. Review the disclosure in DPM's annual disclosure documents (including the Management Information Circular and other documents) concerning Director nominees, DPM's governance practices, the Committee's composition, activities, and responsibilities and how they are discharged, and any other required disclosure concerning the Committee.

### ***Mandate and Workplan Performance***

1. Annually review the Committee's performance relative to this mandate.

### ***Other Responsibilities***

1. Serve as a forum for individual Directors with respect to matters that are not easily discussed in a meeting of the Board.
2. Review the sufficiency of resources available to meet DPM's commitments relating to the Committee's areas of oversight.
3. Assess, and if appropriate, approve the engagement of an outside advisor by an individual Director at DPM's expense.
4. Keep current on emerging best practices relative to the Committee's mandate.
5. Review such other matters related to the Committee's purpose that the Committee or the Board deems advisable or timely in light of business, legal, regulatory or other conditions.

### ***In Camera Sessions***

At every quarterly meeting, the Committee holds *in camera* meetings with Committee members only and at the Committee's discretion, may hold such other *in camera* sessions at any Committee meeting as the Committee determines is appropriate.

### ***Policy Oversight***

The Committee is responsible for overseeing and making recommendations to the Board for any required changes the following Board and organizational policies:

1. Committee Operating Guidelines (including the Committee Chair Position Description).
2. Board Mandate (including relevant Chair and Director Position Descriptions).
3. Code of Business Conduct & Ethics.



## CORPORATE GOVERNANCE & NOMINATING COMMITTEE MANDATE

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4. Disclosure and Insider Trading Policy.
5. Anti-Bribery & Anti-Corruption Policy.
6. Such other policies as determined appropriate by the Board.