



## TMAC RESOURCES INC.

### Mandate of the Technical Committee

#### Purpose

The Technical Committee (the "**Committee**") of the Board of Directors (the "**Board**") of TMAC Resources Inc. (the "**Corporation**") is appointed by the Board to assist the Corporation and the Board in fulfilling their respective obligations relating to technical matters concerning the Corporation.

#### Composition

1. The Committee shall be composed of three or more directors as designated by the Board from time to time.
2. The Chair of the Committee (the "**Chair**") shall be designated by the Board or the Committee from among the members of the Committee.
3. The composition of the Committee shall comply with all applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**"). At least one member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees*.
4. Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the Board.

#### Meetings

5. The Committee shall meet at least twice in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.
6. A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
7. The Committee shall hold an *in-camera* session without any Senior Executives (as defined in the Mandate of the Compensation Committee) present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
8. The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone,

facsimile, email or other electronic communication at least 48 hours prior to the time of the meeting; however, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference, or other communication equipment, if those absent waive notice or otherwise signify their consent to the holding of such meeting or the meeting is an adjourned meeting as contemplated by paragraph 6 of this mandate.

9. Members may participate in a meeting of the Committee by means of telephone or web conference, or other communication equipment which allows all of the members to hear each other.
10. The Committee shall keep minutes of all meetings, which shall be available for review by the Board.
11. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
12. The Committee may invite such other directors, Senior Executives and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee.
13. Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
14. The Committee shall report its deliberations, determinations and recommendations to the Board.

### **Resources and Authority**

15. The Committee has the authority to:
  - (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
  - (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
  - (c) conduct any investigation considered appropriate by the Committee; and
  - (d) request any Senior Executive or other employee of, or outside counsel for, the Corporation, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

## **Responsibilities**

### **Technical**

16. The Committee is responsible for:

- (a) assessing technical risks and the Corporation's management thereof;
- (b) receiving regular updates from management on mining, processing, projects and construction activities at the Corporation's mineral properties;
- (c) receiving regular updates from management on growth initiatives, including reviewing technical-economic studies, including those prepared in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") prepared to support a management request for Board approval;
- (d) reviewing existing significant technical standards and consider approving adoption of new, significant technical standards proposed by management;
- (e) monitoring and reviewing the management of tailings and designate one or more accountable Senior Executives for such purpose (who shall act in accordance with relevant guidelines set out by the applicable industry associations or regulations); and
- (f) reviewing such other technical matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

### **Mineral Resources and Mineral Reserves**

17. The Committee is responsible for:

- (a) approving the appointment of the designated qualified person (the "**Qualified Person**") as such term is defined by the applicable securities laws and regulations for estimating the Corporation's **Mineral Resources and Mineral Reserves** (as adopted by the Canadian Institute of Mining, Metallurgy and Petroleum Council on May 10, 2014, which are incorporated by reference in NI 43-101) and other scientific and technical information that is disclosed to the public;
- (b) prior to its publication, reviewing a Mineral Resources or Mineral Reserves estimate and the report of the Qualified Person thereon. In carrying out such review, inquire as to restrictions or interference that could have affected or influenced the objectivity of the Qualified Person to report on Mineral Resources or Mineral Reserves information. Obtain the Qualified Person's confirmation (certification) that the Mineral Resource or Mineral Reserves information has been estimated and properly disclosed with applicable laws and regulations;
- (c) for each of the Corporation's mines, review an annual reconciliation of Mineral Resources and Mineral Reserves to mine production;
- (d) in conjunction with the Audit Committee, oversee the Corporation's internal and disclosure controls relating to Mineral Resources or Mineral Reserves estimation and related disclosure;

- (e) overseeing risk and related mitigation with respect to Mineral Resources or Mineral Reserves estimation and disclosure;
- (f) reviewing reports from management from time to time on all material matters relating to Mineral Resources or Mineral Reserves estimation, including technical reports under NI 43-101;
- (g) reviewing and assessing periodically but not less than every three years, the Corporation's Mineral Resources or Mineral Reserves Policy and submitting any proposed amendments to such Policies to the Board for consideration; and
- (h) reviewing such other Mineral Resources or Mineral Reserves matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

### **Projects**

18. The Committee is responsible for:

- (a) evaluating mining, processing, projects and construction merits of proposed investments and opportunities;
- (b) reviewing and assessing the risks of proposed projects;
- (c) reviewing the estimated schedule and costs of proposed projects;
- (d) monitoring and reviewing the execution of projects; and
- (e) reviewing such other project related matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

### **Exploration**

19. The Committee is responsible for:

- (a) reviewing exploration plans and programs; and
- (b) monitoring the execution of exploration activities.

### **Other Responsibilities**

20. The members of the Committee should make periodic visits, as considered appropriate, in order to become familiar with the nature of the operations of the Corporation, and to review relevant objectives, procedures and performance with respect to health, safety and environmental matters.

21. The Committee should review and assess the adequacy of this mandate periodically and submit any proposed amendments to the Board for consideration.

22. To the extent considered appropriate or desirable in the context of competitive and operational considerations or as required by applicable legal or regulatory requirements, the

Committee should periodically review and assess policies, standards, accountabilities and programs of the Corporation.

23. The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

#### **Chair**

24. The Chair should:

- (a) provide leadership to the Committee and oversee the functioning of the Committee;
- (b) chair meetings of the Committee (unless not present), including *in-camera* sessions (unless the Chair is also a Senior Executive), and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
- (c) ensure that the Committee meets at least twice per financial year of the Corporation, and otherwise as is considered advisable;
- (d) in consultation with the Chairman of the Board, the Lead Director of the Board (the "**Lead Director**"), if any, and the members of the Committee, establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee with input from other members of the Committee, the Chairman of the Board, the Lead Director, if any, and any other appropriate individuals;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as a liaison, and maintain communication, with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- (i) assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
- (j) foster ethical and responsible decision making by the Committee;
- (k) together with the Corporate Governance and Nominating Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- (l) ensure appropriate information is provided to the Committee by the Senior Executives of the Corporation to enable the Committee to function effectively and comply with this mandate;
- (m) ensure that appropriate resources and expertise are available to the Committee;

- (n) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
- (o) facilitate effective communication between the members of the Committee and the Senior Executives of the Corporation;
- (p) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee; and
- (q) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.