



BOARD MANDATE

I. INTRODUCTION

The Board of Directors (the “**Board**”) has the responsibility for the overall stewardship of the conduct of the business and affairs of Red Eagle Mining Corporation (the “**Company**”) and all entities controlled by the Company other than those entities that have securities listed on a securities exchange and are subject to their own corporate governance standards and policies (collectively, “**Red Eagle**”) in the best interests of the holders of the Company’s shares (the “**Shareholders**”). The Board’s fundamental objectives are to enhance and preserve long-term shareholder value, and to ensure that the Company meets its obligations on an ongoing basis by operating in a consistent and safe manner. In performing its functions, the Board shall also consider the legitimate interests of the Company’s other stakeholders. In overseeing the conduct of the business, the Board, through the Chief Executive Officer (“**CEO**”), shall lead the Company ethically and in accordance with the highest standards of corporate governance.

II. PROCEDURES AND GUIDELINES

The Board operates by delegating certain authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including selecting its chair (the “**Chairman**”), nominating candidates for election to the Board and constituting committees of the Board. Subject to Articles of the Company and the *Business Corporations Act* (Business Columbia) (the “**Act**”), the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to committees of the Board.

The Board shall meet quarterly, or more frequently as needed for the directors to diligently discharge their responsibilities. Notice of each meeting will be given to each member. The notice will:

- (a) be in writing (which may be communicated by fax or email);
- (b) be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;
- (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
- (d) be given at least forty-eight (48) hours preceding the time stipulated for the meeting, unless notice is waived by the Board members.

A quorum for the transaction of business at any meeting of the Board shall be a majority of the number of directors currently in office. The Corporate Secretary of the Company shall be responsible for taking minutes of all meetings of the Board and for circulating drafts of such minutes to the Chairman promptly following each meeting. The Chairman or the Corporate Secretary shall present draft minutes from the previous meeting at the succeeding meeting for comments, approval and execution.

The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Resolutions in writing may be signed in counterparts.



The Board believes there is value in having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Attendance by senior management will be determined by the Chairman. Management attendees will be excused for any agenda items that are reserved for discussion among directors only.

The Corporate Governance and Compensation Committee will annually review and reassess the adequacy of this Mandate and submit any recommended changes to the Board for approval.

III. ROLE AND RESPONSIBILITIES OF THE BOARD

The Board's principal duties and responsibilities shall include:

- (a) acting honestly and in good faith with a view to the best interests of the Company;
- (b) adopting a strategic planning process;
- (c) risk identification and ensuring that procedures are in place for the management of those risks;
- (d) review and approve annual operating plans and budgets;
- (a) implementing policies and procedures that promote safety, ethics and corporate social responsibility;
- (b) fostering an ethical culture of integrity and responsible decision making throughout the Company;
- (e) succession planning, including the appointment, training and supervision of management;
- (f) delegations and general approval guidelines for management;
- (g) monitoring financial reporting, internal control and management information systems;
- (h) ensuring timely corporate disclosure and communications;
- (i) enhancing the assignment of shareholder expectations, the Company's plans and management performance;
- (j) adopting processes for monitoring the Company's progress toward its strategic and operational goals and revising its direction to management in light of changing circumstances affecting the Company;
- (k) adopting measures for receiving feedback from stakeholders; and
- (l) adopting key corporate policies designed to ensure that the Company, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

IV. INDEPENDENCE

The Board is responsible for ensuring that appropriate structures and procedures are in place to enable it to function independently of management, including endeavoring to maintain a majority of "independent" directors as defined by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). The Board, in consultation with the Corporate Governance and Compensation Committee, will review, at least annually, the relationship of each director and the Company to determine if each director is



or remains “independent”. In addition, the independent directors shall hold an in-camera session without the presence of management or any non-independent directors at each Board meeting.

V. STRATEGIC PLANNING AND RISK MANAGEMENT

The Board has the responsibility to ensure that the Company has long-term goals and a strategic planning process in place and to work with management, directly or through the Board’s committees, in developing and approving the defined processes by which the Company proposes to achieve its goals, taking into account, among other things, the changing opportunities and risks of the Company’s business. In addition, the Board will monitor performance against the strategic plan.

The Board, in conjunction with management, will identify the principal risks of the Company's business and oversee management's implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks with a view to the long-term viability of the Company.

VI. DIVISION OF RESPONSIBILITIES

The Board has the power to:

- (a) appoint and delegate responsibilities to management and committees where appropriate to do so; and
- (b) develop position descriptions for:
 - i. its individual members and/or the individual members of committees of the Board;
 - ii. the Chairman of the Board;
 - iii. the CEO; and
 - iv. the Chief Financial Officer (“CFO”).

To assist in the exercising of its responsibilities, the Board has established three standing committees of the Board: the Audit Committee, the Corporate Governance and Compensation Committee; and the Technical and Sustainability Committee. The Board will, however, retain its oversight function and be ultimately responsible for any delegated responsibilities.

Each committee shall have a written charter that clearly establishes its purpose, responsibilities, members, structure and functions. Each committee charter shall be reviewed by the Board at least annually. The Board may establish other standing or ad hoc committees from time to time which will function in accordance with such committee’s charter. The Board is responsible for appointing the committee members, including the chair of each committee.

All members of the Audit Committee, and all members of the Corporate Governance and Compensation Committee must be independent, subject only to the Board claiming an available exemption under applicable securities laws and stock exchange requirements. The majority of the members of other committees must be independent directors.



VII. THE BOARD-MANAGEMENT RELATIONSHIP

The Board will delegate to the CEO and management authority over the day-to-day management of the business and affairs of the Company. This delegation of authority will be subject to specified financial limits and any transactions or arrangements in excess of general authority guidelines will be reviewed by and subject to the prior approval of the Board. The Board shall maintain responsibility to:

- (a) monitor and assess the CEO's performance and effectiveness, to satisfy itself as to the integrity of the CEO, and to provide advice and counsel in the execution of the CEO's duties;
- (b) develop or approve the corporate goals or objectives that the CEO is responsible for;
- (c) approve the appointment of all corporate officers, acting on the advice of the CEO, including those of any of the Company's subsidiaries, and to satisfy itself as to the qualifications and integrity of such corporate officers;
- (d) ensure that adequate provision has been made to train, develop and monitor management and for the approval of an orderly succession of management;
- (e) ensure that appropriate measures are taken to orient new directors regarding the role of the Board, its committees and its directors and the nature and operation of the Company's business. The Board is also responsible for ensuring that measures are taken to provide and pay for continuing education for its directors to ensure that they maintain the skill and knowledge necessary to meet their obligations as directors;
- (f) annually review the performance of the Board and its committees against their respective charters and mandates and disclose the process in all applicable public documents. The Board shall also annually evaluate the performance of individual directors, the performance of the Chairman;
- (g) approve the compensation of officers and reviews and approves the Company's incentive compensation plans. In doing so, the Board shall take into account the advice and recommendations of the Corporate Governance and Compensation Committee; and
- (h) ensure that management is aware of the Board's expectations of management.

VIII. COMPLIANCE

The Board has the responsibility to ensure, in conjunction with management, that the Company operates at all times ethically, within applicable laws and regulations, and in accordance with the highest standards of corporate governance.

IX. MATTERS REQUIRING BOARD REVIEW AND APPROVAL

The Board is responsible for submitting to shareholders any matter requiring their approval. The Board is responsible for adopting or amending articles and for approving continuous disclosure documents which are "core" documents including annual and interim financial statements, the related management's



discussion and analysis and press releases related thereto, the annual information form, and management information circular

The Board is responsible for approving prospectuses. The Board is also responsible for approving borrowing and hedging.

The Board is responsible for the annual audited financial statements and, if required by applicable securities legislation, the interim financial statements, and the notes and Management's Discussion and Analysis accompanying such financial statements. The Board may delegate responsibility for approving interim financial statements to the Audit Committee.

The Board shall review and approve capital, operating and exploration and development expenditures including any budgets associated with such expenditures.

Directly and through the Audit Committee, the Board assesses the integrity of internal control over financial reporting and management information systems.

The Board is responsible for reviewing and approving material transactions outside the ordinary course of business, including material investments, acquisitions and dispositions of material capital assets, material capital expenditures, material joint ventures, and any other major initiatives outside the scope of approved budgets.

The Board shall approve those matters that are required under the Company's governing statute to be approved by the directors of the Company, including the issuance, purchase and redemption of securities and the declaration and payment of any dividends.

The Board shall approve the adoption of any equity compensation plans, stock option grants and short-term and long-term incentive plan criteria, targets and awards.

Directly and through the Disclosure Committee, the Board shall monitor the Company's executive Disclosure Committee and ensure that the Company discloses information in a timely, accurate, consistent and complete manner and fairly presents the Company's financial condition and results of operations in all material respects.

The Board has adopted a Code of Ethics that governs the behaviour of directors, officers and employees working for the Corporation, and has established procedures for monitoring compliance. The Board must approve any amendments and waivers and ensure disclosure of any amendments and waivers as required by applicable law or regulation

The Board shall adopt procedures to ensure the integrity of internal controls and management information systems to ensure compliance with all applicable laws, rules and regulations, and to prevent violations of applicable laws, rules and regulations relating to financial reporting and disclosure, violations of the Company's code of business conduct and ethics, and fraud against the Corporation.

The Board will report annually to the Company's shareholders on its stewardship over the affairs of the Company for the preceding year, and to develop on-going mechanisms for achieving effective and transparent engagement between shareholders, the Board and management.



X. MEMBERSHIP AND COMPOSITION

The Board has the responsibility to determine:

- (a) its appropriate size and composition;
- (b) the relevant criteria for proposed additions to the Board, having regard to areas of required expertise and the need for independent directors, as that term is defined in NI 58-101 and the rules of the applicable exchanges;
- (c) the maximum number of boards or other engagements considered appropriate for directors, having regard to whether they are independent directors or members of management;
- (d) any appropriate age for retirement of directors; and
- (e) the recommended compensation of directors for their services in that role, after consideration by the Corporate Governance and Compensation Committee; and the number of meetings of the Board to be held each year and the time and place of such meetings; provided that the Board shall meet at least on a quarterly basis.

XI. DIRECTOR COMPENSATION

The Board members should be compensated in a form and amount that is appropriate and which is customary for comparative organizations, having regard to such matters as time commitment, responsibility and trends in director compensation. The Board, based upon recommendations of the Corporate Governance and Compensation Committee, will periodically review the adequacy and form of directors' compensation, including compensation of the Board Chair and committee chairs, to confirm that it is competitive with companies that are similarly situated and realistically reflects the responsibilities and risks involved in being a director. Management directors will not receive additional compensation for Board service.

To more closely align the interests of directors and the Shareholders, the directors will be eligible to participate in Red Eagle's stock option plan, restricted share unit plan and/or deferred share unit plan, under which directors are eligible to receive incentive stock grants.

XII. TERM LIMITS FOR DIRECTORS

The Board has determined that fixed term limits for directors should not be established and that Board renewal is the primary focus. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into the Company and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide ongoing input of fresh ideas and views and annually considers changes to the composition of the Board.

XIII. BOARD AND COMMITTEE EVALUATION

The Board Chair will facilitate an annual assessment of the overall performance and effectiveness of the Board. The Chairman will report on such assessments to the Board. The Board, in conjunction with the Corporate Governance and Governance Committee, will be responsible for establishing the evaluation criteria and implementing the process for such evaluations. If requested, each director will complete a board effectiveness questionnaire assessing:



- (a) the Board's performance in specified categories such as fiduciary oversight, Board governance and process, strategic planning and business decisions, and financial matters; and
- (b) the performance of each committee of the Board in light of such committee's mandate.

The Board will, after receiving the oral or written report of the Board Chair, meet to discuss the results. The objective of the assessments is to maintain the continued effectiveness of the Board as a whole, each committee, and each individual Board member (including the Board Chair), in the execution of their responsibilities and to contribute to a process of continuing improvement.

XIV. THIRD PARTY ADVISORS

The Board, and any individual director with the approval of the Board, may retain at the expense of the Company independent counsel and advisers in appropriate circumstances.

XV. THE CHAIRMAN

The Chairman, will provide leadership to directors in discharging their duties as set out in this Charter, and will assist the Board in discharging its stewardship function.

In addition, in conjunction with the chair of the Corporate Governance and Compensation Committee, the Chairman, will ensure that:

- (a) all directors receive updates to Company policy documents and the listing policies of the applicable exchanges;
- (b) regular discussions relating to corporate governance issues and directors' duties are conducted at Board meetings;
- (c) the Company's policies are reviewed and updated by the Board as new rules or circumstances dictate; and
- (d) appropriate funding is allocated to directors to attend seminars or conferences relevant to their positions as directors of the Company.

In connection with meetings of the directors, the Chairman, with the assistance of the Corporate Secretary, will be responsible for the following:

- (a) scheduling meetings of the directors and setting the agenda for such meetings;
- (b) monitoring the adequacy of materials provided to the directors by management and ensuring that the directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (c) ensuring that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Company;
- (d) presiding over meetings of the directors; and
- (e) encouraging free and open discussion at meetings of the Board.

This Mandate was last approved by the Board on September 15, 2017.