



SANTACRUZ SILVER MINING LTD.

MANDATE OF THE BOARD OF DIRECTORS

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I. ROLE

The Board of Directors (the “**Board**”) of Santacruz Silver Mining Ltd. (the “**Company**”) is responsible for overseeing the exercise of corporate powers and ensuring that the Company’s business is managed to meet its corporate goals and objectives and that the long-term interests of the shareholders are served. The Board recognizes its responsibility to engage and provide for the continuity of executive management that possesses the character, skills and experience required to attain the Company’s goals and its responsibility to select nominees for the Board of Directors who possess appropriate qualifications and reflect a reasonable diversity of backgrounds and perspectives. The Board will exercise its oversight through review of the quarterly reports of the Company’s standing committees of the Board. This Mandate requires compliance from each Director in letter and spirit. Each Director will execute his/her duties as a member of the Board in accordance with the terms contained in this Mandate.

II. COMPOSITION

The Board will be composed of a majority of Independent Directors. "Independence" will have the meaning given to it under applicable securities legislation and stock exchange policies on which any of the Company’s capital stock is listed.

III. FUNCTIONS OF THE BOARD

Board Agenda

1. The Chair of the Board will establish an agenda for each Board meeting in consultation with the Chief Executive Officer (the “**CEO**”). Each Director is encouraged to suggest items of business for the agenda. The Chair will act as the effective leader of the Board and ensure that the Board’s agenda will enable the Board to successfully carry out its duties.

Board Materials and Presentations

2. Except where not appropriate or impractical, the Company will provide Directors with materials relating to agenda items and presentations in advance of Board meetings.

Executive Sessions of Directors and Independent Directors

3. The Board has determined that an in camera meeting (also known as an “**Executive Session**”) of the Board of Directors and an Executive Session of the Independent Directors will be held before or after a regularly scheduled Board meeting. In addition, Executive Sessions may be held as need requires or circumstances dictate. In any event, an Executive Session of the Independent Directors will be held at least twice annually without non-independent Directors or other members of management present. The lead Director of the Board (if applicable) will preside over all Executive Sessions. If a lead Director has not been appointed or if the lead

Director is absent or unwilling to preside over the Executive Session, then the Directors present must choose a Director to preside over the Executive Session.

Management Attendance at Board Meetings

4. The Board welcomes the regular attendance of senior management of the Company at each Board meeting. The Chair or the CEO may, with the concurrence of the Board, include independent advisors as attendees on an "as required" basis.

Board Access to Management

5. Directors will have access, as necessary, to all officers of the Company.

Direct Board Access to Independent Advisors

6. Directors will have access, as necessary or appropriate, to independent advisors.

Evaluating Board Performance

7. Each year, the Board of Directors will conduct annual self-assessments to determine whether it, the Directors, and the committees are performing effectively. The Governance and Nomination Committee is responsible for seeking comments from all Directors and reporting to the full Board the collective assessment of the Board's performance as well as the performance of the committees and individual Directors. Assessments of the Board and its committees will consider the mandate and committee charter, as the case may be. Assessments of individual Directors will consider the position description and skills and competencies applicable to that individual. The full Board will discuss the assessment reports to determine what, if any, action should be taken to improve performance.

IV. COMMITTEES

The Board will have the following standing Committees:

- (a) an independent Audit Committee;
- (b) an independent Compensation Committee; and
- (c) an independent Governance and Nomination Committee.

Each Committee will have a written mandate that is periodically reviewed and updated as necessary. The committee chairs will report the results and recommendations of their meetings to the full Board at the next meeting of the Board following each meeting of the respective committees.

The Chair of the Board and Chief Executive Officer should regularly consult with committee chairs to obtain their insights and to optimize committee performance. In accordance with applicable listing standards, each committee will conduct an annual performance review of its effectiveness.

V. DIRECTORS

The Board, in consultation with the Governance and Nomination Committee, will define the criteria that all proposed candidates for election to the Board will possess. The character of the proposed candidate must be consistent with the values and guiding principles contained in this Mandate.

All Board members will be expected to:

- (a) develop and maintain an understanding of the Company's operations, strategies and industry within which the Company operates;
- (b) develop and maintain an understanding of the regulatory, legislative, business, social and political environment within which the Company operates;
- (c) develop and maintain familiarity with the officers of the Company;
- (d) attend Board and, if applicable, committee meetings regularly;
- (e) read advance materials prior to Board or committee meetings;
- (f) participate fully and actively in the discussions of the Board and any committee to which the individual belongs;
- (g) if absent from a meeting, keep up-to-date on discussions missed;
- (h) devote the necessary time and attention to Company issues in order to make informed decisions;
- (i) if requested, participate on Board committees;
- (j) remain knowledgeable of the written mandate of the Board and the charter of the committee or committees of which the Director is a member; and
- (k) participate in continuing Director education.

VI. CHAIR OF THE BOARD AND CHIEF EXECUTIVE OFFICER

The Chair of the Board and the CEO are two separate positions, but both positions may be held by the same person.

The Chair of the Board will be elected by the members of Board. The candidate will have demonstrated during his/her service on the Board that he/she supports the Board mandate, is an independent thinker, and has the leadership qualities to lead the Board.

The performance of the CEO will be evaluated on an annual basis by the Compensation Committee based on written objective criteria established by the Compensation Committee, which will include reference to the financial performance of the Company, establishment and implementation of strategies, and achievement of Company goals and objectives.

The compensation of the CEO will be determined by the Board's Compensation Committee, and the Committee may take into account advice from independent compensation consultants as it may deem appropriate. The compensation of the CEO will be linked with the financial performance of the Company, the implementation of strategies and the achievement of the Company goals and objectives.

The CEO will on a regular basis review succession planning with the Governance and Nomination Committee.

VII. POSITION DESCRIPTIONS

The Board will develop clear position descriptions for the Chair of the Board, the Chair of each committee and the CEO. The Board will ensure that the CEO position description delineates the responsibilities of management. In consultation with the Compensation Committee, the Board will develop the corporate goals and objectives that the CEO is responsible for meeting, and will be set at the annual board meeting for the next years operations.

VIII. ORIENTATION AND CONTINUING EDUCATION

The Board will ensure that all new Directors receive a comprehensive orientation which will include education regarding the role of the Board and its committees, the expectations of individual Directors and the nature and operation of the Company's business. The Board will ensure that Directors are provided with continuing education opportunities to enhance their skills and abilities and understanding of the Company's business.

IX. CORPORATE GOVERNANCE, INTEGRITY AND THE CODE OF BUSINESS CONDUCT AND ETHICS

The principles for conducting business with integrity are contained in the Company's Code of Business Conduct and Ethics (the "**Code**"). The Code describes the conduct the Company expects from its Directors, officers and employees. Each Director is expected to comply with the letter and spirit of the Code and the Compensation and Governance and Nomination Committee will monitor compliance with the Code. The Board, in consultation with the Governance and Nomination Committee, will develop and annually re-evaluate the Company's approach to corporate governance.

X. STRATEGIC PLANNING

The Board will adopt a strategic plan and, on an annual basis, re-evaluate the strategic plan. The Board may, in the exercise of its strategic planning function, utilize Company resources to the extent required and also rely on such independent strategic advisors as the Board deems appropriate.

The strategic plan will include at least the following:

- (a) an evaluation of the opportunities and risks of the business of the Company;
- (b) an analysis of the industry, including consideration of its dominant economic features, strength of competitors and competitive forces, changes in the competitive structure and changes in the business environment. Consideration must also be given to the

reasons for strengthening and weakening of competitive forces, anticipation of the strategic moves of competitors and key success factors for the achievement of the Company's goals and objectives. Strategic planning must involve an analysis of the attractiveness of the industry and the ability to increase profitability in the industry;

- (c) an analysis of the Company's own position including the influence and competitive factors relating to suppliers, customers, substitute products, competitors, new and emerging competition and existing rivalry between competitors. Consideration must be given to determine the effectiveness of the existing strategy, the Company's strengths, weaknesses, opportunities and threats, the pricing policies and the Company's cost structures. In addition, the Company's competitive position relative to its major competitors must be considered and strategic challenges must be identified; and
- (d) consideration whether there is room for improvement of the present strategic position.

XI. FINANCIAL REPORTING AND MANAGEMENT

The Board will:

- (a) approve the Company's audited financial statements and review and oversee the Company's compliance with applicable audit, accounting and financial reporting requirements;
- (b) approve annual operating and capital budgets;
- (c) confirm the integrity of the Company's internal control and management information systems;
- (d) review operating and financial performance results relative to established strategy, budgets and objectives; and
- (e) review and assess the adequacy of the Audit Committee Charter on an annual basis.

XII. SUCCESSION PLANNING

The Board will develop a policy for the appointment, training and performance monitoring of senior management personnel. The policy will also include the identification of successors of senior management, the development, training and mentoring of the selected successors and implement the appropriate retention initiatives and reward schemes to ensure that chosen successors remain loyal to the Company.

XIII. DISCLOSURE POLICY

The Board will develop a policy that outlines the reporting requirements, procedures and practices required under applicable securities laws and stock exchange rules.

XIV. REPORTING OF CONCERNS

All stakeholders, including creditors, shareholders and employees, will be entitled to communicate any concerns about the Company's conduct or other matters directly to the Chair of the Board.

XV. AMENDMENT

This Mandate may be amended by the Company's Board, subject to the disclosure and other provisions of the applicable corporate and securities legislation and stock exchange rules.

XVI. BOARD MANDATE EVALUATION

The Board shall periodically review this Board Mandate and may update it as required to reflect changes as required by securities regulatory agencies or stock exchanges, or so as to reflect industry standards or corporate practices.

Last presented for review and approval to, and so approved by, the Board of Directors on November 11, 2023.