



SABINA GOLD & SILVER CORP.
(the "Company")

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee is to:

- develop and recommend to the Company's Board of Directors (the "Board") corporate governance principles applicable to the Company;
- lead the annual review of the performance of the Board and individual directors; and
- Identify and recommend to the Board qualified and suitable individuals for nomination to the Board.

COMPOSITION

The Committee will be comprised of a minimum of three directors.

Each Committee member shall be appointed annually from the Board of Directors at the first Board meeting following the general meeting of shareholders or at such other time as the Board may determine. Following such appointment each Committee member shall hold office for the ensuing year or until the member resigns, is removed by the Board or ceases to be a Director. The Board may at any time change the composition of the Committee by adding or removing members and may fill a vacancy when a Committee member resigns, is removed or for any other reason.

Each Committee member shall be independent as determined by the Board and in accordance with governing corporate and securities laws and applicable stock exchange listing standards.

The Board shall appoint the Committee Chair and the Secretary of the Company shall be the Committee Secretary.

MEETINGS

1. The Committee will meet as frequently as necessary as determined by the Committee Members and Committee Chair in order to fulfill the responsibilities described below and in any event at least two times per year.
2. A quorum for a meeting of the Committee shall be a majority of Committee members. No Committee meeting shall be duly constituted and no Committee business shall be transacted at a meeting unless a majority of the members of the Committee are present. The Committee may also act by unanimous written consent of each of its members.
3. Meeting Agendas will be prepared and provided in advance to Committee members along with appropriate briefing materials.

4. The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all Committee Meetings and may attend meetings at the invitation of the Committee Chair. Any Company Director may attend meetings but may not vote and may not be included for the purposes of quorum requirement.
5. The proceedings at Committee meetings will be recorded in minutes. The Committee Chair shall report at the Board's next meeting or otherwise respecting the matters discussed, recommendations and resolutions made and actions taken at the Committee meeting.
6. The Committee may implement such procedures and rules as it deems appropriate including rules relating to the holding of meetings in person, by telephone or, if consented to by other Committee members, through the use of any other communication medium which enables all members attending the meeting to hear each other.
7. The Committee may engage outside consultants to advise in matters relating to its charter at the Company's expense, without the prior approval of the Board of the Company.
8. The Committee will hold an in-camera session of the independent committee members at each Committee meeting.

CHAIR

The Chair of the Committee shall have the duties and responsibilities set forth in Appendix "A".

RESPONSIBILITIES AND DUTIES

Corporate Governance

The Committee shall have the following responsibilities:

1. Review the Company's corporate governance practices, the policies, charters procedures and protocols relating to same and recommend amendments and changes from time to time
2. Review the Committee Charter annually and recommend amendments when necessary.
3. Review disclosure relating to the Committee's responsibilities and actions in any relevant continuous disclosure documents of the Company and recommend any necessary changes.
4. Review available public corporate governance benchmarking surveys and provide periodic updates to the Board on ongoing developments in corporate governance.
5. Conduct an evaluation process of the Board and, in conjunction with the Board Chair, review the contribution of individual directors on an annual basis prior to the appointment or reappointment of directors by shareholders at the annual general meeting.
6. Conduct an evaluation process to assess the effectiveness of Board and Board Committees and their Chairs and make annual recommendations on committee make up.
7. Review the mandates and charters of all Board Committees from time to time to ensure they reflect best practices, and recommend changes if necessary
8. Ensure on an annual basis that there are no conflicts of interest or performance concerns with respect to those directors who serve on multiple boards.

Nominating and Succession

The Committee shall have the following powers and responsibilities respecting nomination and succession:

1. In advance of each annual shareholder meeting, consider the size and composition of the Board with a view to determine the impact of the number of directors, the effectiveness of the Board and recommend to the Board, if necessary, a reduction or increase in the size of the Board.
2. Determine the skills and qualifications necessary for individual directors and determine the expertise and skill set required of the Board as a whole in light of the Company's business and stage of development.
3. Based on the determinations made under section 2, recommend to the Board nominees to fill vacancies on the Board to be recommended for election as directors at annual shareholder meetings.
4. Develop a list of candidates to fill Board positions and assist the Company in attracting qualified individuals to act as Board members based on the determinations made in sections 1, 2 and 3.
5. Establish an orientation and education program for new members of the Board and provide opportunities for continuing education for all directors to ensure their knowledge and understanding of the Company's business remains current.
6. Encourage, organizational diversity throughout the company through implementation and monitoring of a Diversity Policy.

ACCOUNTABILITY

The Committee Chair shall present verbal or written reports regarding the Committee meetings/discussions at scheduled meetings of the Board.

Original approval date:	April 2010
Last Review:	2017
Approved by:	Sabina Nominating & Governance Committee/Board of Directors

ANNUAL WORK PLAN

	J	F	M	A	M	J	J	A	S	O	N	D
Board composition review			✓									
Recommendation of Nominees (as needed)												
Review Corporate Governance disclosure in Information Circular/Annual Report					✓							
Recommend Committee Membership and Committee Chair to the Board						✓						
Review Orientation Program for New Directors						✓						
Conduct Board Effectiveness Discussion (and individual director evaluations as required)			✓									
Biennial Peer-to-Peer Review			✓									
Review Director Succession			✓									
Annually review each director's continuation on the Board											✓	
Review Committee Charter and Work Plan											✓	
Review available public corporate governance benchmarking surveys/proxy advisors annual proxy season reviews											✓	

APPENDIX "A"

The Committee's work schedule shall be as attached but may be amended, from time to time, by the Committee Chair

Hold an in-camera session of the independent members of the Committee	At Every Meeting
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APPENDIX “B”

Corporate Governance and Nominating Committee chair – Position Description

The Chair of the Committee shall be principally responsible for overseeing the operations and affairs of the Committee and, in particular, will:

1. Schedule and settle the agenda for Committee meetings with input from other Committee members, the Chair of the Board and management as appropriate;
2. Facilitate the timely, accurate and proper flow of information to and from the Committee;
3. Chair Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision making is reached and adequately recorded;

4. Encourage the Committee to hold an in-camera session as part of regularly scheduled Committee meetings.
5. Ensure that an appropriate system is in place to assess the performance of the Committee as a whole, the Committee's individual members and make recommendations for changes when appropriate.
6. Carry out such other duties as may reasonably be requested by the Board.