



SABINA GOLD & SILVER CORP
(the “Company”)
POSITION DESCRIPTION
Chair of the Board of Directors

Introduction

The following is a description of the duties and responsibilities of the Chair of the Company’s Board of Directors (“Chair”). The Board of Directors (the “Board”) is ultimately responsible for managing the business of the Company in the best interest of its shareholders. Critical to this management function is the effective management of relationships among the Board, management, shareholders and relevant stakeholders. The Chair’s role is to provide leadership to the Board and to play a leading role in managing relationships among the Board, management, shareholders and stakeholders.

Responsibilities

The Chair will be responsible for the following matters:

Management of the Board

- Chairing all board meetings and taking the lead in ensuring that meetings are conducted in an efficient and effective manner.
- Ensuring that the Board takes full responsibility for management of the Company’s affairs and manages the Company in compliance with the Board mandate and applicable laws.
- Leading the Board with respect to discussing, monitoring and developing appropriate objectives, strategies, policies and procedures for the Company.
- Ensuring the Board is advised of all major developments, trends and potential future developments related to the Company’s business.
- Leading the Board with respect to the determination of the frequency and timing of Board meetings and the development of agendas for such meetings.
- Ensuring that Board members have the background information and materials necessary to discuss and make decisions respecting matters to be discussed at Board meetings and to make material decisions respecting the Company’s affairs.
- Working to build consensus and encourage teamwork among Board members and with management.
- Attending committee meetings where necessary or where the Chair’s presence is requested by the committee chair or the Board.

Working With Management

- Communicating to senior management the ideas and concerns of the Board, the Company's shareholders and other relevant stakeholders.
- Communicating objectives, strategies and policies determined by the Board to senior management, the Company's shareholders and other relevant stakeholders.
- Communicating the strategies, ideas and concerns of senior management to the Board and ensuring that management plans are properly discussed and approved by the Board.
- Working with senior management and the Board to develop appropriate objectives, strategies, policies and procedures for the Company.
- Working with senior management to ensure the implementation of strategies and policies determined by the Board and to ensure that Board decisions are fully implemented and reflected in the conduct of the Company's business.
- Working with the Board to monitor and assess the performance of senior management and to determine ways in which the Company's management team may be strengthened.

Relationships With Shareholders, Other Stakeholders and the Public

- Acting as chair of all shareholder meetings.
- Acting as a liaison between the Board, shareholders and other stakeholders.
- Ensuring effective communication of the objectives, strategies and policies determined by the Board and senior management and major developments in the Company's business to shareholders and other stakeholders.
- Communicating the concerns and perspectives of shareholders and stakeholders to the Board and senior management.
- Managing dialogue between the Company's shareholders and the Board and senior management.

First Approved:	2012
Last Review:	2014
Approved By:	Nominating & Governance Committee/ Board of Directors