



## MANDATE OF THE BOARD OF DIRECTORS

### PURPOSE

The board of directors (the “**Board**”) of Blackrock Silver Corp. (the “**Company**”) has the responsibility for managing the business and affairs of the Company and, in doing so, must act honestly and in good faith with a view to the best interests of the Company. The Board’s fundamental objectives are to enhance and preserve long-term shareholder value, ensuring that the Company meets its obligations on an ongoing basis, and that the Company operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests of its other stakeholders, such as employees, debtholders and the communities and environment in which it operates. In overseeing the conduct of the business, the Board, through the Chief Executive Officer, shall set the standards of conduct for the organization.

The Board’s mandate includes setting long-term goals and objectives for the Company, formulating the plans and strategies necessary to achieve those objectives, and supervising senior management who are responsible for the implementation of the Board’s objectives and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business.

The Board discharges its responsibilities both directly and through its committees, including the Audit Committee, the Corporate Governance and Nominating Committee (“**Corporate Governance Committee**”) and the Compensation Committee. The Board may also appoint ad-hoc committees periodically to address issues of a more short-term nature.

### BOARD ORGANIZATION AND COMPOSITION

Specific responsibilities of the Board include the following:

1. The Board takes into account recommendations of the Corporate Governance Committee, but retains responsibility for managing its own affairs by giving its approval of its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation. When the Chair of the Board is not an independent director, the independent directors of the Board shall designate an independent director to be the lead director. The Board is responsible for determining the roles and responsibilities of the independent Chair or, if applicable, lead director. The Board shall annually evaluate the independence of the Chair or, if applicable, lead director.
2. Each director must be qualified to serve as a director pursuant to, and meet the requirements of, the *Business Corporations Act* (British Columbia) (the “**Act**”), all applicable securities laws and the rules, instruments, policies, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces of Canada, and all stock exchange(s) on which the Company’s securities are listed, (collectively, “**Applicable Laws**”).

3. At least two of the members of the Board shall be independent pursuant to the Applicable Laws. The independent directors shall hold regularly scheduled meetings to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management.
4. Nominees for directors are approved by the Board and elected annually at the Company's annual general meeting of shareholders. The Corporate Governance Committee selects, reviews and recommends to the Board candidates for director nominees. In selecting, reviewing, and accepting candidates for nomination as directors, the Board and the Corporate Governance Committee must consider and evaluate the composition of the Board as a whole, including considering and making a determination as to the independence of each director nominee under Applicable Laws.
5. The Board shall hold meetings on at least a quarterly basis and may also hold additional meetings as considered necessary.

#### **MANAGING THE AFFAIRS OF THE BOARD**

1. Subject to the Company's constating documents and the Act, the Board may delegate to Board committees matters for which the Board is responsible, including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal controls systems. The Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
2. The Board is responsible for ensuring that 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 continuing education for its directors to ensure that they maintain the skill and knowledge necessary to meet their obligations as directors.
3. The Board shall annually review the performance of the Board and its committees against their respective charters and mandates and disclose the process in public documents, as applicable. The Board shall also annually evaluate the performance of individual directors, the performance of the Chair and the performance of the lead director, if any.

#### **MANAGEMENT**

1. The Board is responsible for approving the appointment of the officers of the Company. The Board, together with the Chief Executive Officer of the Company, may develop a position description for the Chief Executive Officer and other executive officers, as desired.
2. The Board approves the compensation of officers and the Company's incentive compensation plans and equity-based plans. In doing so, the Board takes into account the advice and recommendations of the Compensation Committee.
3. The Board, from time to time, delegates to senior management the authority to enter into transactions, such as financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business, are reviewed by and are subject to the prior approval of the Board.
4. The Board ensures that adequate plans are in place for management development and succession.

5. The Board assumes a more direct role in managing the business and affairs of the Company during any period of crisis or emergency.

## **STRATEGIC PLANNING**

1. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the goals and objectives of the Company.
2. The Board is responsible for reviewing the business, financial and strategic plans by which it is proposed that the Company may reach its goals and objectives.
3. The Board is responsible for adopting processes for monitoring the Company's progress toward its strategic and operational goals and directing management in light of changing circumstances affecting the Company.
4. The Board is responsible for conducting periodic reviews of human, technological and capital resources required to implement the Company's objectives and the regulatory, cultural or governmental constraints on the business.
5. The Board is responsible for providing input to management on emerging trends and issues and on strategic plans, objectives and goals that management develops.
6. The Board will consider alternative strategies in response to possible change of control transactions or takeover bids with a view to maximizing value for shareholders and in a manner consistent with Applicable Laws.

## **MONITORING OF FINANCIAL PERFORMANCE AND OTHER FINANCIAL MATTERS**

1. The Board is responsible for enhancing the alignment of expectations of shareholders and other stakeholders with Company plans and management performance.
2. Directly and through the Audit Committee, the Board assesses the integrity of internal control over financial reporting and management information systems.
3. The Board reviews and approves capital, operating and exploration and development expenditures including any budgets associated with such expenditures.
4. The Board is responsible for approving the annual audited financial statements and interim financial reports, and the notes thereto, and the Management's Discussion and Analysis accompanying such financial statements and reports. The Board may delegate responsibility for approving interim financial reports to the Audit Committee.
5. 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.
6. The Board approves 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.

## **RISK MANAGEMENT**

1. The Board is responsible for the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to effectively monitor and manage

those risks with a view to the long-term viability of the Company and achieving a proper balance between the risks incurred and the potential return to the Company's shareholders.

2. The Board monitors the conduct of the Company and ensures that it complies with applicable legal and regulatory requirements.

## **POLICIES AND PROCEDURES**

1. The Board is responsible for approving and monitoring compliance with all significant policies and procedures by which the Company is operated and approving policies and procedures designed to ensure that the Company operates at all times within Applicable Laws and regulations and to the highest ethical and moral standards.
2. The Board is responsible for reviewing significant new corporate policies or material amendments to existing policies (including policies regarding business conduct, conflict of interest and the environment).
3. The Board is responsible for taking steps to ensure that directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.
4. The Board shall enforce its policy respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.

## **COMMUNICATIONS AND REPORTING**

1. The Board is responsible for ensuring that the Company has in place effective communication processes with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted.
2. The Board is responsible for ensuring that all communications with shareholders and information otherwise disseminated by the Company adheres to the requirement of the Company's Disclosure Policy.
3. The Board will review and if necessary, approve the content of the Company's major communications to shareholders and the investing public, including interim financial reports and annual financial statements, management's discussion and analysis, management information circulars, annual information forms and any prospectuses that may be issued.
4. The Board is responsible for monitoring and periodically reviewing the Company's policies and procedures in order to ensure that appropriate policies and processes are in place to ensure the Company's compliance with Applicable Laws and regulations, including timely disclosure of relevant corporate information and regulatory reporting.

## **LEGAL REQUIREMENTS**

1. The Board is responsible for supervising the management of the business and affairs of the Company and directing management to ensure legal requirements have been met and documents and records have been properly prepared, approved and maintained.
2. The Act requires that each director:
  - (a) acts honestly and in good faith with a view to the best interests of the Company, including the duty:

- (i) to disclose conflicts of interest;
  - (ii) not to appropriate or divert corporate opportunities;
  - (iii) to maintain confidential information of the Company and not use such information for personal benefit; and
  - (iv) to disclose information vital to the business of the Company in the possession of a director;
- (b) exercises the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) acts in compliance with the Act and the Company's Articles.

#### **GOVERNING LAW**

This Mandate shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.

#### **EFFECTIVE DATE**

This Mandate was approved and adopted by the Board on October 27, 2022 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.