

SKEENA RESOURCES LIMITED
(the “Company”)

CHAIR OF THE BOARD MANDATE

1 Definitions

- **“Board”** refers to the board of directors of the Company.
- **“Chair”** refers to the chairperson of the Board.

2 Duties and Responsibilities of the Chair

- 2.1 The Chair shall, when present, preside at all meetings of the Board and, unless otherwise determined by the Board, at all meetings of shareholders.
- 2.2 The Chair shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- 2.3 The Chair shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. It is recommended that the Chair attempt to ensure that the individual director’s particular knowledge and competence are used as best is possible in Board work for the benefit of the Company. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- 2.4 The Chair shall endeavour to ensure that the Board’s deliberations take place when as many of the directors as possible are present and that essential decisions are made when as many directors as possible are present.
- 2.5 The Chair shall endeavour to establish a line of communication with the Chief Executive Officer of the Company to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- 2.6 The Chair shall ensure there is an effective relationship between the Board and senior management of the Company.
- 2.7 The Chair shall endeavour to fulfill his or her Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chair shall

consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management being present. The Chair shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Company, in appropriate circumstances.

2.8 With respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the rules of order followed by the Company. These duties include:

- (a) ensuring that the meeting is duly constituted;
- (b) ensuring the meeting provides for reasonable accommodation;
- (c) confirming the admissibility of all persons at the meeting;
- (d) preserving order and the control of the meeting;
- (e) stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (f) in respect of shareholders' meetings, appointing scrutineers and instructing them in their duties;
- (g) ruling on the validity of proxies;
- (h) ensuring that all questions properly brought before the meeting are voted on; and
- (i) providing additional services as required by the Board.

2.9 The Chair shall also liaise with the Corporate Secretary of the Company to ensure that a proper notice and agenda has been disseminated for each meeting, and that appropriate accommodations have been made for all Board and shareholder meetings.

Adopted and approved by the Board as of December 31, 2020.