

SKEENA RESOURCES LIMITED
(the “Company”)

LEAD INDEPENDENT DIRECTOR MANDATE

1 Definitions

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

2 Lead Independent Director

A Lead Independent Director, who must be “independent” (as defined in National Policy 58-201 *Corporate Governance Guideline*, as may be amended from time to time), will be required in the event that the Chair of the Company is not independent.

3 Duties and Responsibilities of the Lead Independent Director

The Lead Independent Director will be responsible for:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) providing leadership to foster the effectiveness of the Board;
- (c) working with the Chair to ensure that the appropriate committee structure is in place and assisting the Nomination & Governance Committee in making recommendations for appointment to such committees;
- (d) working with the Chair, suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, chairing Board meetings;
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of the Company on corporate governance issues and other matters;

- (g) providing recommendations and advice to the Nomination & Governance Committee on candidates for nomination or appointment to the Board;
- (h) recommending, where necessary, the holding of special meetings of the Board;
- (i) working with the Chair and the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- (j) providing additional services required by the Board.

Adopted and approved by the Board as of October 31, 2022.