



POSITION DESCRIPTION – CHAIR OF THE BOARD OF DIRECTORS

A. INTRODUCTION

The Board of Directors (the “**Board**”) of SilverCrest Metals Inc. (the “**Company**”) has ultimate responsibility for oversight of the management of the Company. Critical to meeting this responsibility is the relationship between the Board and management, shareholders, other stakeholders and the individual members of the Board. The Chair, as the presiding Board member, must ensure that these relationships are effective and efficient. In performing this role, the Chair, working together with senior management, must manage the Board and ensure effective relations with shareholders. The Chair will at all times retain an independent perspective to represent the best interests of the Company.

This position description shall only apply to a Chair of the Board that is an independent director of the Company serving a non-executive role. In the event the Chair is not an independent director, the Board shall appoint from among its members an independent director to act as “lead director”.

A. APPOINTMENT TERMS

- (a) The Chair of the Board shall be a duly elected or appointed member of the Board and shall be appointed as Chair by the Board following each annual general meeting of shareholders of the Company.
- (b) The Chair of the Board should have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board.

B. THE CHAIR’S RELATIONSHIP WITH MANAGEMENT

The Chair shall have the following responsibilities:

- (a) acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner;
- (b) together with the Board, assisting the Chief Executive Officer of the Company (“**CEO**”) in formulating the Company’s corporate vision, objective and the overall strategy of the Company and assisting the CEO in fulfilling their responsibilities;
- (c) ensuring that issues arising from Board deliberations are adequately communicated to and addressed by management and that the resulting outcomes are communicated to the Board;
- (d) Preparing Board meeting agendas in consultation with the CEO and other Board members and ensuring that all business set out in the agendas is discussed and brought to resolution, as required;
- (e) ensuring the appropriate flow of information from management to the Board with regard to the content, adequacy and timing of all materials in relation to Board agendas; and
- (f) working with management to ensure draft board minutes prior to their distribution to the Board accurately reflect the proceedings of the Board.

C. MANAGING THE BOARD

The Chair shall have the following responsibilities:

- (a) with the Board, to lead, manage and organize the Board, consistent with the approach to corporate governance practices adopted by the Board from time to time, and ensure that the Board is accountable for the Company's overall approach to governance and ethics;
- (b) except as otherwise authorized in the Company's Articles, to preside as chair at all meetings of the Board;
- (c) determining, in consultation with the Board, the times and places of meetings of the Board;
- (d) arranging for the Board to meet in separate, regularly scheduled in camera sessions without management of the Company present;
- (e) promoting the efficient organization and conduct of the Board's functions;
- (f) facilitating Board discussions, both during and outside Board meetings, to ensure core issues facing the Company are addressed;
- (g) briefing all directors in relation to issues arising at Board meetings;
- (h) ensuring that an appropriate committee structure is in place, and that the functions and responsibilities identified in the Board Mandate are being effectively carried out by the Board and its committees;
- (i) monitoring the responsibilities delegated to Board committees and ensuring these are carried out and reported to the Board;
- (j) assisting the Board committees and Chairs of Board committees in bringing important issues forward to the Board for consideration and resolution;
- (k) ensuring that mandates and/or position descriptions are in place and updated regularly for the Board, Board committees, the Chair and the CEO;
- (l) actively participating in and overseeing with the Corporate Governance and Nominating Committee the administration of the annual evaluation of performance and effectiveness of the Board, Board committees, all individual directors and Chairs of Board committees, other than that of the Chair of the Board;
- (m) ensuring that the Board has an appropriate succession plan in place to ensure that it has the necessary experience to meet the changing needs of the Company;
- (n) supporting a director orientation and continuing education program;
- (o) providing advice, counsel and mentorship to individual directors to assist them to improve performance and, if and when necessary, discussing matters relating to poor attendance or unsatisfactory performance or conduct; and

- (p) to carry out such other duties and responsibilities as may be required of the Chair by the Board from time to time.

D. RELATIONSHIPS WITH STAKEHOLDERS AND THE PUBLIC

The Chair shall have the following responsibilities:

- (a) except as otherwise authorized by the Articles of the Company, to preside as chair at all meeting of the shareholders;
- (b) acting as a liaison and facilitating communications, as necessary, between the Board and the shareholders of the Company and ensuring that the Board is fully aware of shareholder concerns;
- (c) ensuring that shareholders meet at least once annually and as many additional times as required; and
- (d) together and in consultation with the CEO, assist in representing the Company to shareholders and other stakeholders, including community groups, government, and non-governmental organizations.

Board Approval Date: **April 1, 2022**

Effective Date: **April 1, 2022**

Due for review: **April 1, 2023**