

TECHNICAL COMMITTEE MANDATE

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COMMITTEE PURPOSE

The Technical Committee (“Committee”) assists the board of directors (“Board”) of Dundee Precious Metals Inc. (“DPM”) in ensuring that DPM’s material technical matters are consistently managed in a way that supports the fulfilment of DPM’s purpose and strategy in compliance with DPM’s policies, standards and legal and regulatory obligations.

Specifically, the Committee assists the Board in the oversight and assessment of technical matters, including related capital expenditures, overruns and risks, that are material to achieving DPM’s strategic objectives, primarily relating to growth through project development, exploration activities, and acquisition and divestment opportunities (collectively, “Technical Matters”).

The Executive Vice President and Chief Operating Officer supports the Committee in fulfilling these responsibilities.

OPERATING GUIDELINES

In carrying out its role and responsibilities, the Committee follows the Committee Operating Guidelines.

COMPOSITION

The Committee is composed of at least three independent Directors appointed by the Board, with one Committee member designated as Chair of the Committee. Committee members are selected from the Directors on the recommendation of the Corporate Governance & Nominating Committee (“CGNC”), provided that all members of the Committee are “independent”¹.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

Oversight of Technical Matters

1. Annually review the mineral reserves and resources estimates to be included in the Annual Information Form, including material economic and other assumptions supporting such disclosure.
2. Review any material changes to DPM’s mineral reserve and resource estimates.

¹ “Independence” is defined in accordance with applicable corporate and securities laws, regulations, guidelines, and stock exchange rules.

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3. Review Technical Matters relating to DPM's operating sites, development projects and exploration activities, including details on the methodology for and development of capital expenditures, actual capital expenditures and any capital overruns.
4. Review Technical Matters relating to proposed acquisitions of material properties or projects, including a report on (a) the methodology for and development of capital expenditure assessments associated with such potential new acquisitions and projects, and (b) the technical due diligence process on proposed strategic transactions and project development plans, including the assessment of technical merits and estimated capital expenditures.

Risk Management and Compliance

1. Review Management's report on assessment and management of material risks and exposures for Technical Matters identified in DPM's enterprise risk management framework (if any).
2. Review the disclosure in DPM's annual disclosure documents concerning the Committee's composition, areas of oversight and responsibilities, governance practices, activities in the prior year and other required disclosure concerning the Committee.

Mandate and Workplan Review and Performance

1. Annually review the Committee's performance relative to this mandate (to be completed through the CGNC evaluation process).
2. Biennially review the adequacy of the mandate and the Committee's workplan and recommend any changes to the Board.

Other Responsibilities

1. Review such other matters related to the Committee's purpose that the Committee or the Board deems advisable or timely in light of business, legal, regulatory or other conditions.

In Camera Sessions

At every meeting, the Committee holds *in camera* meetings with Committee members only and at the Committee's discretion, may hold such other *in camera* sessions at any Committee meeting as the Committee determines is appropriate.

Policy Oversight

The Committee is responsible for overseeing and making recommendations to the Board for any required changes to the Board and organizational policies which may be applicable to the Committee's area of oversight as determined by the Board.