



SABINA GOLD & SILVER CORP. (the “Company”)

COMPENSATION COMMITTEE MANDATE

PURPOSE

The Compensation Committee has been established by the Board of Directors of the Company to review and recommend compensation policies and programs to the Company as well as salary and benefit levels for its directors, executives and employees. The objective of the committee is to assist in attracting and motivating executives and key personnel in view of the Company’s goals and the competitive environment in which the Company operates. The committee will act in the interests of the Company by being financially responsible.

COMPOSITION

The Committee will be composed of three (3) or more directors of the Company, all of whom shall be independent as defined by Multilateral Instrument 52-110, of the Canadian Securities Administrators and by other applicable rules and regulations of securities regulatory authorities and/or stock exchanges. The members of the Committee and the Committee Chair will be appointed by the Board and will serve until they resign, are removed by the Board, or their successors are appointed by the Board. The Board may at any time change the composition of the Committee by adding or removing members. When a Committee member ceases to be a Committee member for any reason, the Board may fill the resulting casual vacancy. A member of the Committee who ceases to be a director shall also cease to be a member of the Committee.

The Chair, designated by the Board of Directors, shall not be a former Officer of the Company and will act as a liaison between members and executive management.

PROCEDURES

1. The Committee will meet at least twice per year and may schedule such additional meetings as the Committee members, or the Committee Chair, determine to be necessary for the performance of the Committee's duties.
2. A quorum for a meeting of the Committee shall be a majority of the members of the Committee. No Committee meeting shall be duly constituted and no Committee business shall be transacted at a meeting unless a majority of the members of the Committee are present.
3. At each meeting the Committee shall designate a member or some other person to record the proceedings of the meeting and to prepare minutes of the Committee meeting. After each meeting, the Committee shall provide a report to the Board respecting the matters discussed, recommendations and resolutions made and actions taken at the meeting.
4. A committee member may participate in a meeting in person, by telephone or, if consented to by other Committee members, through the use of any other communication medium which allows all members attending the meeting to hear each other.
5. The Committee may pass resolutions or otherwise take actions without holding a meeting if all of the members of the committee consent to such action or resolution in writing.

6. Board members who are not Committee members may attend Committee meetings at their discretion. The Committee may request the presence of the chief executive officer and other members of senior management at Committee meetings if the Committee is of the view that their input will be necessary or useful in the context of matters to be discussed at a meeting.
7. The Committee may, at the Company's expense (provided such expense is not unreasonable in the circumstances), retain the services of outside consultants, experts or advisers to assist the Committee with the performance of its duties and responsibilities as set out in this mandate. Board approval will generally not be required prior to the Committee incurring expenses for consultants, experts and advisers, but the Board may set a maximum annual amount which may be paid for consultants, experts and advisers without prior Board approval.

POWERS AND RESPONSIBILITIES

The Committee shall have the following powers and responsibilities:

1. Annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and review and establish the CEO’s annual compensation based upon this evaluation. The CEO may not be present during any deliberations or the voting of the Committee or the Board with respect to his compensation.
2. In consultation with the CEO, and based upon his input and recommendations, review and approve on an annual basis the evaluation process and compensation structure for the Company’s executive officers other than the CEO. The committee will evaluate the performance of the Company’s executive officers and approve the annual compensation, including salary, bonus and any Long Term Incentive (“LTI”) awards for such officers. No officer or employee may be present during any deliberations or the voting of the Committee or the Board with respect to his or her compensation.
3. Peer Group and Competitive Compensation:
 - a) With input from the CEO, determining a group of similar companies (the “Peer Group”) within the same industry.
 - b) Considering the compensation policies of the Peer Group, with a view to determining appropriate compensation levels, policies and mechanisms for the Company.
 - c) Reviewing the Company's compensation policies and procedures and making recommendations to the Board respecting proposed changes to such policies and procedures to ensure that the Company's various compensation policies and procedures are competitive with those of similar companies.
4. Reviewing the sufficiency and form of compensation paid to executive officers and directors of the Company and ensuring that the compensation paid reflects the risks and responsibilities of the position in question, in light of the size and nature of the Company's business and compensation paid by companies of similar size and engaged in similar businesses.
5. Overseeing the administration of the Company's current stock option plan and making recommendations to the Board respecting option grants to management, directors, employees, consultants and other service providers.
6. Reviewing stock option plans, stock based compensation plans and other incentive/compensation plans (Long term incentive or “LTI” plans) and making recommendations to the Board respecting the adoption or revision of such LTI plans.
7. Annually identifying any risks associated with the compensation policies and practise to the Company that are:

- a) reasonably likely to have a material adverse effect on the Company, and.
 - b) Considering the implications of any such risks and, to the extent deemed necessary by the Committee, and
 - c) establishing practices to identify and mitigate compensation policies and practices that could encourage executives to take inappropriate or excessive risk.
8. Reviewing disclosure respecting executive and director compensation contained in the Company's information circular for its annual meeting of the shareholders (or any other information circular or other document requiring such disclosure), including the statement of executive compensation, assessing compliance with applicable securities laws and recommending any necessary changes.
 9. Perform such other functions assigned by law, the TSX, the Company's bylaws or the Board.
 10. This Charter may from time to time be amended pursuant to regulatory rules, regulations and trends as required, subject to the approval of the Board.

Original Approval Date:	2012
Last Revised and Approved:	2017
Approved by:	Compensation Committee/Board of Directors