

## **CLAWBACK POLICY**

Should the Corporation's financial statements have to be restated by reason of fraud or misconduct, the board may, in its sole discretion, require reimbursement of all or a portion of the variable compensation paid or vested to directors, officers or members of senior management in the past twelve months, including with respect to the annual bonus, stock options, restricted shares, deferred shares or any other variable compensation component.

Clawback Policy

Aya Gold & Silver Inc.