



MANDATE OF THE LEAD DIRECTOR OF THE BOARD

In performing his or her duties, the lead director of the Board of Directors (the “**Board**”) of Aya Gold & Silver Inc. (the “**Corporation**”) takes all reasonable measures to foster an environment which allows the Board to function independently of management.

In performing his or her duties, the lead director:

- (a) in the absence of the chair of the Board (the “**Chair**”), takes on the full duties of the Chair in accordance with the Mandate of the Chair;
- (b) together with the Chair, oversees the preparation of the agenda for Board meetings;
- (c) makes recommendations to the Chair on the conduct of Board meetings;
- (d) chairs the meetings of independent directors, including *in-camera* sessions;
- (e) ensures that independent directors have sufficient opportunities to meet amongst themselves;
- (f) is available to directors who wish to discuss issues that cannot be discussed with the Chair;
- (g) exercises all of the powers conveyed upon him or her by the Articles, the By-laws or any Corporate Policy; and
- (h) assumes any other responsibility assigned to him or her by the Board.