



MANDATE OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

In performing his or her duties, the President and Chief Executive Officer (the “**CEO**”) of Aya Gold & Silver Inc. (the “**Corporation**”) takes all reasonable measures to provide overall leadership and vision in the management development of the business of the Corporation.

In performing his or her duties, the CEO:

- (a) together with the Board of Directors (the “**Board**”), develops the strategic direction of the Corporation;
- (b) together with the Board, develops an annual business plan;
- (c) supervises the execution of the annual business plan approved by the Board;
- (d) assumes the leadership of the senior management team;
- (e) together with the Board, supervises and assesses the other senior management executives;
- (f) fosters an ethical corporate culture and, together with the Chair of the Board (the “**Chair**”), ensures that the Code of Business Conduct and Ethics and all of the Corporation’s policies regarding ethics are implemented and executed throughout the Corporation;
- (g) together with the Chair, ensures that all material decisions are approved by the Board on a timely basis;
- (h) manages the interactions between the Corporation and all of its stakeholders;
- (i) together with the Chair, manages Board activities, including the efficient running of Board meetings and the quality, quantity and timeframe with which the necessary information is transmitted to the Board in order to make informed decisions;
- (j) regularly and timely communicates with the Chair and other members of the Board between Board meetings so that the members of the Board are kept abreast of material business developments;
- (k) exercises all of the powers conveyed upon him or her by the Articles, the By-laws or any Corporate Policy; and
- (l) assumes any other responsibility assigned to him or her by the Board.