

**FORTUNA SILVER MINES INC.**  
(the "Company")

**POSITION DESCRIPTION - CHAIR OF THE BOARD**

**INTRODUCTION**

The Board of Directors of the Company (the "**Board**") has ultimate accountability for the management of the Company. Critical to meeting this accountability is the Board's relationship with the Company's senior officers ("**Management**") and the Company's shareholders.

The Chair, as the presiding Board member, ensures that these relationships are effective and efficient. If the Chair is not independent ("**Non-Independent**") pursuant to the definitions of independence set out in National Instrument 52-110 – *Audit Committees* and any applicable rules and policies of the Toronto Stock Exchange and the New York Stock Exchange, the Board may select one of the independent members of the Board to be appointed as the lead director (the "**Lead Director**").

In performing the role of Chair, the Chair shall work with the CEO and, if applicable, the Lead Director, to manage the Board and ensure effective relations with shareholders.

**WORKING WITH MANAGEMENT**

The Chair acts as a resource for the CEO, including helping to define problems, review strategy, maintain accountability, build relationships and ensure the CEO is aware of concerns of the Board and shareholders. If the Board has appointed a Lead Director, the Chair shall involve the Lead Director appropriately in his or her interactions with Management.

**MANAGING THE BOARD**

The Chair:

- a. provides leadership to foster the effectiveness of the Board, including working to facilitate an effective relationship between Management and the directors;
- b. together with the other directors and Management, assigns tasks to members of the Board to fulfill the Board's goals and monitors the progress of such tasks in light of the Board's mandate and duties;
- c. together with the other directors, ensures that the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- d. assists the Board in reviewing and monitoring the strategy, policies and direction of the Company;

- e. communicates with the Board to ensure that information is made available to the Board members on a timely basis, that adequate time for serious discussion of appropriate issues is made available to Board members and that it has sufficient knowledge to permit it to comfortably and properly make major decisions when such decisions are required;
- f. sets the frequency of the Board meetings and reviews such frequency from time to time;
- g. coordinates the agenda, information packages and related events for Board meetings with the CEO and the Corporate Secretary and, if the Chair is Non-Independent, the Lead Director;
- h. chairs Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- i. in conjunction with the Corporate Governance and Nominating Committee, recommends the committees of the Board and their composition, reviews the need for, and the performance and suitability of those committees and make such adjustments as deemed necessary from time to time;
- j. together with the Corporate Governance and Nominating Committee, ensures that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Corporate Governance and Nominating Committee for changes when appropriate;
- k. consults with the Corporate Governance and Nominating Committee on candidates for nomination or appointment to the Board;
- l. attends committee meetings where appropriate and ensures that Board and committee meetings are conducted in an efficient, effective and focused manner; and
- m. provides additional services required by the Board.

If the Board has appointed a Lead Director, the Chair shall share the appropriate functions with respect to Board management of the independent directors with the Lead Director, in recognition of the Lead Director's role in providing independent Board leadership and the position description of the Lead Director.

## **RELATIONS WITH SHAREHOLDERS AND THE PUBLIC**

The Chair will chair meetings of shareholders whenever feasible. The Chair shall decide, in consultation with the CEO and, if applicable the Lead Director, if it is appropriate that the Board be represented at official functions and meetings with major shareholder groups and financial analysts.

## **EFFECTIVE DATE**

This Position Description was adopted by the Board on May 1, 2018.