

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

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

**PURPOSE**

The Corporate Governance and Nominating Committee (the "**CG&N Committee**"), under the supervision of the Board of Directors of the Company (the "**Board**"), has overall responsibility for developing the Company's approach to corporate governance including keeping informed of legal requirements and trends regarding corporate governance, monitoring and assessing the functioning of the Board and committees of the Board, and for developing, implementing and monitoring good corporate governance practices in the form of the Company's Guide to Corporate Governance. The CG&N Committee is also responsible for identifying and recommending to the Board individuals qualified to become new board members.

**RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board hereby delegates to the CG&N Committee the following powers and duties to be performed by the CG&N Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole.

***Corporate Governance Processes***

The CG&N Committee, as appropriate:

- a. recommends and brings forward to the Board, a list of corporate governance issues for review, discussion or action by the Board or a committee and undertakes such other initiatives as are necessary or desirable to provide effective corporate governance for the Company;
- b. acts as the principal sounding board for the directors and the CEO with respect to governance issues;
- c. ensures that, as appropriate, the Chair of the Board and the CEO are aware of any concerns of the CG&N Committee;
- d. develops the Company's approach to corporate governance issues and ensures that governance of the Company is implemented in compliance with the policies of the Company and applicable law;
- e. reviews the Company's policies and any breaches thereto and makes recommendations as required;
- f. assesses the availability, relevance and timeliness of information required by the Board;
- g. ensures that any issues relating to governance which are identified by the directors involving senior officers of the Company ("**Management**") are raised with Management;

- h. reviews annually the sufficiency of director and officer indemnification, general liability insurance policy and/or D&O insurance policy;
- i. ensures that all disclosure requirements concerning the Company's corporate governance are observed;
- j. with the CEO, develops or reviews a position description for the CEO which includes a delineation of Management's responsibilities; and
- k. reviews Management's succession planning practices.

The Chair of the CG&N Committee approves, in appropriate circumstances, the engagement by any director of any outside adviser.

### ***Nomination Process***

In order to recommend to the board the new director nominees, the CG&N Committee will:

- a. assist the Board in determining: what is the appropriate size of the Board; the necessary competencies and skills of the Board as a whole, and the competencies and skills of each existing director;
- b. identify individuals qualified to become new board members and recommends the new director nominees, with consideration of the following:
  - i. the competencies and skills that the Board considers to be necessary for the Board as a whole to possess;
  - ii. in accordance with the Company's Diversity Policy, the diversity of the Board members; and
  - iii. the competencies and skills that the Board considers each existing or proposed director to possess; and
- c. consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.

The CG&N Committee also has such other powers and duties as are delegated to it by the Board.

### **COMPOSITION**

The CG&N Committee is composed of a minimum of three Directors, a majority of whom are independent, and all of whom have relevant skills and/or experience in the CG&N Committee's areas of responsibility as may be required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.

### ***Appointment of Committee Members***

Members of the CG&N Committee are appointed or confirmed by the Board annually and hold office at the pleasure of the Board.

Where a vacancy occurs at any time in the membership of the CG&N Committee, it may be filled by the Board. The Board fills any vacancy on, or any additional members to, the CG&N Committee.

### ***Committee Chair***

The Board appoints a Chair for the CG&N Committee.

## **STRUCTURE AND OPERATIONS**

### ***Meetings***

The Chair of the CG&N Committee or the Chair of the Board or any two of its members may call a meeting of the CG&N Committee. The CG&N Committee meets at least once each fiscal year, and at such other times during each year as it deems appropriate.

### ***Quorum***

A majority of the members appointed to the CG&N Committee constitutes a quorum.

### ***Notice of Meetings***

The Chair of the CG&N Committee arranges to provide notice of the time and place of every meeting in writing (including by electronic means) to each member of the CG&N Committee at least two (2) business days prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The Chair also ensures that an agenda for the meeting and all required materials for review by the members of the CG&N Committee are delivered to the members with sufficient time for their review, or that such requirement is waived.

### ***Absence of Committee Chair***

If the Chair of the CG&N Committee is not present at any meeting of the CG&N Committee, the other members of the CG&N Committee will choose a Chair to preside at the meeting.

### ***Secretary of Committee***

At each meeting the CG&N Committee appoints a secretary who need not be a director of the Company.

### ***Attendance of the Company's Officers at Meetings***

The Chair of the CG&N Committee or any two members of the CG&N Committee may invite one or more officers of the Company to attend any meeting of the CG&N Committee.

### ***Delegation***

The CG&N Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.

### ***Procedure and Records***

Subject to any statute or constating documents of the Company, the CG&N Committee determines its own procedures at meetings and may conduct meetings by telephone and keeps records of its proceedings.

## **REPORTING AND ASSESSMENT**

The CG&N Committee reports to the Board of Directors, and on an annual basis, presents to the Board a Committee Annual Report consisting of the CG&N Committee's review of its charter, the Committee's and its Chair's performance over the past year, and any recommendations the CG&N Committee makes in respect thereto.

The CG&N Committee also annually reviews and reports to the Board:

- a. the performance of the Board as a whole;
- b. the performance of individual directors, including with respect to attendance, diligence, avoidance or handling of conflicts of interest and compliance with respect to their statutory and common law duties; and
- c. the ongoing education requirements for directors and members of each committee of the Board.

## **ENGAGEMENT OF ADVISORS**

The CG&N Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

## **EFFECTIVE DATE**

This Charter was adopted by the Board on December 15, 2017.