SPROTT RESOURCE HOLDINGS INC.

BOARD OF DIRECTORS MANDATE

(Adopted by the Board effective February 9, 2017)

I. MANDATE

The board of directors (the "**Board**") of Sprott Resource Holdings Inc. (the "**Company**") is responsible for the stewardship of the Company and discharges such responsibility by supervising the management of the business and affairs of the Company, with a view to preserving and enhancing shareholder value.

II. EXPECTATIONS AND RESPONSIBILITIES OF DIRECTORS

The Board expects that each director will, among other things:

(a) act honestly, in good faith with a view to the best interests of the Company;

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

(c) commit the time and energy necessary to properly carry out his or her duties;

(d) attend all Board and committee meetings, as applicable; and

(e) review in advance all meeting materials and otherwise adequately prepare for all Board and committee meetings, as applicable.

Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, that may impact their ability to perform their duties and responsibilities as a director are expected to notify the chair of the Conflict Resolution, Corporate Governance and Nominating Committee.

The Board expects that the chief executive officer ("**CEO**") and the other executive officers of the Company will conduct themselves with integrity and that the CEO and other executive officers will create a culture of integrity throughout the Company.

III. AUTHORITY

The Board is responsible for implementing a system which enables an individual director, the Board or a committee to engage an external advisor at the expense of the Company in appropriate circumstances. Unless otherwise specified in a committee charter, the engagement of the external advisor shall be subject to the approval of the Board.

The Board has the authority to delegate to individual members or committees of the Board where appropriate.

The Board shall have complete access to appropriate Company personnel in order to secure all information necessary to fulfill its duties.

IV. COMPOSITION

To the extent feasible, the Board shall be composed of a majority of "independent" directors as such term is defined under applicable securities legislation.

The Board shall appoint one director to act as a Chair of the Board. Where the Chair is not independent, an independent director may be appointed as "lead director", to act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties. If in any year the Board does not appoint a Chair or lead director, if applicable, the incumbent Chair and lead director, if applicable, will continue in office until a successor is appointed. If the Chair or lead director, if applicable, is absent from any meeting, the Board shall select one of the other directors present to preside at that meeting.

V. MEETINGS

The Board shall meet at least four times per year, including at least once in each quarter to carry out its responsibilities under this Mandate, including a review of the business operations and financial results of the Company, and as many additional times as the Board deems necessary to carry out its duties. The Chair or lead director, if applicable, shall develop and set the Board's agenda, in consultation with other members of the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each director, at least 24 hours (excluding holidays) prior to the time fixed for such meeting.

A majority of the Board shall constitute a quorum. No business may be transacted by the Board except at a meeting of its members at which a quorum of the Board is present in person or by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The Board may invite such officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Board.

The Board shall meet without management present whenever the Board deems it appropriate.

Minutes of the meetings of the Board shall be recorded and maintained by the Secretary of the Company or, if the Secretary of the Company is not present at the meeting, by another person appointed by the Board to act as Secretary, and shall be subsequently presented to the Board for review and approval.

VI. BOARD AND MANDATE REVIEW

The Board shall conduct an annual review and assessment of its composition, performance and effectiveness in such manner as it deems appropriate. Such an assessment will consider: (i) compliance with its mandate; and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board. In making such assessment, the Board shall consider any recommendations or reports, if applicable, of the Conflict Resolution, Corporate Governance and Nominating Committee concerning the Company's approach to corporate governance.

With the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, the Board shall also review and assess the adequacy of this mandate on an annual basis, taking into account all legislative and regulatory requirements applicable to the Board, as well as any guidelines recommended by securities regulatory authorities or the Toronto Stock Exchange.

VII. DUTIES AND RESPONSIBILITIES

The Board is responsible for:

(a) designating the offices of the Company, appointing such officers, specifying their duties and delegating to them the power to manage the day-to-day business and affairs of the Company;

(b) in consultation with the Compensation Committee and Conflict Resolution, Corporate Governance and Nominating Committee, reviewing the officers' performance and effectiveness;

(c) reviewing the performance and effectiveness of Sprott Consulting Limited Partnership ("**SCLP**") pursuant to the management services agreement entered into between SCLP and the Company;

(d) reviewing the performance and effectiveness of Sprott Resource Consulting Limited Partnership ("**SRCLP**") pursuant to the third amended and restated partnership agreement entered into between SRCLP and Sprott Resource Corp.;

(e) acting in a supervisory role, such that any duties and powers not delegated to the officers of the Company remain with the Board and its committees;

(f) to the extent feasible, satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Company;

(g) discussing a strategic plan which takes into account, among other things, the opportunities and risks of the Company's business;

(h) identifying the principal risks of the Company's business, and ensuring the implementation of appropriate systems to manage these risks;

(i) with the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, supervising and assessing the performance and effectiveness of management of the Company on an ongoing basis;

(j) with the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, succession planning (including appointing, training and monitoring senior management);

(k) adopting a corporate disclosure policy that ensures that the Company communicates effectively with its shareholders, other stakeholders and the public in general;

(l) with the assistance of the Audit Committee, ensuring the integrity of the Company's internal control and management information systems;

(m) with the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company;

(n) establishing procedures to ensure that the Company, through management, provides timely information to current and potential security holders and responds to their inquiries;

(o) in conjunction with the CEO and with the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, developing a clear position description for the CEO, which includes delineating management's responsibilities and developing or approving the corporate goals and objectives the CEO is responsible for meeting;

(p) with the assistance of management, developing environmental policies, as applicable from time to time, and ensuring their compliance with them; and

(q) with the assistance of management, developing health and safety practices and ensuring compliance with them.

VIII. COMMITTEES OF THE BOARD

To assist it in discharging its responsibilities, the Board has established three standing committees of the Board: the Audit Committee, the Compensation Committee and the Conflict Resolution, Corporate Governance and Nominating Committee. The Audit Committee is comprised entirely of "independent" directors (as such term is defined in Multilateral Instrument 52-110 – *Audit Committees*). The Compensation Committee and Conflict Resolution, Corporate Governance and Nominating Committee are each comprised entirely of independent directors. The Board may establish other standing committees from time to time.

Each committee shall have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the Board. Each charter shall be reviewed by the Board (or a committee thereof) on at least an annual basis.

The Board is responsible for appointing directors to each of its committees in accordance with the charter for each committee.

As required by applicable law, by applicable committee charter or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

IX. NOMINATION OF DIRECTORS

In consultation with the Conflict Resolution, Corporate Governance and Nominating Committee, the Board is responsible for nominating or appointing individuals as directors. Prior to nominating or appointing individuals as directors, the Board shall:

(a) consider what competencies and skills the Board, as a whole, should possess;

(b) assess what competencies and skills each existing director possesses (including the personality and other qualities of each director);

(c) review the qualifications of candidates recommended by the Conflict Resolution, Corporate Governance and Nominating Committee or suggested by members of the Board, shareholders, management and others and assess what competencies and skills each new nominee will bring to the boardroom; and

(d) consider the appropriate size of the Board, with a view to facilitating effective decision-making.

X. ORIENTATION AND CONTINUING EDUCATION

With the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, the Board is responsible for ensuring that all new directors receive a comprehensive orientation enabling them to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, and the nature and operation of the Company's business.

With the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, the Board shall provide continuing education opportunities for all directors, so individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

XI. CODE OF BUSINESS CONDUCT AND ETHICS

The Board is responsible for adopting and maintaining a written code of business conduct and ethics (the "**Code**") applicable to all directors, officers and employees of the Company and its subsidiaries. The Code shall constitute written standards that are reasonably designed to promote integrity and deter wrongdoing and shall address the following issues:

(a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;

(b) protection and proper use of corporate assets and opportunities;

(c) confidentiality of corporate information;

(d) fair dealing with the Company's security holders, suppliers, competitors and employees;

(e) compliance with laws, rules and regulations; and

(f) reporting of any illegal or unethical behaviour.

With the assistance of the Conflict Resolution, Corporate Governance and Nominating Committee, the Board is responsible for monitoring compliance with the Code. Any waivers from the Code shall be granted by the Board only.

XII. COMPENSATION MATTERS

The Board is responsible for overseeing compensation matters, including (i) director compensation, incentive-compensation plans and equity-based plans, after consideration of the recommendations of the Compensation Committee; and (ii) compensation for officers and other senior management personnel (except such management personnel whose compensation is determined by SCLP).