

**CORPORATE GOVERNANCE COMMITTEE MANDATE
(approved by the Board on December 7, 2017)**

The Corporate Governance Committee (Committee) of the Board of Directors (Board) of Silver Viper Minerals Corp. (Company) has the oversight responsibility and specific duties described below.

Committee Composition

The Committee will be comprised of at least three directors. At least two Committee members will be independent under applicable law. Any Committee member who, for any reason, is no longer independent under applicable law immediately ceases to be a Committee member.

All Committee members will have a working familiarity with corporate governance practices.

Committee members and the Committee Chair will be appointed and removed by the Board.

Responsibility

The Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to: (i) the development and implementation of principles and systems for the management of corporate governance; (ii) identifying qualified candidates and recommending nominees for Director and Board Committee appointments; and, (iii) evaluations of the Board, Board Committees, all individual Directors, the Board Chair and Committee Chairs, all with a view to ensuring the Company implements corporate governance practices appropriate for it.

Specific Duties

The Committee will:

Governance Leadership

1. Take a leadership role in developing the Company's approach to corporate governance.
2. Annually review and assess the performance of the Company's corporate governance systems and, in the Committee's discretion, recommend any changes to the Board for consideration.
3. Establish appropriate structures and processes for the Board so that it can function independently of Management.
4. Take all reasonable steps to establish systems to verify compliance with all regulatory, corporate governance and disclosure requirements.

Code of Ethical Conduct Policy

5. Review and, in the Committee's discretion, recommend to the Audit Committee and the Board for consideration the Code of Ethical Conduct Policy and Whistleblower Policy including procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting and financial reporting controls, or auditing matters; (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and, (iii) addressing a reporting attorney's report of a material breach of securities law, material breach of fiduciary duty or similar material violation.

Governance Documents

6. Once annually, review the Company's Articles and By-Laws and, in the Committee's discretion, recommend any changes to the Board for consideration.
7. Once or more annually, as the Committee decides, review and assess the Company's Corporate Governance Committee Mandate and Audit Committee Charter and, in the Committee's discretion, recommend any changes to the Board for consideration.
8. Once or more annually, as the Committee decides, review and assess the Company's Code of Ethical Conduct Policy and Whistleblower Policy and, in the Committee's discretion, recommend any changes to the Audit Committee and the Board for consideration.
9. Once annually, review, assess and, if appropriate, revise the Annual Directors' Evaluation Questionnaire for the evaluation of: the performance of individual Directors, Board Committees, the Board, Committee Chairs and the Board Chair measured against applicable Position Descriptions and Mandates; the skills of each individual Director and the Board as a whole; the financial competency or expertise of each individual Director; and, the independence of each individual Director.
10. Once or more annually, as the Committee decides, review and assess the Position Descriptions for the Board Chair, each Committee Chair, the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary and, in the Committee's discretion, recommend any changes to the Board for consideration.
11. Once annually, review and assess the Mandate for the Board and, in the Committee's discretion, recommend any changes to the Board, as applicable, for consideration.
12. Receive reports from the Corporate Secretary of any minor technical amendments made to any of the corporate governance documents set out in this section.

Governance Disclosure

13. Take all reasonable steps to ensure that the Company's governance practices and executive compensation practices are fully disclosed in the Proxy Circular prior to the filing and mailing of the Proxy Circular.
14. Take all reasonable steps to ensure that the Company's Proxy Circular is published on the Company's website and is made available to any shareholder on request.

Evaluations

15. Establish and implement procedures to evaluate the performance and effectiveness of the Board, Board Committees, all individual Directors, and the Board Chair.
16. If one is arranged to be completed, provide for the dissemination of the results of an Annual Directors' Evaluation Questionnaire for the performance and effectiveness of the Board, Board Committees, all individual Directors, the Board Chair and Committee Chairs, including individual Director self-evaluations; individual Director independence; individual Director and overall Board skills and competencies; individual Director financial acumen; and individual Director peer evaluations.

17. Oversee the evaluation of Management.

Director Nominations and Resignations

18. Annually review and assess the size, composition and operation of the Board to ensure effective decision-making and, in the Committee's discretion, make recommendations to the Board for consideration.
19. After consulting with the Board Chair and individual Directors, annually review and assess the size, composition and Chairs of all Board Committees and the Board and, in the Committee's discretion, make recommendations to the Board for consideration.
20. Annually, review successors for the Board Chair and the Board Committee Chairs, and in the Committee's discretion, make recommendations to the Board for consideration prior to the Annual General Meeting.
21. Identify and assess new candidates for appointment or nomination to the Board, including any nominee appropriately recommended by a shareholder, considering the performance, independence, competencies, skills, financial acumen, and ability to devote sufficient time and resources to his or her duties of the candidate and the Board, as a whole, to ensure effective governance and satisfy applicable law and, in the Committee's discretion, make recommendations to the Board for consideration.
22. Annually review and, in the Committee's discretion, recommend to the Board for consideration the individual Directors proposed to be nominated for election at the next annual general meeting of shareholders prior to the filing and mailing of the Proxy Circular.
23. Annually review and, in the Committee's discretion, recommend to the Board for consideration those individual Directors to be designated as independent and those individual Directors to be designated as audit committee financial experts under applicable law.
24. Review the appropriateness of any Director resignation submitted as a result of a failure to receive a majority vote at the annual general meeting of shareholders according to the Company's By-Laws, and make a recommendation to the Board for consideration.

Director Orientation / Education

25. Oversee the development and implementation of the Director orientation program including: a complete business overview; a strategic overview; an overview of the Company's values and operating philosophies; and, an overview of the Company's activities and commitments to ethical business practices.
26. Oversee the development, implementation and disclosure of the ongoing Director education program including: education sessions on the Company's business by way of presentations and operating site visits; individual and / or group education sessions from internal personnel or external consultants on topics of importance to Directors and the Company; and, recommended formal educational opportunities through appropriate organizations to be made available to individual Directors and paid for by the Company.

Committee Reporting

27. Following each Committee meeting, report to the Board on the activities, findings and any recommendations of the Committee.

Committee Meetings

28. Meet at least once annually, and as many additional times as needed to carry out its duties effectively. The Committee may hold a meeting by telephone conference call.
29. Meet in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.
30. Meet in a separate, non-management, in camera session at each regularly scheduled meeting as needed or appropriate.

Advisors / Resources

31. Have sole authority to retain, oversee, compensate and terminate independent advisors who assist the Committee in its activities.
32. Receive adequate funding from the Company for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.

Other

Carry out any other appropriate duties and responsibilities assigned by the Board.

To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Mandate is delegated to the Corporate Secretary, who will report any amendments to the Committee at its next meeting.

Approved by the Board: December 7, 2017