

Golden Queen Mining Co. Ltd.

Mandate Chairman of the Board

Introduction

The Chairman of the Board Mandate (the “Mandate”) was adopted by the Board of Directors (the “Board”) of Golden Queen Mining Co. Ltd. (the “Company”) in April 2012 and amended in December 2014.

General

Nothing in this Mandate is intended to expand applicable standards of liability for the directors of the Company under United States or Canadian laws.

Responsibilities and Duties

Introduction

It is the overall role of the Chairman of the Board (the “Chairman”) to work with the Board in its efforts to discharge its mandate effectively and efficiently. More specifically, the Chairman must ensure that the Board works as a cohesive team and that Board meetings are conducted in a manner that will facilitate the exchange of objective and constructive points of view and encourages all directors to participate in a way that is conducive to good decision-making.

Specific responsibilities and duties are set out below.

Manner of Carrying Out the Mandate

The Chairman will:

1. Review and approve the agenda for meetings of the Board;
2. Act as chair, unless absent, at meetings of the Board and shareholders of the Company;
3. Approve and sign on behalf of the Board all reports and communications from the Board to shareholders of the Company;
4. Act as the spokesperson for the Board, except where the potential exists for conflicts of interest, in which case an independent director should perform this role;
5. Ensure that independent directors have adequate opportunities to meet and discuss issues without the presence of management; and
6. Accept such other responsibilities and duties as the Board may request from time to time.

Approved: April 2012
Amended: December 2014