



## **POSITION DESCRIPTION FOR CHAIR OF THE BOARD OF DIRECTORS**

The Chair of the board of directors (the "Board") of Wallbridge Mining Company Limited (the "Corporation") is responsible for the effective management of the affairs of the Board, to ensure effective communication between the Board and management, and to assist the CEO when requested. The primary duties and responsibilities of the Chair of the Board are to:

### **Board Structure**

- Ensure that the Board is properly organized, and functions effectively and meets its obligations and responsibilities, including those relating to corporate governance matters;
- Ensure that the Board has a clear understanding of the boundary between the responsibilities of the Board and those of management and respects this division of responsibility;
- Assess compliance by the Board and its members with the Wallbridge's Corporate Governance Practices and the respective sub-committees' charters;
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors;
- In carrying out his duties and responsibilities, the Chair acts for and on behalf of the Board;

### **Board Management**

- Provide overall leadership to the Board;
- Chair Board meetings and meetings of shareholders and, if required, attend meetings of the committees of the Board;
- Manage the affairs of the Board as well as any project or file resulting therefrom in accordance with the mandate from the Board and chair discussions in such a way that strategic and policy decisions are fully discussed, debated and decided by the Board;
- Assist the President & Chief Executive Officer ("CEO") and Secretary of the Corporation in the coordination of the agenda, information packages and related matters for Board meetings to ensure that the strategic orientation is defined and communicated to the Board for its approval and that all material issues are dealt with by the Board during the year;
- Establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees;
- Follow up matters assigned by the Board to any of its committees and ensure that the matters considered by such committees are on the agenda of future Board meetings in order to inform the Board or to obtain its approval;
- Act as a resource person to the various Board committees;
- In conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board;



### **Advisory**

- Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders of the Corporation and the public;
- Act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability and build relationships;
- At the request of the CEO, provide advice to the CEO on various issues;
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public;
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board;
- Respond to questions from members of senior management and directors regarding the Corporation's code of business conduct;

### **Corporate Strategy**

- At the request of the CEO, assist the CEO with establishing the strategy, vision, values and behaviours for the Corporation;
- At the request of the CEO, assist the CEO in maintaining existing strategic alliances and developing new strategic alliances and considering possible merger or acquisition transactions with other mining and/or mineral exploration companies that would be constructive for the Corporation's business and would help enhance shareholder value;
- At the request of the CEO, assist the CEO in co-ordinating the preparation of an annual business plan or strategic plan budget.

### **CEO Performance**

- Lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO;
- Assess, in conjunction with the Compensation Committee, the performance of the CEO and provide input with respect to compensation;
- Provide input to the relevant Committees with respect to CEO succession;

### **Annual Meeting and Other Communication**

- At the request of the CEO, assist in representing the Corporation in a general industry and community context;
- Chair meetings of shareholders of the Corporation;
- At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

### **ADOPTION**

This position description was adopted by the Board on: May 10, 2018.