

## BOARD CHAIR AND LEAD DIRECTOR'S POSITION DESCRIPTION

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### A INTRODUCTION

The Chair of the Board of Directors (the “**Chair**”) is responsible for the management, the development and the effective performance of the Board of Directors (the “**Board**”) and for providing leadership to the Board for all aspects of its work. The Chair acts in an advisory capacity to the Chief Executive Officer (the “**CEO**”) and to other officers on all matters concerning the interests and management of the Corporation and, in coordination with the CEO, may play a role in the Corporation’s external relationships.

The Lead Director shall be an independent director appointed by the Board to act as the leader of the Board. The Lead Director will have a sufficient level of experience with corporate governance issues to ensure the leadership and independence of the Board.

### B DUTIES AND RESPONSIBILITIES

The primary duties and responsibilities of the Chair and the Lead Director shall be divided amongst them on a mutually agreed basis and shall be to:

1. preside at meetings of the Board and the shareholders of the Corporation;
2. provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation;
3. establish procedures to govern the Board’s work (and, if the Chair is also serving as CEO, abide by such procedures as set out by non-management directors);
4. ensure the Board is alert to its obligations and responsibilities and fully discharges its duties;
5. schedule meetings of the full Board and work with committee chairs to coordinate the schedule of meetings for committees;
6. organize and present agendas for regular or special Board meetings;
7. communicate with the Board to keep the Board up to date on all major developments and ensure the Board has sufficient knowledge and adequate material on a timely basis to permit it to make informed decisions;
8. identify guidelines for the conduct of the Board and encourage each director to make a significant contribution;
9. liaise with and, where appropriate, provide direction to the activities of the Corporate Secretary;
10. act as liaison between the Board and management (or, if the Chair is also serving as CEO, delegate this duty to the Management Committee);

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11. where appropriate, and in coordination with the CEO, assist in representing the Corporation to external groups such as shareholders, creditors, consumer groups, local communities and federal, provincial and local governments;
12. work with the Corporate Governance and Nominating Committee in constituting the Board and ensuring a proper committee structure including the assignment of committee members and chairs;
13. ensuring that, where functions are delegated to appropriate committees of the Board, the functions are carried out and results are reported to the Board; and
14. carry out other duties as requested by the Board as a whole, depending on need and circumstance.

***Approved: March 2018***

*Reviewed: March 2020*