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## **Position Description for the Chairman of the Board of Directors**

The Chairman of the board of directors of Robex Resources Inc. ("Robex") (the "Board") leads the work of the Board including by chairing its meetings. The Chairman is an independent director who is designated by the Board. The Chairman may vote at meetings of the Board, but does not have a deciding vote in the event of a tie.

The Chairman's primary responsibilities include the following:

### **Board effectiveness**

- Taking reasonable steps to ensure that:
  - the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood and respected;
  - the Board works effectively as a governing body, including by providing the requisite leadership to achieve this and facilitating decision-making;
  - the Board and its committees act independently from management in fulfilling their duties;
  - the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
  - the Board and its committees carry out their responsibilities effectively and fulfill their mandates;
  - a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis; and
  - a process is in place by which the contribution of individual directors to the effectiveness of the Board and its committees is assessed on a regular basis.

### **Managing meetings and Board matters**

- Overseeing and guiding the activities and work of the Board to facilitate the prioritization of the specific areas of focus identified by the Board;
- Developing and causing to be distributed the agendas of the Board's meetings and prior minutes to the Board;
- Adopting practices and procedures to enable the Board to conduct its work effectively and efficiently, including committee structures and composition, scheduling, and management of meetings;
- Taking reasonable steps so that the Board and its committees have the necessary resources and information to fulfill their mandates;
- Assisting the Board's committees in bringing their recommendations forward to the Board for consideration;
- Taking reasonable steps so that the Board has access to such members of senior management as may be required by the Board;



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- Chairing every meeting of the Board and encouraging free and open communication at meetings of the Board;
- Taking reasonable steps to ensure that the conduct of Board meetings provides adequate time for appropriate in depth discussion of relevant issues;
- Taking reasonable steps to ensure in coordination with appropriate committees of the Board that:
  - functions that are delegated to a committee are carried out and reported upon to the Board, such as in respect of the assessment of the performance of the President and the Chief Executive Officer;
  - appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management;
  - succession planning for the Board is carried out; and
  - an adequate orientation and training program for new Board members and continuing education program for existing directors are in place.
- Chairing shareholder meetings and responding to such questions as are put to the Chairman at any such meeting related to the Board and governance, with the support of the committee chairs or the Chief Executive Officer;

**Liaising with management**

- Providing advice and counsel to the President and the Chief Executive Officer;
- Acting as a liaison between the Board and management, working closely with the President and the Chief Executive Officer including for the purposes of monitoring progress on the strategic and business plans and budgets of Robex, policy implementation, succession planning, ESG and any other key priorities the Board may determine;

**Board quality and succession**

- Making recommendations to the Board concerning the Board's committees' composition and their chairs, as well as the selection of director nominees, in order to encourage directors to reflect on the evolution of the Board;
- Approaching potential candidates with the President once they are identified, to explore their interest in joining the Board;
- Leading Board and committee evaluation processes, including by meeting with directors as a group and individually to present the Board's performance assessment and the directors' self-assessment and, if applicable, the action plans to implement;
- Monitoring and reviewing, as appropriate, the orientation, training and continuing education programs for directors, and the competency matrix for Board membership;
- Reviewing, when required, any change reported by a director in his or her professional or personal status that could have an impact on his or her role as director and making the appropriate recommendations to the Board;



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### **Corporate governance practices**

- Being available as a resource to consult with the President and other directors on corporate governance practices and policies, and assuming, where appropriate, the leadership role in addressing matters of this nature;
- Promoting the culture and values of Robex as well as the aims of Robex with its key global stakeholders;
- Overseeing the Board's shareholder engagement practices;
- Representing the Board, when required, during meetings with stakeholders; and
- Carrying out other duties as requested by the Board as a whole, depending on needs and circumstances.

Adopted by the Board on April 11<sup>th</sup>, 2023.