



## **HARTE GOLD CORP.**

### **BOARD CHAIR POSITION DESCRIPTION**

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#### **APPOINTMENT**

The Chair (the “**Board Chair**”) of the Board of Directors (the “**Board**”) of Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) shall be a duly elected or appointed member of the Board and shall be appointed as Board Chair by the Board following the annual meeting of shareholders. The Board Chair serves at the pleasure of the Board until his or her successor is appointed.

#### **RESPONSIBILITIES, DUTIES & POWERS**

The primary responsibility of the Board Chair is to oversee the operations and affairs of the Board and to provide leadership to the Board to enhance the Board’s effectiveness.

The Board Chair plays a critical role in guiding the Board in the fulfillment of the Board’s duties and responsibilities as set out in the Board Mandate and managing the process through which the Board carries out such duties and responsibilities.

#### **Leadership**

The Board Chair will provide leadership to the Board, its committees, individual directors and management by, among other things:

- overseeing the Board’s discharge of the duties assigned to it by law, by the Company’s constating documents and as set out in the Board Mandate;
- maintaining a liaison and communicating with members of the Board to coordinate input from all members of the Board;
- establishing procedures to govern the effective and efficient conduct of the Board’s work;
- assisting the committees of the Board in bringing important issues forward to the Board for consideration and resolution;
- ensuring that issues arising from Board deliberations are adequately addressed by management and resulting outcomes are communicated to the Board;
- acting as a liaison between the Board and the Chief Executive Officer (“**CEO**”), and providing advice, counsel and mentorship to the CEO;
- facilitating effective communication between members of the Board and members of management;

- keeping informed of developments within the Company by, among other things, regularly participating in meetings with management pertaining to significant matters and ensuring he or she is aware of the decision-making process and reporting to the Board;
- ensuring that the Board, individual Board members and members of management understand and discharge their duties consistent with the approach to corporate governance adopted by the Board from time to time;
- ensuring that resources and expertise are available to the Board so that it may function effectively;
- ensuring that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable law;
- ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual Board members, and making recommendations for changes when appropriate;
- providing advice, guidance and mentoring to individual Board members to assist them in improving their performance;
- attending each meeting of shareholders to respond to any questions from shareholders as may be put to the Board Chair;
- representing Harte Gold to shareholders and external stakeholders including local community groups, government and non-government organizations; and
- performing such other duties and responsibilities as may be delegated to the Board Chair by the Board from time to time.

## **Culture**

The Board Chair shall set the tone and culture of the Company by, among other things:

- promoting a spirit of respect, trust and collegiality among Board members, and between the Board and management;
- ensuring the distinct roles and responsibilities of the Board and management are well understood and respected by both the Board and management;
- assisting the Board in satisfying itself as to the integrity of the officers of the Company and ensuring that such officers create a culture of integrity throughout the organization; and
- fostering ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance.

## **Board Recruitment**

Together with the chair of the Nominating, Compensation and Governance Committee and in consultation with the CEO, the Board Chair will participate in the director recruitment process and mentor and counsel new Board members to assist them in becoming active and effective directors.

## **Meetings**

The Board Chair will preside at meetings of the Board and will, in consultation with the CEO and the chair of the Nominating, Compensation and Governance Committee, as appropriate:

- schedule meetings of the Board and, in consultation with the chairs of the Board's committees, the Board's committees;
- set the agenda for meetings of the Board;
- prepare, on an annual basis, a work plan for the ensuing year for the Board to ensure the Board fulfills its responsibilities on a timely basis;
- review items of importance for consideration and ensure that all business required to come before the Board is brought before the Board and resolution on such items is reached;
- monitor the adequacy and timeliness of materials provided by management in connection with deliberations by the Board;
- ensure that all Board members are afforded the opportunity to contribute their positions, views, advice and questions;
- ensure that the Board has the opportunity to meet in separate closed sessions with members of management and external advisors;
- encourage free and open discussion to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all Board members to participate in such a way that is conducive to good decision-making;
- work constructively toward achieving a consensus among Board members on any matter brought before the Board; and
- ensure that Board discussions and decisions are properly summarized and recorded in minutes of the Board.

## **Committees**

The Board Chair will facilitate the effectiveness of the committees of the Board by:

- ensuring that the committees of the Board understand and discharge their duties consistent with the approach to corporate governance adopted by the Board from time to time;

- reviewing proposed committee meeting agendas with committee chairs prior to committee meetings;
- ensuring that the work delegated to Board committees is carried out and reported on to the Board;
- reviewing, from time to time, the committees of the Board, their respective charters and their membership, to determine if they continue to be appropriate and effectively meet the needs of the Company;
- maintaining a liaison and communicating with committee chairs; and
- serving as an ex-officio member of all committees of the Board for the purpose of gaining a more in-depth understanding of the matters under the purview of the committees so as to facilitate the presentation, discussion and resolution of such matters at Board meetings and in creating board meeting agendas.

Approved by the Board of Directors on November 12, 2020.