



## **SNOWLINE GOLD CORP.**

### **MANDATE OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS**

#### **1. Mandate**

The non-executive Chairperson (the “**Chairperson**”) of the Board of Directors (the “**Board**”) of Snowline Gold Corp. (the “**Company**”) plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Company. The Chairperson is primarily responsible for the management and effective performance of the Board and provides leadership to the Board. The Chairperson acts in an advisory capacity to the senior officers of the Company in all matters concerning the interests and management of the Company.

#### **2. Appointment**

The Chairperson shall be appointed or elected by the Board annually and will serve at the pleasure of the Board until his or her successor is appointed.

#### **3. Duties and Responsibilities**

##### *(a) Managing the Board*

The Chairperson shall provide ethical leadership of directors including the following responsibilities:

- (i) with the Board, to lead, manage and organize the Board, consistent with the approach to corporate governance practices adopted by the Board from time to time and to ensure the Board is accountable for the Company’s overall approach to governance issues;
- (ii) except as otherwise authorized by the Board, to preside as chair at all Board meetings;
- (iii) with the Chief Executive Officer (“**CEO**”), to set the agenda of the Board and shareholders’ meetings in consultation with the other executive officers of the Company;
- (iv) to ensure that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required;
- (v) to ensure Board committees are properly structured with terms of reference and assist the committees and committee chairs to

bring important issues forward to the Board for consideration and resolution;

- (vi) to provide the Board, the Board committees and individual directors with leadership to assist them in carrying out their duties and responsibilities effectively and efficiently, and independently from management;
- (vii) to ensure that the Board meets in separate, when necessary, scheduled, non-management, in-camera sessions;
- (viii) to ensure the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to committees of the Board are carried out by the committees and reported to the Board and recorded as such;
- (ix) together with the CEO and the Compensation, Nominating and Governance Committee, to actively participate in the recruitment, education and retention of directors;
- (x) to ensure the Board represents and protects the interests of its shareholders and other stakeholders;
- (xi) to foster ethical and responsible decision-making by the Board, the Board committees and individual directors;
- (xii) to ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between Board and management are conducted in a professional and constructive manner;
- (xiii) with the Compensation, Nominating and Governance Committee, to respond to potential conflicts of interest situations;
- (xiv) with the chair of the Compensation, Nominating and Governance Committee, to ensure the effective and efficient operation of the Board, its committees and its individuals; and
- (xv) to assist the Compensation, Nominating and Governance Committee in the evaluation of the appropriateness of this mandate and decide if any suggested amendments are required.

(b) *Working with Management*

The Chairperson shall have the following responsibilities:

- (i) to act as a liaison between the Board and the senior management of the Company, including acting as the primary advisor to the CEO;
- (ii) to participate in the corporate development and growth of the Company;
- (iii) to ensure that an annual evaluation of the CEO's performance is conducted by the Board;
- (iv) to ensure that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors);
- (v) to ensure that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable laws;
- (vi) to ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, and making recommendations for changes when appropriate; and
- (vii) to perform such other duties and responsibilities as may be delegated to the Chairperson by the Board from time to time.

(c) *Relations with Shareholders and Stakeholders*

The Chairperson shall have the following responsibilities:

- (i) except as otherwise authorized by the Articles of the Company, to preside as chair at all meetings of the shareholders; and
- (ii) to ensure that the shareholders meet at least once annually and as many additional times as required.

APPROVED AND ADOPTED by the Board of Directors of Snowline Gold Corp.  
on March 14, 2024.