



## **SNOWLINE GOLD CORP.**

### **CHIEF EXECUTIVE OFFICER ROLE DESCRIPTION**

#### **Introduction**

The Chief Executive Officer (the “**CEO**”) of Snowline Gold Corp. (the “**Company**”) is responsible for managing the business and affairs of the Company within the corporate policies and mandates and authority limitations established by the Board from time to time. The CEO will establish and lead the Company’s organizational culture, inspiring the senior management team and the entire organization to continuously perform at a higher level.

The CEO has a responsibility to act in the best interests of the Company and its shareholders and stakeholders, in accordance with applicable legislation and best practices in board governance.

#### **Professional Education, Experience and Qualifications**

The CEO will be an influential individual possessing a professional degree, not less than 10 years’ relevant experience with demonstration of increasing responsibilities, and will have held related positions in the mining and/or mineral exploration industry. The CEO will have experience representing a publicly-traded company with shareholders and financial institutions, and will be seen as a capable marketer with the investment public. The CEO will possess strong communication and presentation skills, relevant financial experience, and an ability to raise capital.

#### **Appointment**

1. The CEO shall be appointed by, and serve at the pleasure, of the Board.
2. The CEO will have the competencies and skills required by the Board.
3. The CEO shall be accountable to the Board.
4. The CEO will not be an independent Director within the meaning of National Instrument 52-110 – Audit Committees and will not be a member of the Audit Committee, or the Compensation, Nominating and Governance Committee, but may be invited to attend any portions of the meetings of these committees of the Board, except in camera sessions, and may be a member of other or ad hoc committees of the Board.

#### **Responsibilities**

### **Operations**

5. The CEO shall have responsibility for the day-to-day operations of the Company's business in accordance with the current operating and capital expenditure budget and the implementation of the Company's strategic plan as approved by the Board.

### **Community**

6. The CEO will serve as the chief external spokesperson of the Company and be responsible for developing and maintaining relationships between the Company and its shareholders and stakeholders.

### **Corporate Social Responsibility, Ethics and Integrity**

7. The CEO is responsible to:

- (a) lead the Company consistently with a commitment to core values (including entrepreneurial spirit, zero harm, respect and integrity, and operational excellence);

- (b) foster a corporate culture that promotes ethical and responsible practices and decision-making; and

- (c) take all reasonable steps to satisfy the Board as to the integrity of the CEO and the other senior officers and ensure that a culture of integrity is created throughout the Company.

### **Governance**

8. The CEO will:

- (a) communicate in a timely fashion with the Board on all material matters affecting the Company, and present to the Board for consideration all material transactions not contemplated in the strategic plan and budget approved by the Board from time to time;

- (b) communicate regularly with the Board on the performance of the Company and ensure that the Board is provided with the information and access to senior officers necessary to fulfill the responsibilities of the Board; and

- (c) assist the Board with the development of mandates for the Board and the committees of the Board and in the orientation of new directors and continuing education for all directors.

### **Disclosure**

9. The CEO ensures a system is established to ensure appropriate and timely public disclosure of material information with respect to the business and affairs of the Company.

### **Strategic Planning**

10. The CEO will recommend strategic, operating and financial plans to the Board and ensure that such plans, once approved, are implemented, and report on the progress made and material deviations from such plans to the Board in a timely manner.
11. The CEO provides strategic leadership, vision and technical support by working with the other senior officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Company.

### ***Business Management***

12. The CEO:

- (a) provides general management of the day-to-day operations of the business and affairs of the Company, consistent with the decisions of the Board; and
- (b) directs and monitors the activities and utilization of the resources of the Company consistent with the strategic direction of the Company and the strategic, operating and financial plan approved by the Board from time to time.

### ***Risk Management***

13. The CEO will:

- (a) ensure that appropriate systems are in place to identify and manage the business risks of the Company and that such risks have been presented to, and reviewed with, the Audit Committee and the Board;
- (b) participate in the establishment of appropriate policies and procedures to ensure the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Company, including in accordance with applicable securities laws, instruments, rules and policies and regulatory requirements (collectively, the “**Applicable Laws**”); and
- (c) together with the Chief Financial Officer of the Company, establish and maintain through appropriate policies and procedures:
  - (i) internal controls over financial reporting,
  - (ii) disclosure controls and procedures, and
  - (iii) if required by Applicable Laws, processes for the certification of public disclosure documents,

in each case, in accordance with all Applicable Laws.

### ***Organizational Effectiveness and Succession***

14. The CEO:

(a) develops and maintains a strong organization with the right people in the right positions, including clearly defined management responsibilities and performance reviews that can effectively accomplish the strategic objectives of the Company;

(b) ensures that the Company has an effective management team, that the Board has regular exposure to the senior officers and that there exists an effective plan for management development and succession; and

(c) recommends appointments of senior officers and monitors the performance of the senior officers.

### ***Compensation***

15. The CEO will meet at least once annually with the independent directors or the members of the Company's Compensation, Nominating and Governance Committee, as the case may be, to discuss goals and objectives for, and the performance of, the other senior officers of the Company and to make a recommendation on their compensation.

### ***CEO Performance***

16. The CEO participates in the discussions concerning any amendments to be made to this mandate and in the annual performance measures for the CEO.

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