



## Position Description for the Chair of the Board of Directors

Dated as of December 20, 2016

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### 1. Purpose

This position description describes the appointment, role and responsibilities of the Chair (the "**Chair**") of the Board of Directors (the "**Board**") of Brio Gold Inc. (the "**Company**").

This position description is subject to the provisions of the *Business Corporations Act* (Ontario) and the Company's articles and by-laws, as amended from time to time.

This position description should be read together with the written charter of the Board (the "**Charter**"), as such Charter may be amended from time to time.

### 2. Appointment and Term

#### 2.1 Appointment

The Chair shall be appointed by the Board from the independent directors of the Board.

The appointment of the Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders of the Company at which directors are elected; provided, however, that if the appointment of the Chair is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

#### 2.2 Term

The Chair shall cease to hold office upon:

- (a) delivering a written resignation to the Company (or at such later date as may be specified in the resignation);
- (b) being removed from office by an ordinary resolution of the Board;
- (c) ceasing to be a director of the Company; or
- (d) his or her death.

### 3. Responsibilities

#### 3.1 Board Leadership

The Chair shall provide leadership to the Board with a view to enabling the Board to discharge its duties and responsibilities as set out in the Charter, including by promoting:

- (a) a thorough understanding of:
  - (i) the duties and responsibilities of the Board, its committees and individual directors; and
  - (ii) the delineation of the role of the Board and the role of management of the Company;



- (b) open and constructive discussions among the Board; and
- (c) effective decision-making by the Board.

### 3.2 Liaison between Board and Management

The Chair shall be the liaison between the Board and management of the Company, by promoting open and constructive discussions between them.

### 3.3 Flow of Information

The Chair shall promote the proper flow of information to the Board, promoting open and constructive discussions between directors.

### 3.4 Meetings of the Board

In connection with the meetings of the Board, the Chair shall be responsible for:

- (a) scheduling the meetings of the Board and coordinating the scheduling of the meetings of the committees of the Board with the Chair of each such committee;
- (b) organizing and presenting the agenda for the meetings of the Board based on input from the other directors;
- (c) monitoring the adequacy of the materials provided to the Board by management of the Company in connection with the deliberations of the Board;
- (d) ensuring that the directors have sufficient time to review the materials provided to them in order to fully consider the business that comes before the Board;
- (e) presiding over the meetings of the Board; and
- (f) presiding over the in camera sessions of the non-management directors and the independent directors.

### 3.5 Meetings of the Shareholders

The Chair shall preside over the meetings of the shareholders of the Company.

### 3.6 Other Responsibilities

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Board from time to time.