



**NGEX MINERALS LTD.**  
(the "Corporation")

**MANDATE OF THE CHAIR OF THE BOARD OF DIRECTORS**  
(as adopted by the board of directors (the "Board") on June 20, 2019 and as amended on November 26, 2021)

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**1. RESPONSIBILITIES**

- (a) The Chair of the Board (the "**Chair**") shall manage and act as chief administrative officer of the Board with the following specific duties and responsibilities:
- (i) to act as the chair, unless absent, at all meetings of the shareholders or delegate such responsibilities to the president and chief executive officer, a vice-president who is a shareholder, or to another director;
  - (ii) to act as the chair, unless absent, at all meetings of the Board or delegate such responsibilities to the president and chief executive officer or to another independent director;
  - (iii) to provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation;
  - (iv) establish procedures to govern the Board's work;
  - (v) ensure the Board is alert to its obligations and responsibilities and fully discharges its duties;
  - (vi) schedule meetings of the full Board and work with committee chairs to coordinate the schedule of meetings for committees;
  - (vii) organize and present agendas for regular or special Board meetings;
  - (viii) communicate with the Board to keep the Board up to date on all major developments and ensure the Board has sufficient knowledge and adequate material on a timely basis to permit it to make informed decisions;
  - (ix) identify guidelines for the conduct of the Board and encourage each director to make a significant contribution;
  - (x) liaise with and, where appropriate, provide direction to the activities of the Corporate Secretary;
  - (xi) act as liason between the Board and management;
  - (xii) to act as spokesperson for the Board;
  - (xiii) to assist the Board in the discharge of its mandate and responsibilities; and

- (xiv) to approve and sign on behalf of the Board all communications and reports from the Board to the shareholders or delegate such responsibilities to the President and chief executive officer or another director.

## **2. PERFORMANCE**

To perform such other duties and responsibilities as set forth in respect of the Board as a whole and in respect of the other committees of the Board.