

PREMIER GOLD MINES LIMITED

Mandate of the Chairman of the Board

Purpose

The Chairman of the Board of Directors (the "**Board**") plays a critical role, leading the Board in its supervision of the management of the business and affairs of Premier Gold Mines Limited (the "**Corporation**"). The Chairman is primarily responsible for the management and effective performance of the Board and provides leadership to the Board.

The Chairman acts in an advisory capacity to the senior officers of the Corporation in all matters concerning the interests and management of the Corporation.

Appointment

The Chairman shall be appointed by, and serve at the pleasure, of the Board.

Responsibilities

The Chairman should provide leadership to the Board, including by:

- (a) leading, managing and organizing the Board consistent with the approach to corporate governance established by the Board from time to time;
- (b) promoting cohesiveness among the directors;
- (c) being satisfied, together with the Lead Director, if any, that the responsibilities of the Board and the committees of the Board are well understood by the Board;
- (d) assisting the Board in ensuring the integrity of the senior officers and that such senior officers create a culture of integrity throughout the Corporation;
- (e) together with the Lead Director, if any, and the Chairman of the Corporate Governance and Nominating Committee, reviewing from time to time the committees of the Board, the Chairs of such committees and the mandates of such committees; and
- (f) together with the Lead Director, if any, and the Chairman of the Corporate Governance and Nominating Committee, ensuring that the Board, the committees of the Board, individual directors and the senior officers understand and discharge their respective obligations consistent with the approach to corporate governance established by the Board from time to time.

In connection with meetings of the Board, the Chairman is responsible for the following (in consultation with the Lead Director, if any, and the Chairman of the Corporate Governance and Nominating Committee, as appropriate):

- (a) scheduling meetings of the Board;

- (b) coordinating with the Chairs of the committees of the Board the scheduling of meetings of the committees;
- (c) reviewing with the Lead Director, if any, matters for consideration by the Board;
- (d) together with the Lead Director, if any, ensuring that all matters required to be considered by the Board are presented to the Board;
- (e) setting the agenda for meetings of the Board;
- (f) monitoring the adequacy of materials provided to the Board;
- (g) ensuring that the Board has sufficient time to review the materials provided and to fully discuss the business that is presented to the Board;
- (h) presiding over meetings of the Board; and
- (i) encouraging free and open discussion at meetings of the Board.

Approved: March 9, 2011