

# **PREMIER GOLD MINES LIMITED**

## **Position Description of the Lead Director**

This position description describes the appointment, role and responsibilities of the lead director (the "Lead Director") of the Board of Directors (the "Board") of Premier Gold Mines Limited (the "Corporation"). The Corporation will appoint a Lead Director in circumstances in which the Chairman of the Board is not considered independent under applicable securities laws, in order to provide independent leadership to the Board and for the other purposes set forth below.

### **Purpose**

The Lead Director is primarily responsible to support the Chairman of the Board in the management and effective performance of the Board independent of management and provides leadership to the Board.

### **Qualifications**

The Lead Director shall have the following qualifications:

- The Lead Director shall be an independent director under applicable securities laws;
- The Lead Director shall have sufficient knowledge and experience of the Board, the Company and the mining business to serve effectively;
- A minimum of three years of public company board experience would be a beneficial, but is not a required, attribute for the Lead Director;
- Chairman of the Board and/or chief executive officer career experience would be a beneficial, but is not a required, attribute for the Lead Director;
- The Lead Director shall have the willingness and ability to devote the necessary time to the position;
- The Lead Director shall have the ability to achieve consensus and alignment among independent directors and consensus between independent directors and the Chairman of the Board and CEO;
- The Lead Director shall show good judgment, diplomacy, and be a proactive leader.

### **Appointment**

The Lead Director shall be appointed by, and serve at the pleasure, of the Board. If the offices of Chairman of the Board and CEO are held by the same person or the Chairman and CEO roles are separate but the Chairman is not considered independent under applicable securities laws, the independent members of the Board will annually appoint an independent director to serve as the Lead Director. His or her service on outside boards is taken into consideration, among other factors, due to the demands required of the role.

The Lead Director shall be appointed for a term of one year and may be removed by the independent directors at any time. The Lead Director shall hold office at the pleasure of the Board until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board. The Corporate Governance Committee shall annually review the Lead Director's performance in such manner as it deems appropriate.

### **Duties & Responsibilities**

The Lead Director coordinates the activities of the other non-management Directors, and performs such other duties and responsibilities as the Board may determine. The Lead Director should provide leadership to the Board by:

- promoting cohesiveness and cooperation among the directors;
- being satisfied, together with the Chairman of the Board, that the responsibilities of the Board and the committees of the Board are well understood by the Board and management;
- assisting the Board in ensuring the integrity of the executive officers and that such executive officers create a culture of integrity throughout the Corporation;
- reviewing, together with the Chairman of the Board and the Chairman of the Corporate Governance Committee, from time to time the committees of the Board, the Chairs of such committees and the structures and mandates of such committees;
- ensuring, together with the Chairman of the Board and the Chair of the Corporate Governance Committee, that the Board, the committees of the Board, individual directors and the executive officers understand and discharge their respective obligations consistent with the approach to corporate governance established by the Board from time to time.
- ensuring an orientation process is in place for new directors and that programs are available for the continuing development of all directors;
- ensuring that adequate resources and timely and relevant information are available to the Board and its committees to enable them to fulfil their mandates;
- supporting the scheduling, organization and procedures of Board and committee meetings to provide adequate time for consideration and meaningful discussion of relevant issues; and
- ensuring that the effectiveness of the Board and its committees is assessed on a regular basis.

## **Meetings**

The Lead Director is responsible for presiding over meetings of the independent Directors and, if the Chairman is not present, of the Board. If the Lead Director is not present at any meeting of the Board, a majority of the independent Directors present may select an independent director to act as Lead Director for the purpose and duration of the meeting.

The Corporate Governance Committee in consultation with the Lead Director shall annually review and reassess the adequacy of this position description and recommend to the Board any proposed changes for approval.

Approved: June 22, 2017