



## POLARIS MINERALS CORPORATION

### POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD

The Board of Directors of Polaris Minerals Corporation (the "Company") shall appoint, from among its members, the Chair of the Board for such term or terms as the Board deems advisable. The Chair shall not be an employee of the Company and shall be an independent director of the Company, as defined by all statutory and legal requirements.

The Chair of the Board is accountable to the Board for the fulfillment of responsibilities of the office of Chair. The performance of the Chair shall be evaluated annually by the Board. The Chair may be removed or replaced at any time by the Board if the Chair's performance does not meet the expectations of the Board.

The Chair of the Board is an ex-officio member of all Board committees, as defined in the Board Mandate, and shall receive proper notice of and documentation for meetings of such committees.

The Chair has the following responsibilities:

- To assume principal responsibility for the operation and functioning of the Board of Directors;
- To lead, manage, and organize the Board, consistent with the governance policies of the Board, and to ensure the understanding, adoption of and compliance with such policies and procedures;
- To ensure the responsibilities of the Board and its committees are effectively carried out in compliance with governance policies and procedures;
- To ensure the Board works together effectively, where full participation and thorough discussions are encouraged, facilitating consensus and ensuring that clarity regarding decisions are reached and duly recorded;
- To preside as Chair at all meetings of the Board and shareholders;
- To set the agenda of the Board and shareholders' meetings in consultation with the CEO, Corporate Secretary, and Committee Chairs;
- To schedule, call, and preside at Board meetings, without the presence of management and non-independent directors, at regular intervals as may be determined by the Chair and the Corporate Governance and Nominating Committee;
- To act as a liaison between the Board and the Company's senior management, including acting as an advisor to and sounding board for the CEO;
- To monitor and provide input to the Corporate Governance and Nominating Committee regarding the evaluation and determination of satisfactory contribution by each director to the Board;

- To ensure the Board represents and protects the interests of all shareholders;
- To take a leadership role in ensuring effective communication and relationships between the Company, shareholders, stakeholders and the general public;
- To represent the Company, at the request of the CEO, to shareholders and external stakeholders, including local community groups, First Nations, government and non-government organizations.