

## **TOREX GOLD RESOURCES INC.**

### **Position Description of the Chairman of the Board**

#### **Purpose**

The Chairman (the “**Chairman**”) of the Board of Directors (the “**Board**”) of Torex Gold Resources Inc. (the “**Corporation**”) plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Corporation. The Chairman is primarily responsible for the management and effective performance of the Board and provides leadership to the Board.

#### **Appointment**

1. The Chairman shall be appointed by, and serve at the pleasure of, the Board.
2. The Chairman will have the competencies and skills required by the Board.

#### **Responsibilities**

##### **Leadership**

3. 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 Chair 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;
  - (f) together with the Lead Director, if any, and the Chair of the Corporate Governance and Nominating Committee, assisting the Board, the committees of the Board, individual directors and the senior officers in understanding and discharging their respective obligations consistent with the approach to corporate governance established by the Board from time to time.

##### **Stewardship**

4. The Chairman will assist the Board in satisfying its oversight responsibilities, which include:
  - (a) satisfying itself as to the integrity of the President and Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”), Chief Operating Officer (“**COO**”) and other senior

- officers of the Corporation and that the CEO, CFO, COO and other senior officers have created a culture of integrity throughout the corporate organization;
- (b) monitoring the conduct of the business of the Corporation to ensure that it is being conducted consistent with a commitment to core values (including entrepreneurial spirit, zero harm, respect and integrity, and operational excellence);
  - (c) strategic planning;
  - (d) identifying and managing risks;
  - (e) succession planning; and
  - (f) monitoring the internal control and management information systems.
5. In circumstances of complaints regarding violations or suspected violations of the Whistleblower Policy of the Corporation by the Chairs of both the Audit Committee and the Corporate Governance and Nominating Committee, the Chairman will be responsible for investigating the complaint and the Chairman will report his or her findings to the Board.
6. Review, together with the Chairman of the Audit Committee, in advance of public release (i) any earnings guidance, and (ii) any press release containing financial information based upon the financial statements and management's discussion and analysis that has not be previously been released. Review and approve expense reports of CEO.

### ***Board Meetings***

7. In connection with meetings of the Board, the Chairman is responsible for the following (in consultation with the Lead Director, if any, and the Chair of the Corporate Governance and Nominating Committee, as appropriate):
- (a) scheduling, or arranging for the scheduling of, meetings of the Board;
  - (b) coordinating with the Chairs of the committees of the Board the scheduling of meetings of such 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, such that the Board is able to supervise the management of the business and affairs of the Corporation;
  - (e) setting the agenda for meetings of the Board in consultation with the Corporation's corporate secretary;
  - (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.

***Information Flow***

- 8. The Chairman shall promote the delivery of information to the directors of the Corporation on a timely basis in order that the directors are fully appraised of all matters which are material to the directors.
- 9. The Chairman shall coordinate with the CEO to ensure that information requested by any director of the Corporation is provided to such director.

***Shareholder Meetings***

- 10. The Chairman shall preside over meetings of the Corporation's shareholders unless otherwise determined by the Board.

***General***

- 11. The Chairman shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chairman by the Board from time to time.

**Approved: May 6, 2015**