



TOREX STATEMENT OF POLICY AND PROCEDURE	
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Department:	CORPORATE	
Number/Subject:	C2.02 Position Description of the Lead Director	
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Reviewed by:	Corporate Governance and Nominating Committee	
Approved by:	Board of Directors	

TOREX GOLD RESOURCES INC.

Position Description for the Lead Director of the Board

Purpose

The Corporation will appoint a Lead Director (the “**Lead Director**”) of the Board of Directors (the “**Board**”) of Torex Gold Resources Inc. (the “**Corporation**”) in circumstances where the Chairman of the Board (the “**Chairman**”) is not considered independent under applicable securities laws, instruments, rules and policies and regulatory requirements (collectively “**Applicable Laws**”) or in circumstances where the Board considers such appointment appropriate, in order to provide independent leadership to the Board. The Lead Director will facilitate the functioning of the Board independently of the management of the Corporation and will, together with the Chair of the Corporate Governance and Nominating Committee, maintain and enhance the approach to corporate governance of the Corporation as established by the Board from time to time.

This position description should be read together with the:

- (a) mandate of the Board (the “**Mandate**”); and
- (b) position description of the Chairman,

as such documents may be amended from time to time.

Appointment

1. The Corporate Governance and Nominating Committee shall be responsible for recommending a candidate for the position of Lead Director from among the independent members of the Board.
2. The Lead Director shall be appointed by, and serve at the pleasure, of the Board.

Responsibilities

3. The Lead Director will:
 - (a) in the absence of the Chairman, act as chair of meetings of the Board;
 - (b) review with the Chairman matters for presentation to the Board;
 - (c) together with the Chairman and the President and Chief Executive Officer (the “**CEO**”), be responsible for the agenda for each meeting of the Board. Prior to each Board meeting, the Chairman and the CEO should discuss agenda items for the meeting with the Lead Director. Materials for each meeting of the Board should be distributed to the Board in advance of the meeting;
 - (d) consult and meet with any or all of the other independent directors, at the request of any of them and with or without the attendance of the Chairman, and represent such directors in discussions with the senior officers of the Corporation and the Chairman concerning corporate governance and other matters;

- (e) facilitate the functioning of the Board independently of the management of the Corporation and, together with the Chair of the Corporate Governance and Nominating Committee, maintain and enhance the approach to corporate governance of the Corporation as established by the Board from time to time;
- (f) together with the Chairman, ensure 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;
- (g) in the absence of the Chairman, review and approve the expense reports of the CEO and the directors;
- (h) together with the Chairman and the Chair of the Corporate Governance and Nominating Committee, assist the Board, the committees of the Board, individual directors and the senior officers of the Corporation in understanding and complying with the approach to corporate governance of the Corporation established by the Board from time to time;
- (i) mentor and counsel new members of the Board to assist them in becoming active and effective directors;
- (j) together with the Chairman and the Chair of the Corporate Governance and Nominating Committee, review from time to time the committees of the Board, the Chairs of such committees and the mandates of such committees;
- (k) facilitate the process of conducting director evaluations;
- (l) promote best practices and high standards of corporate governance;
- (m) preside over *in camera* sessions; and
- (n) perform such other responsibilities and obligations as may be delegated to the Lead Director, if any, by the Board from time to time.

Approved May 6, 2015