



## **TOREX GOLD RESOURCES INC.**

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

#### **Purpose**

The Executive 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. The Chairman acts in an advisory capacity to the other senior officers of the Corporation in all matters concerning the interests of management of the Corporation. The Chairman shall commit and spend the amount of time and effort necessary to fulfill the responsibilities and duties herein and otherwise as agreed with 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.
3. The Chairman will not be an independent director within the meaning of National Instrument 52-110 – Audit Committees and will not be a member of any standing committee of the Board required to be composed of independent directors by such National Instrument. The Chairman may be a member of ad hoc committees of the Board if appointed thereto by the Board.

#### **Responsibilities**

##### **Leadership**

4. The Chairman should provide leadership to the Board and the other senior officers of the Corporation, including by:
  - (a) providing strategic leadership, vision and technical support by working with the Board and the other senior officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Corporation;
  - (b) leading, managing and organizing the Board and the other senior officers of the Corporation, consistent with the approach to corporate governance established by the Board from time to time;
  - (c) promoting cohesiveness among the directors;
  - (d) 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;

- (e) assisting the Board in ensuring the integrity of the other senior officers and that such senior officers create a culture of integrity throughout the Corporation;
- (f) together with the Lead Director, if any, and the Chair of the Corporate Governance and Nominating Committee, reviewing from time to time the composition of the committees of the Board, the Chairs of such committees and the mandates of such committees;
- (g) overseeing the capital markets strategy and general marketing strategy of the Corporation;
- (h) 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; and
- (i) reviewing and approving the expense reports of the Chief Executive Officer (“CEO”) and the other directors.

### ***Stewardship***

- 5. The Chairman will assist the Board in satisfying its oversight responsibilities, which include:
  - (a) satisfying itself as to the integrity of the CEO, President, Chief Financial Officer (“CFO”), Chief Operating Officer (“COO”) and other senior officers of the Corporation and that the CEO, President, 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.
- 7. 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 their findings to the Board.
- 8. Review, together with the Audit Committee, in advance of the public release of (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 been previously been released, pursuant to the Mandate of the Audit Committee.

### ***Board Meetings***

9. 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;
  - (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.

### ***Relationship with the Chief Executive Officer***

10. The Chairman shall provide advice, counsel and mentorship to the CEO, particularly with respect to matters of strategic significance to the Corporation.

### ***Information Flow***

11. 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 apprised of all matters which are material to the directors.
12. 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***

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

***General***

14. 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.