

## Harte Gold Corp.

### Chairman of the Board Position Description

The Chairman of the Board of Directors (the “Chair”) of Harte Gold Corp. (the “Corporation”) shall have the oversight responsibility, authority and specific duties as described below.

#### 1. Appointment

The Chair shall be a duly elected or appointed member of the Board and shall be specifically appointed as Chair by the Board following the annual meeting of shareholders. The Chair may be either an executive or non-executive role.

#### 2. Responsibilities

In addition to the Chair’s responsibilities as a director of the Corporation, as provided in the *Ontario Business Corporation Act* (the “OBCA”) and the By-Laws of the Corporation, the Chair shall have the specific duties set out below and shall have such other powers and duties as the Board may specify. The Chair has a responsibility to act in the best interests of the Corporation and its shareholders, in accordance with applicable legislation and best practices in board governance.

The Chair shall set the “tone” for the Board and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

#### 3. Specific Duties

The Chair shall have specific responsibility for:

- (a) Determining in consultation with the Board, the times and places of meetings of the Board and its shareholders;
- (b) Serving as Chair of meetings of the Board;
- (c) Providing the Board with the leadership necessary to ensure its effective functioning;
- (d) Assisting in setting meeting agendas and ensuring that all business set out in the agendas is discussed and brought to resolution, as required;
- (e) Ensuring that the Board meets in separate, in camera sessions without management present, as required;
- (f) Ensuring the appropriate flow of information from management to the Board with regard to the content, adequacy and timing of all materials in relation to the Board agendas;
- (g) Working with management to ensure draft board minutes prior to their distribution to the Board accurately reflect the proceedings of the Board;
- (h) Ensuring that issues arising from Board deliberations are adequately addressed by management and resulting outcomes are communicated to the Board;
- (i) Facilitating effective communication between Directors and management, both inside and outside of Board meetings;
- (j) Discussing the agendas for Committee meetings with the Committee Chairs prior to meetings;
- (k) Assisting the Board Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution;

- (l) Monitoring the responsibilities delegated to Board Committees and ensuring these are carried out and reported to the Board;
- (m) Leading the Board in ensuring succession plans are in place at senior management levels;
- (n) Assisting the Compensation Committee in monitoring and evaluating the performance of the Chief Executive Officer and senior officers of the Corporation;
- (o) Ensuring that mandates and/or position descriptions are in place and updated regularly for the Board, Board Committees, the Chair and the Chief Executive Officer;
- (p) Actively participating in and overseeing the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees, individual Directors and Committee Chairs, other than that of the Board Chair;
- (q) Providing advice, counsel and mentorship to individual Directors to assist them to improve performance or, when appropriate to transition them from the Board;
- (r) Ensuring that an annual performance evaluation of the Board Chair is conducted with input from all Directors and appropriate members of management;
- (s) Ensuring that the Board has an appropriate succession plan in place to ensure that it has the necessary experience to meet the changing needs of the Corporation;
- (t) Ensuring a suitable Committee structure, including assignments of members and Committee Chairs, and planning for Committee member and Committee Chair succession;
- (u) Supporting a director orientation and continuing education program;
- (v) Serving as Chair at meeting of the shareholders;
- (w) Leading the Board in monitoring and influencing strategic management;
- (x) Facilitating communications as necessary between the Board and its shareholders
- (y) Acting as liaison between the Board and its shareholders and ensuring that the Board is fully aware of shareholder concerns.