

Harte Gold Corp.

Chief Executive Officer Position Description

The Chief Executive Officer (the “CEO”) of the Harte Gold Corp. (the “Corporation”) shall have the responsibilities and specific duties as described below.

1. Appointment

The CEO of the Corporation shall be a duly elected or appointed member of the Board and shall be specifically appointed as CEO by the Board following the annual meeting of shareholders. The CEO is not considered to be independent under standards for director independence adopted by the Board.

2. Responsibilities

In addition to the CEO’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 CEO shall have the specific duties set out below and shall have such other powers and duties as the Board may specify. The CEO 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.

3. Specific Duties

The CEO shall have specific responsibility for:

- (a) Providing leadership and vision for the Corporation to grow value in a responsible manner;
- (b) Developing a strong organization with the right people in the right positions;
- (c) Fostering a corporate culture and practices that adhere to the principles of the Board Mandate;
- (d) Providing general supervision and management of the day-to-day affairs of the Corporation;
- (e) Ensuring that the Board is kept informed of the overall business operations and major issues facing the Corporation;
- (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) Developing a corporate strategy for review and approval by the Board and effectively implementing such strategy;
- (h) Developing the Corporation’s annual or short-term corporate objectives for review and approval by the Board and overseeing achievement of such objectives;
- (i) Developing an annual budget for review and approval by the Board and effectively implementing same;
- (j) Developing a succession plan for review with the Board and recommending appointments of senior management;
- (k) Monitoring performance of senior management and providing feedback;
- (l) Communicating, in a timely fashion, with the Board on material matters affecting the Corporation;
- (m) Serving as the Corporation’s external spokesperson and principal manager of relationships with the Corporation’s stakeholders;
- (n) Approving commitments within the limits of delegated approval authorities;

- (o) Ensuring appropriate policies and procedures of the Corporation are developed, maintained and communicated;
- (p) Establishing and maintaining in conjunction with the Chief Financial Officer, the Corporation's system of internal controls over financial reporting and disclosure;
- (q) Providing appropriate certifications regarding the Corporation and its activities, as may be required from time to time; and
- (r) Any such other duties as the Board may delegate from time to time.