



**ACLARA RESOURCES INC.
POSITION DESCRIPTION FOR CHAIR OF THE BOARD**

The board of directors (the “**Board**”) of Aclara Resources Inc. (the “**Company**”) shall select one of the members of the Board to be appointed as the chair (the “**Chair**”) of the Board. If the Board has a chair who does not meet the criteria for independence established by National Instrument 52-110 – *Audit Committees*, then the Board shall select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”).

The duties and responsibilities of the Chair as they relate to the following matters shall be as follows:

Leadership and Governance

- Providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- Working with the Lead Director and the other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
- Fostering ethical and responsible decision making by the Board, the committees of the Board and individual Directors;

Board Meetings

- Ensuring the Board meets according to its regular schedule and otherwise as required;
- If the Chair is a non-executive director, chairing the meetings of the Board, including requiring appropriate briefing materials to be delivered to the Board in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual Directors and ensuring clarity and due recording of decisions of the Board;
- Preparing or causing to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Director, as appropriate;
- Ensuring that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- Creating a cooperative atmosphere where Directors are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion;

Board Committees

- Ensuring that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees;

- Assisting the committees of the Board in bringing their recommendations forward to the Board for consideration;
- Assisting the Corporate Governance and Nominating Committee in identifying and assessing potential candidates for nomination as Directors;

Senior Executives

- Ensuring the Board works in an open and productive manner with senior executives of the Company and receives appropriate and timely information, material and reports from senior executives of the Company in order to permit the Board to effectively discharge its duties and responsibilities;

Other Duties

- Chairing meetings of the shareholders of the Company; and
- Carrying out such other duties and responsibilities as the Board may request from time to time.

Dated: January 31, 2022

Approved by: Board of Directors of the Company