



**ACLARA RESOURCES INC.  
POSITION DESCRIPTION FOR LEAD DIRECTOR**

The board of directors (the “**Board**”) of Aclara Resources Inc. (the “**Company**”) shall select one of the independent members of the Board to be appointed as the lead independent director (the “**Lead Director**”) of the Board. If the Board has a chair who meets the criteria for independence established by National Instrument 52-110 – *Audit Committees*, then the role of the Lead Director will be filled by the independent chair of the Board.

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

**Leadership and Governance**

- Work collaboratively with the chair of the Board (the “**Chair**”) and the chief executive officer of the Company to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- The Lead Director shall facilitate the functioning of the Board independently of the senior executives of the Company and provide independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company;
- Work with the Chair, 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**

- Work with the Chair to schedule and prepare for meetings of the Board, including reviewing agendas and briefing materials to be delivered to the Board;
- Chair meetings of the Board when the Chair is not in attendance or if the Chair is an executive director;
- To the extent applicable, chair the meetings of the independent Directors and prepare the agendas for such meetings;
- Ensure that the independent Directors have the opportunity to meet separately in camera, without non-independent Directors and senior executives of the Company present, as deemed necessary or advisable;

**Senior Executives**

- Provide advice, counsel and mentorship to the senior executives of the Company and fellow Directors;

- In consultation with the Chair, work to facilitate an effective relationship between senior executives of the Company and the Directors;
- Work with the Chair and other senior executives of the Company, as appropriate and as required, in assisting in monitoring progress of their respective mandates and duties;

**Other Duties**

- Be available, when appropriate and if requested, for consultation and direct communication with the shareholders of the Company for questions and discussions that are directed to the Lead Director or the independent Directors as a group;
- Carrying out special assignments or any functions as requested by the Board or the independent Directors; and
- Having the authority to call meetings of the independent Directors if or when necessary.

Dated:  
Approved by:

January 31, 2022  
Board of Directors of the Company