

WESDOME GOLD MINES LTD.
POSITION DESCRIPTION FOR AN INDIVIDUAL DIRECTOR

ACCOUNTABILITY

Each director of Wesdome Gold Mines Ltd. (the “**Company**”) is responsible, along with the other directors, for the duties and responsibilities set out in the board mandate and relevant committee mandates. In addition to those responsibilities, the Board has set out the following expectations and duties for an individual director.

INTEGRITY AND ACCOUNTABILITY

- a. As a member of the Board, each director will fulfill the legal requirements and obligations of a director, which includes a demonstrating a comprehensive understanding of the statutory and fiduciary roles and ensuring the best overall interests of the Company are paramount.
- b. Directors must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on, and remain accountable for their boardroom decisions.
- c. Directors must adhere to the Company’s Code of Business Conduct and Ethics or obtain waivers from the Board in advance of any departure from the Code.

INDEPENDENCE

Each Director shall:

- a. Demonstrate independence from management
- b. Maintain his or her independence as defined in the National Policy 58-201 and shall report to the Board in a timely manner with full details of any changes or circumstances that may compromise his or her independence.

INFORMED JUDGMENT

- a. The Director’s ability to provide wise, thoughtful counsel on a broad range of issues ranks high among the qualities required. Directors must develop a depth of knowledge about the Company’s business in order to understand and question the assumptions upon which the strategic and business plans are based, and to form an independent judgment as to the probability that such plans can be achieved.
- b. Directors must be able to apply good sense and sound judgment to help make wise decisions.

FINANCIAL LITERACY

One of the most important roles of the Board is to monitor financial performance. To do this, directors must have a basic understanding of financial statements and other key financial measures. They must know how to read financial statements, and understand the use of financial ratios and other indices for evaluating the Company’s performance. Members of the Audit Committee will need to meet a higher standard of financial literacy.

COMMUNICATION AND BOARD ACTIVITY

As a member of the Board, each director will:

- a. Act with integrity.
- b. Respect confidentiality.
- c. Use his or her ability, experience and influence constructively.
- d. Be available as a resource to management and the Board.
- e. Advise the CEO or Chair, where appropriate, in advance of introducing significant and previously unknown information at a Board meeting.
- f. As necessary and appropriate, communicate with the Chair and with the CEO between meetings.
- g. Demonstrate a willingness and availability for individual consultation with the Chair or CEO.
- h. Demonstrate well-developed listening, communicating and influencing skills.
- i. Approach others assertively, responsibly and supportively, and be willing to raise tough questions in a manner that encourages open discussion.
- j. Participate fully and frankly in the deliberations and discussions of the Board.
- k. Establish an effective, independent and respected presence and a collegial relationship with other directors.
- l. Focus inquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of the Company.
- m. Manage conflict constructively.
- n. Respect the fact that the CEO and the Chair are the spokespersons for the Company and individual directors are only involved in external communications at the request of and/or with the approval of, and in coordination with the CEO and/or the Chair.

COMMITMENT

- a. Directors must display commitment through attendance at, preparation for and participation in meetings. The target is 100% attendance. Anything less than 80%, without extenuating circumstances, may create considerable concern for the Board.
- b. Directors are nominated and elected to the Board to bring a particular skill set or representation to the Board, and with an expectation that the director will make a deep commitment to his or her duties on the Board.
- c. Directors acknowledge and agree that if a director is approached by the Board Chair regarding attendance, participation or commitment issues, the director may be asked to give his or her resignation to the Board.

COMMITTEE WORK

In order to assist Board committees in being effective and productive each director will:

- a. Become knowledgeable about the purpose and goals of each committee and participate on committees as appropriate and when asked to from time to time.
- b. Understand the process of committee work, and the role of management and staff supporting the committee.

INDUSTRY AND CORPORATE KNOWLEDGE

Recognizing that decisions can only be made by well-informed directors, each director will:

- a. Maintain their general knowledge of the Company's business and its industry.
- b. Participate in director orientation and development opportunities provided by the Company from time to time.
- c. Maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates.
- d. Make opportunities to meet and familiarize themselves with the senior executives and high potential employees of the Company.

The Chair of each committee of the Board of Directors (each a "**Committee**") of Wesdome Gold Mines Ltd. (the "**Company**") is responsible for ensuring the Committee it chairs successfully fulfills its mandate and for reporting activities and recommendations to the Board of Directors (the "**Board**").

ROLE/RESPONSIBILITIES

Committee Chairs will:

- a. In consultation with Board Chair, CEO, Corporate Secretary and the Committee members, as appropriate:
 - i. Determine the time and location of meetings of the Committee.
 - ii. Require the Committee to meet as many times as necessary to carry out its responsibilities effectively, and that there is an *in camera* session of independent Committee members at each meeting.
 - iii. Designate a recording secretary for the Committee.
 - iv. Oversee the orientation of new Committee members.
 - v. Review the meeting agendas to ensure all required business is brought before the Committee to enable the Committee to carry out its responsibilities in a timely fashion.
 - vi. Ensure that the Committee has all the resources, including appropriate access to relevant staff members, necessary to fulfill its mandate.
 - vii. Ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.

- viii. Establish annual goals and objectives for the Committee and present those goals and objectives to the Board Chair for review.
 - ix. Ensure that minutes are kept of all meetings and sign minutes approved by the Committee.
 - x. Ensure the Committee activities are consistent with its mandate.
- b. Take all reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its mandate, are well understood by the Committee members and executed as effectively as possible.
 - c. Facilitate a candid and full discussion of all key matters that come before the committee.
 - d. Annually lead the Committee in a review of its Mandate and reporting any recommended changes to the Board Chair.
 - e. Maintain appropriate communication with other committee chairs where committee responsibilities intersect or overlap.
 - f. Report to the Board, as applicable, at its next meeting following any decision or recommendation arising from any meeting of the Committee or the signing of a written resolution evidencing a decision or recommendation of the Committee, including reporting on the considerations that led to such decision or recommendation.
 - g. Preside over committee meetings and providing leadership to enable the Committee to act as an effective team in carrying out its responsibilities.
 - h. Encourage an atmosphere of openness and trust and maintaining a cohesive group without losing diversity of opinion and objectivity.
 - i. At the request of the Board Chair, be available to answer questions on behalf of the Committee at the Annual General Meeting.
 - j. Have the authority to engage independent legal counsel, consultants, or other advisors, with respect to any issue, or to assist the Committee Chair with in fulfilling his or her responsibilities, with the approval of the Board Chair.
 - k. Act as liaison between the Board, as applicable, and the Committee and between management and the Committee and also acting as liaison with outside advisors to the Committee.

APPROVAL

OWNER(S)

Board of Directors

ADOPTED

March 22, 2016

POLICY TYPE

Board Governance

LAST REVIEWED AND APPROVED

March 22, 2016