



CHAIR OF THE BOARD

MANDATE

I. RESPONSIBILITIES

In performing his duties, the Chair of the Board of Directors (the “Board”) of Semafo Inc. (the “Corporation”) takes all reasonable measures to ensure that the Board carries out its responsibilities efficiently with respect to the stewardship of the Corporation and the oversight of the management of its activities. The Chair of the Board is responsible for the management, the training and the efficiency of the Board. He provides leadership and direction to the Board with respect to all aspects of the Board’s work.

In performing his duties, the Chair of the Board:

- (a) chairs Board and shareholders meetings;
- (b) attends meetings of the committees of the Board, if convenient;
- (c) ensures, in collaboration with the President & Chief Executive Officer, that the strategic plan is communicated to the Board, and that all material decisions are approved by the Board on a timely basis;
- (d) coordinates and prepares the agenda for Board meetings;
- (e) manages Board activities, in collaboration with the President & Chief Executive Officer and the Corporate Secretary, namely the planning and organization of Board activities, and ensures the efficient running of Board meetings and the quality, quantity and timeframe with which information is transmitted to the Board;
- (f) serves as the Board’s spokesperson in its dealings with the President & Chief Executive Officer.
- (g) ensures that the Board has all the necessary information to carry out its duties and make informed decisions;
- (h) advises the President & Chief Executive Officer and supports him in his goal of building an efficient and qualified executive team in order to ensure the diligent execution of the strategic plan;
- (i) acts as the resource person and advisor for Board and Board committees members, namely for the Human Resources and Corporate Governance Committee with respect to the performance of the President & Chief Executive Officer, and ensures that such committees report their activities to the Board;



- (j) leads the Directors' annual evaluation process;
- (k) leads the succession process with respect to the President and Chief Executive Officer and Board members;
- (l) at the request of the President & Chief Executive Officer, serves as the Corporation's representative in dealings with shareholders, business partners or other external authorities, and stakeholders of the Corporation;
- (m) exercises all of the powers conveyed upon him by the Articles, the By-laws or any Corporate Policy; and
- (n) assumes any other responsibility assigned to him by the Board.