

**NGEX Resources Inc.  
(the "Corporation")**

**MANDATE OF THE CHAIRMAN OF THE BOARD  
(as adopted by the Board on May 4, 2012, as amended August 7, 2014 and May 6, 2016)**

The Chairman (the "Chairman") of the Board of Directors (the "Board") of the Corporation plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Corporation. The Chairman is primarily responsible for the management and effective performance of the Board and provides leadership to the Board. The Chairman acts in an advisory capacity to the senior officers of the Corporation in all matters concerning the interests and management of the Corporation.

The Chairman shall be appointed by, and serve at the pleasure of, the Board and shall have the competencies and skills required by the Board.

**1. RESPONSIBILITIES**

- (a) The Chairman shall manage and act as chief administrative officer of the Board with the following specific duties and responsibilities:
- (i) to act as the chair, unless absent, at all meetings of the shareholders or delegate such responsibilities to the President and Chief Executive Officer, a Vice-President who is a shareholder, or to the Lead Director;
  - (ii) to act as the chair, unless absent, at all meetings of the Board or delegate such responsibilities to the Lead Director or to another independent Director;
  - (iii) to act as spokesperson for the Board;
  - (iv) to review the agenda for each meeting of the Board;
  - (v) to assist the Board in the discharge of its mandate and responsibilities; and
  - (vi) to approve and sign on behalf of the Board all communications and reports from the Board to the shareholders or delegate such responsibilities to the President and Chief Executive Officer or Lead Director.

**2. PERFORMANCE**

To perform such other duties and responsibilities as set forth in respect of the Board as a whole and in respect of the other committees of the Board.

**LIMITATION**

The duties and responsibilities set out above do not extend, and are not to be interpreted as extending, the obligations and liabilities of the directors beyond those imposed by applicable law and in each case are subject to the Articles and By-Laws of the Corporation and applicable law.