

Position Description for the Chairman of the Board of Directors

1. Purpose

The Chairman of the Board of Directors shall be a director who is designated by the full Board of Directors to act, together with the independent Lead Director, as the leader of the Board of Directors and enhance and protect, with the Corporate Governance Committee and the other Committees of the Board, the independence of the Board.

2. Who may be Chairman

The Chairman will be selected amongst the directors of the Company who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board.

The Chairman will be selected annually at the first meeting of the Board of Directors following the annual general meeting of shareholders.

3. Responsibilities

In order to enhance and protect the independence of the Board, the following responsibilities of the Chairman shall be shared with or delegated to the Lead Director of the Board, as appropriate.

- Chairing all meetings of the Board of Directors in a manner that promotes meaningful discussion.
- Providing leadership to the Board to enhance the Board's effectiveness, including:
 - Together with the assistance of the Corporate Governance Committee, ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management;
 - Ensuring that the Board works as a cohesive team with open communication;
 - Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;

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- Together with the Corporate Governance Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
- Together with the Corporate Governance Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed at least annually.
- Ensure the proper functioning of the Board, as it relates to:
 - Preparing the agenda of the Board meetings;
 - Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - Ensuring meetings are appropriate in terms of frequency, length and content;
 - Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
 - Ensuring that a succession planning process is in place to appoint the Chief Executive Officer when necessary; and
 - Working with the Corporate Governance Committee in connection with the recruitment of new directors where necessary, approaching potential candidates once such candidates are identified and exploring their interest in joining the Board.
- Acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture.