

# **OSISKO GOLD ROYALTIES LTD**

## **CHAIR OF THE BOARD DESCRIPTION OF ROLE AND RESPONSIBILITIES**

### **I. MANDATE**

The Chair of the Board of Directors (the “Board”) takes all reasonable measures to ensure the Board fulfills its oversight responsibilities. The Chair is responsible for the management, the development and the effective performance of the Board, and provides leadership and direction to the Board for all aspects of the Board’s work.

### **II. RESPONSIBILITIES**

In addition to the responsibilities applicable to all directors of the Corporation, the responsibilities of the Chair of the Board include the following:

- (a) Presiding at all meetings of the Corporation’s shareholders and of the Board;
- (b) Planning and organizing the activities of the Board in consultation with management including the preparation for, and the conduct of, Board meetings, as well as the quality, quantity and timeliness of the information that goes to the Board;
- (c) During Board meetings, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (d) Fostering ethical and responsible decision making by the Board and its individual members;
- (e) Providing advice, counsel and mentorship to the President and fellow members of the Board;
- (f) Acting with the Lead Director as principal liaison between the independent directors and the Chief Executive Officer and the President on sensitive issues;
- (g) Ensuring minutes of the Board meetings are available in a timely manner;
- (h) Ensuring committees of the Board report to the Board on their activities;
- (i) Assisting the Board Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution; and
- (j) Carrying out other responsibilities at the request of the Board.

*This Position Description of the Chair of the Board of Directors was approved by the Board on December 5, 2014.*