



## **POSITION DESCRIPTION FOR THE LEAD DIRECTOR OF A2 GOLD CORP.**

### Purpose

The purpose of the lead director (the “Lead Director”) of the Board of Directors (the “Board”) of A2 Gold Corp. (“A2GOLD”) is to provide independent leadership for the Board and in particular, its independent directors, and to assist the Board in discharging its duties, responsibilities and obligations independently of management. A Lead Director shall be appointed where the Chairman is not independent or at any other times the Board determines that the appointment of a Lead Director is appropriate.

### Responsibilities

The Lead Director shall:

1. in conjunction with the Chairman, manage the affairs of the Board, including being satisfied that the Board is organized properly and functions effectively independent of management of A2GOLD;
2. assist the Chairman in setting agendas for Board meetings;
3. in the absence of the Chairman, chair the meetings of the Board, and chair meetings of the Board, without management and non-independent directors present, at every Board meeting where deemed appropriate;
4. as deemed appropriate by the Chairman, consult and meet with any or all of the independent directors, and where appropriate represent such directors in discussions with management or the Board on corporate governance issues and other matters; ensure that questions and comments of independent directors are heard and addressed;
5. promote best practices and high standards of corporate governance; and
6. ensure that the Board, committees of the Board and individual directors understand and discharge their duties and obligations.

### Appointment of the Lead Director

The Lead Director shall be appointed from the independent members of the Board from time to time by, and shall hold office at the pleasure of, the Board.

### Review of Position Description

The Board shall review the adequacy of this Position Description annually or more frequently as it deems appropriate. Such review shall include the evaluation of the performance of the Lead Director in light of this Position Description.