

THREE VALLEY COPPER CORP.
POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD
(Adopted by the Board effective June 30, 2021)

GENERAL:

The Chair of the Board of Directors (the “**Board**”) of Three Valley Copper Corp. (the “**Company**”) is principally responsible for overseeing the operations and affairs of the Board.

I. SPECIFIC RESPONSIBILITIES:

In fulfilling the required responsibilities, the Chair will be responsible for:

- (a) Providing leadership to foster the effectiveness of the Board;
- (b) Providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (c) Ensuring there is an effective relationship between the Board and senior management of the Company;
- (d) Leading the process by which the directors seek to ensure that the Board represents and protects the interest of the Company’s securityholders;
- (e) Ensuring that the appropriate committee structure is in place and assisting the Governance, Compensation and Nominating Committee in making recommendations for appointment to such committees;
- (f) In consultation with the other members of the Board and the Chief Executive Officer (the “**CEO**”) of the Company, preparing the agenda for each meeting of the Board;
- (g) Ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (h) As may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of the Chair or such independent directors;
- (i) Recommending, where necessary, the holding of special meetings of the Board, or meetings of independent directors, whether as part of a regularly scheduled meeting of the Board or otherwise, at which non-independent directors and members of management are not present;
- (j) Chairing Board meetings, including chairing each Board meeting at which only non-independent directors are present, and stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded in respect of such meetings;

- (k) Chairing all meetings of the Company's shareholders;
- (l) Acting as spokesperson on behalf of the Board except with respect to matters in which the Chair has a real or perceived conflict of interest;
- (m) Together with the Corporate Governance, Compensation and Nominating Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Corporate Governance, Compensation and Nominating Committee for changes when appropriate;
- (n) Providing recommendations and advice to the Corporate Governance, Compensation and Nominating Committee on candidates for nomination or appointment to the Board;
- (o) Working with the CEO to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the CEO any issues that are preventing the Board from being able to carry out its responsibilities; and
- (p) Providing additional services required by the Board.