



POSITION DESCRIPTION FOR EXECUTIVE CHAIRMAN

1 INTRODUCTION

- 1.1 The Board of Directors (the "**Board**") of Voyager Metals Inc. ("**Voyager**" or the "**Company**") has determined that, on the recommendation of the Corporate Governance and Nominating Committee, Voyager should adopt a formal position description for the Executive Chairman of the Board in accordance with the provisions of National Policy 58-201 – *Corporate Governance Guidelines*.

2 APPOINTMENT

- 2.1 The Board will select one of its members to be appointed Executive Chairman at the first Board meeting following the annual general meeting of shareholders of Voyager for such term as the Board may determine.

3 DUTIES AND RESPONSIBILITIES

- 3.1 The Executive Chairman's specific duties and responsibilities include, but are not limited to, the following:

Leadership

- 3.2 To:
- (a) provide overall leadership to enhance the effectiveness and performance of the Board and act as the primary spokesperson for the Board;
 - (b) act as an adviser and confidant to the Chief Executive Officer;
 - (c) assist with developing Voyager's corporate strategy, building a pipeline of potential merger and acquisition transactions, growing Voyager's market profile and establishing new corporate relationships;
 - (d) foster ethical and responsible decision making by the Board, Board Committees and the individual Directors;
 - (e) in conjunction with management, lead Voyager in its relationships with shareholders and financial institutions;

- (f) work with management in reviewing plans, defining issues, maintaining accountability and in any marketing efforts that would allow to effectively position the Company with investors to facilitate growth; and
- (g) ensure the implementation of the management succession and development plans.

Board – Management Relationships

3.3 To:

- (a) ensure that the different duties, responsibilities and roles of the Board are clearly understood by both the Board and management as well as the boundaries between the Board and management;
- (b) ensure that the Board receives appropriate and timely information, material and reports from management regarding Voyager's business and affairs in order to permit the Board to discharge its duties and responsibilities.
- (c) assist the Board, Board Committees and the individual Directors in effectively understanding and discharging their respective duties and responsibilities;
- (d) oversee all aspects of the Board and Board Committee functions to ensure compliance with Voyager's corporate governance practices;
- (e) organize and lead the Board in the conduct of its business in accordance with Voyager's corporate governance guidelines; and
- (f) ensure management is aware of concerns the Board, Shareholders, other stakeholders and the public might have.

Board Committees

3.4 To:

- (a) assist in recommending appointees to Board Committees and in reviewing the need for, and the performance and suitability of, those committees;
- (b) ensure the duties and responsibilities of the Board Committees are carried out in accordance with the Board Committee charters; and
- (c) assist the Board Committees in bringing their recommendations forward to the Board for consideration.

Board Meetings

3.5 To:

- (a) ensure the Board meets at least five times a year and otherwise as required;

- (b) prepare the agenda for all meetings of the Board in consultation with the Chief Executive Officer and the Corporate Secretary;
- (c) ensure that all matters required to be considered by the Board are brought to a meeting of the Board in a timely fashion;
- (d) monitor the adequacy of materials provided to the Board by management in connection with the Board deliberations, and ensure that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board during deliberations;
- (e) ensure that all items set out in the agenda are properly discussed, considered and resolved;
- (f) ensure sufficient time is provided to discuss agenda items;
- (g) create a cooperative atmosphere where Board members are encouraged to openly discuss, debate and question matters requiring Board attention in a constructive and productive fashion; and
- (h) ensure that the independent members of the Board meet in separate in camera sessions at each Board meeting.

Shareholder Meetings

3.6 To:

- (a) ensure the shareholders meet at least once a year and otherwise as required by applicable law; and
- (b) ensure that all items set out in the notice of meeting are properly discussed, considered and resolved.

Other Duties

3.7 To carry out such other duties and responsibilities as the Board may request from time to time.

Original Approval Date: January 26, 2022

Approved by: Governance and Nominating Committee and Board of Directors