



Chairman of The Board of Directors Position Description

Dated as of September 7, 2023

1. Purpose

The Chairman of the Board of Directors (the “Board”) of Allied Gold Corporation (“Allied”) shall be a director who is designated by the Board to lead the Board, together with any independent lead director (the “Lead Director”) and the other Committees of the Board. The primary functions of the Chairman are to provide leadership and direction to the Board, facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate, and to foster ethical and responsible decision-making. In certain circumstances where the roles of Chairman and Chief Executive Officer are combined, the function will provide for a blending of duties and will become a formal appointment of such person in the combined role with the rights, responsibilities and privileges for the duration of the period so designated.

The purpose of this document is to establish the terms of reference for the Chairman.

2. Who may be Chairman

The Chairman will be selected from among the directors of Allied who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board. If the Chairman does not meet the criteria for independence established in National Instrument 52-110 – *Audit Committees*, then the Board shall select one of the independent members of the Board to be appointed as Lead Director.

The Chairman will be selected annually at the first meeting of the Board 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 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 and Nominating 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;
 - Ensuring that the interests of various stakeholders are considered by the Board;

- Together with the Corporate Governance and Nominating 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 and Nominating 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:
 - Scheduling Board meetings;
 - 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 and Nominating 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 Allied is building a healthy governance culture.
- Performing other functions as may be ancillary to the responsibilities described above or as may be delegated to the Chairman by the Board from time to time.

This position description is subject to the *Business Corporations Act* (Ontario) and Allied's articles and by-laws, all as amended from time to time.