



Lead Director Position Description

Dated as of September 7, 2023

1. Purpose

The Lead Director of the Board of Directors (the “Board”) of Allied Gold Corporation (“Allied”) shall be an independent director who is designated by the Board whose primary functions are to reinforce the independence of the Board, to provide a complimentary source of leadership with the Chairman in order to satisfy the Board’s functions and responsibilities under its mandate and to foster ethical and responsible decision-making.

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

The Lead Director shall be entitled to request materials and receive notice of and attend all meetings of committees of Allied.

2. Who may be Lead Director

As long as the Chairman is not an independent director under the criteria for independence established in National Instrument 52-110 – *Audit Committees*, there shall be a Lead Director. The Lead Director will serve during the pleasure of the Board and, in any event, only so long as that person shall be a director of Allied.

The Lead Director will be selected from among the independent directors of Allied.

The Lead Director 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 Lead Director shall be shared with the Chairman, or shall be the entire responsibility of the Lead Director if such responsibility has been delegated by the Chairman to the Lead Director:

- Chairing all meetings of the independent directors 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:
 - Assisting the Chairman in scheduling Board meetings;
 - Assisting the Chairman to prepare the agenda of the Board meetings;
 - Providing input to the Chairman concerning 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 and the Chairman 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.
- Working with the Chairman to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chairman to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that Allied is building a healthy governance culture. Additionally, this involves debriefing the Chairman on decisions reached and suggestions made at meetings of the independent directors. Engaging with the Chairman to facilitate communication between management and the independent directors.
- Chair meetings of independent Board members without management present and act as liaison between the independent directors and the Chairman on sensitive issues. Performing other functions as may be ancillary to the responsibilities described above or as may be delegated to the Lead Director by the Chairman, the Board or the independent directors of 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.