



CHAIR OF THE BOARD OF DIRECTORS CHARTER

PURPOSE

The Board of Directors (the “**Board**”) of Rubicon Minerals Corporation (the “**Company**”) considers it appropriate to designate a Chair of the Board of Directors (the “**Chair**”) to oversee the operations and affairs of the Board and to provide leadership to the Board to enhance the Board’s effectiveness.

The Board of Directors has ultimate accountability for the management of the Company. To achieve this, the relationships between the Board and management, shareholders and other stakeholders and between individual Board members are of great importance. The Chair, as the presiding member, must oversee these critical relationships to ensure that they are effective, efficient and further the best interests of the Company.

The Chair, while working closely with the President and Chief Executive Officer (“**CEO**”), should at all times maintain an independent perspective always with the best interests of the Company in mind so as to ensure the long-term financial strength of the Company and the creation of enduring shareholder value. The Chair must also maintain a sense of responsibility to the Company’s customers, employees, suppliers and the communities in which it operates.

APPOINTMENT

The Chair is appointed by the Board and serves at the pleasure of the Board until his or her successor is appointed.

DUTIES AND RESPONSIBILITIES

The Chair will provide leadership to directors by:

1. serving as Chair of the meetings of the Board;
2. maintaining a verbal communication channel with members of the Board and committee chairs to coordinate input and acting as an effective point of contact between the Board and senior management;
3. overseeing the Board’s discharge of its duties assigned to it by law, in the constating documents of the Company, and as set out in the Corporate Governance Guidelines and establishing procedures to govern the effective and efficient conduct of the Board’s work;
4. preparing, on an annual basis, a work plan for the ensuing year for the Board to ensure the Board fulfills its responsibilities on a timely basis;
5. reviewing from time to time the committees of the Board, (including the chairs and mandates of such committees) to determine whether they are functioning effectively;
6. ensuring that the work delegated to Board committees is carried out and reported on to the Board;
7. assisting the Board in satisfying itself as to the integrity of the senior officers of the Company and ensuring that such senior officers create a culture of integrity throughout the organization;



8. working with the CEO and the Chair of the Compensation, Corporate Governance and Nomination Committee to foster an appropriate governance culture within the Company;
9. in conjunction with the Lead Independent Director, ensuring that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors) and ensuring that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable law;
10. in conjunction with the Lead Independent Director, mentoring and counselling new members of the Board to assist them in becoming active and effective directors and ensuring that a process is in place to monitor legislation and best practices which relate to the responsibilities of the Board in order to periodically provide materials for all directors on subjects relevant to their duties as directors;
11. if independent, serving as chair of the sessions of the independent directors and serving as principal liaison between the independent directors and the CEO and between the independent directors and senior management of the Company, ensuring that independent directors have adequate opportunities to meet and discuss issues in sessions of the independent directors without management of the Company present, along with communicating to management of the Company, as appropriate, the results of such meeting sessions; and responding directly to shareholder and other stakeholder questions and comments that are directed to the independent directors as a group, following consultation with the CEO and other directors; and
12. performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

In connection with meetings of the Board, the Chair will preside at meetings of the Board and will:

1. schedule meetings of the Board and set the various agendas for such meetings;
2. review items of importance for consideration and ensure that all business required to come before the Board is brought before the Board;
3. ensure that the Board has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Board; and
4. encourage free and open discussion to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all directors to participate in such a way that is conducive to good decision making.

CURRENCY

This Charter was originally approved and adopted by the Board effective April 2, 2013 and most recently approved on March 21, 2018.