



LEAD INDEPENDENT DIRECTOR CHARTER

PURPOSE

In certain situations, the Board of Directors (the “**Board**”) of Rubicon Minerals Corporation (the “**Company**”) considers it appropriate to designate a Lead Independent Director (the “**Lead Independent Director**”) to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may direct.

APPOINTMENT

The Lead Independent Director is appointed by the Board if the Chair of the Board of Directors (the “**Chair of the Board**”) is not an “independent” director, as such term is defined in National Instrument 52-110 and any applicable stock exchange rules, each as may be amended or replaced from time to time and serves at the pleasure of the Board until his or her successor is appointed.

RESPONSIBILITIES AND DUTIES

The Lead Independent Director will provide leadership to directors by:

1. presiding at all meetings of the Board at which the Chair of the Board is not present;
2. ensuring that independent directors have adequate opportunities to meet and discuss issues in sessions of the independent directors without management of the Company present, and serving as Chair of such meetings;
3. serving as principal liaison between the independent directors and the Chief Executive Officer (the “**CEO**”) and between the independent directors and senior management of the Company;
4. communicating to management of the Company, as appropriate, the results of meeting sessions among independent directors;
5. responding directly to shareholder questions that are directed to the Lead Independent Director or to the independent directors as a group, following consultation with the CEO and other directors;
6. in conjunction with the Chair of the Board, 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;
7. in conjunction with the Chair of the Board, being responsible for 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; and

8. performing such other duties as the Board may from time to time direct.

CURRENCY

This Charter was originally approved and adopted by the Board effective March 21, 2018.