

## NON-EXECUTIVE CHAIRMAN – POSITION DESCRIPTION

The Non-Executive Chairman's (the "Chairman") primary role is to take overall responsibility for the effective functioning of the board of directors of Continental Gold Inc. (the "Company"), acting as a liaison between management and the Board, and attending to or assisting with all such matters that may be reasonably requested by the Board or management of the Company.

Without limiting the foregoing, and in addition to the Chairman's responsibilities as a director of the Company, the Chairman is responsible for the following:

1. lead, manage and organize the Board, consistent with the approach to corporate governance adopted by the Board from time to time;
2. preside as chair at all meetings of the Board and shareholders;
3. set the agenda of the Board and shareholders' meetings, in consultation with the Corporate Secretary and the Chief Executive Officer;
4. confirm that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently from management;
5. chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decisions is reached and accurately recorded;
6. chair in camera sessions at the end of Board meetings;
7. confirm that Board functions are delegated to appropriate committees and that the functions are carried out and the results reported to the Board;
8. together with the Chief Executive Officer, approach potential candidates for Board membership, once candidates have been identified and selected by the Corporate Governance, Nominating and Human Resources (CNHR) Committee, to explore their interest in joining the Board;
9. act as a liaison between the Board and senior management, encouraging effective communication between the Board and the Chief Executive Officer;
10. consistently encourage effective communication between the Board and the Chief Executive Officer, and confirm that the Board and senior management understand their respective responsibilities and respect the boundary between them;
11. confirm proper and timely document filings and fulfillment of disclosure requirements under applicable legislation, including working with the Company's external counsel and other outside advisors when necessary;
12. confirm that the Board and its committees have the necessary resources to carry out their responsibilities, in particular, timely and relevant information;
13. work with the Chief Executive Officer, the Chair of the CNHR Committee and the Corporate Secretary to further the creation of a healthy governance culture within the Company;
14. together with the CNHR Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) and the contribution of individual directors to the effectiveness of the Board is assessed at least annually;

15. at the request of the Chief Executive Officer, represent the Company to shareholders and external stakeholders, including local community groups, government, and non-governmental organizations; and
16. perform any such other duties as the Board may delegate from time to time.

**REVIEW**

The CNHR Committee will annually review and reassess the adequacy of this position description and submit any recommended changes to the Board for approval. The CNHR Committee has the authority to approve amendments of a “housekeeping” or clerical nature without further approval of the Board.

**ADOPTION**

This position description was adopted by the Board on January 15, 2018.