



## CHIEF EXECUTIVE OFFICER'S POSITION DESCRIPTION

### A. INTRODUCTION

The Chief Executive Officer (the "CEO") is the most senior management officer of Midas Gold Corp. ("Midas Gold" or the "Corporation"). As such, the CEO is the leader of the Corporation's management team and sets the tone for effective, efficient and cohesive management of the Corporation by exemplifying consistent values and superior performance to enhance shareholder value and advance the direction of Midas Gold, demonstrating high ethical standards and fairness, leading the Corporation to fulfil its vision as determined by the Board, being the Corporation's main spokesperson, and bearing the chief responsibility for leading the Corporation to its short-term operational and long-term strategic goals, priorities and objectives as determined by the Board.

The CEO is accountable to the Board of Directors (the "Board") and works with the Board as a liaison between management and the Board with due regard to the Board's requirement to be informed and to be independent.

### B. DUTIES AND RESPONSIBILITIES

The CEO's primary duties and responsibilities at Midas Gold include:

1. achieving strategic, financial and operating goals and objectives as determined by the Board; and monitoring the Corporation's performance in relation to such goals and objectives;
2. achieving and maintaining a strong competitive position for Midas Gold within its industry;
3. developing and recommending to the Board annual business plans and budgets that support the Corporation's long-term strategy as approved by the Board;
4. developing for approval by the Board the corporate objectives which the CEO is responsible for meeting;
5. overseeing senior management and putting in place personnel and systems so that the day-to-day business affairs are appropriately managed;

6. identifying, selecting and recommending to the Board candidates for senior management positions (other than employees and non-executive officers below the Vice-President level, which such persons the CEO may approve directly);
7. working with the Compensation Committee to review and recommend to the Board appropriate salary and benefit packages for senior management and employees;
8. maintaining a positive work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
9. serving as the chief spokesperson for the Corporation;
10. developing and recommending to the Board long-term strategies and a vision that leads to the creation of shareholder value;
11. identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
12. putting in place appropriate personnel and systems for the integrity and adequacy of internal control and management information systems;
13. putting in place an effective management team below the level of the CEO and having an active succession plan, including the appointment, training and monitoring of senior management;
14. overseeing the implementation of major corporate policies, including working with the Corporate Governance and Nominating Committee and other appropriate persons with regard to corporate governance policies;
15. overseeing the Corporation's Disclosure and Confidentiality Policy;
16. fostering a corporate culture that promotes ethical business practices in compliance with the Corporation's Code of Conduct and Ethical Values Policy and encourages individual integrity;
17. achieving the Corporation's objectives in a manner that is safe, sustainable, and protective of the natural environment;
18. establishing and maintaining good relationships in the communities in which the Corporation conducts its business;
19. preparing, for Board meetings, the documents necessary for information and decisions by the Board together with proposals for the agendas for such meeting; and
20. together with the Corporate Secretary, ensuring that minutes of Board meetings and other materials are sent out to members of the Board in a timely manner.

**C. EFFECTIVE DATE**

Approved and adopted by the Board on January 30, 2018.

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