

TALON METALS CORP.

CHAIR OF THE BOARD OF DIRECTORS AND COMMITTEE CHAIRS

POSITION DESCRIPTION

Chair of the Board of Directors

The fundamental responsibility of the Chair of the board of directors (the "**Board**") of Talon Metals Corp. (the "**Corporation**") is to effectively manage the affairs of the Board. The primary duties and responsibilities of the Chair of the Board are to:

Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities, including those relating to corporate governance matters.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.

Board Management

- Chair Board meetings.
- Assist the President & Chief Executive Officer ("**CEO**") and Secretary of the Corporation in the co-ordination of the agenda, information packages and related matters for Board meetings.
- Establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees.
- In conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.

Advisory

- Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders of the Corporation and the public.
- Act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability and build relationships.
- At the request of the CEO, provide advice to the CEO on various issues.
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.

- Respond to questions from members of senior management and directors regarding the Corporation's code of business conduct.

CEO Performance

- Lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO.
- Assess, in conjunction with the Governance and Compensation Committee, the performance of the CEO and provide input with respect to compensation.
- Provide input to the Governance and Compensation Committee with respect to CEO succession.

Annual Meeting and Other Communication

- At the request of the CEO, assist in representing the Corporation in a general industry and community context.
- Chair meetings of shareholders of the Corporation.
- At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

Committee Chair

The fundamental responsibility of the Chair of any committee of the Board is to effectively manage the duties of the committee. The primary duties and responsibilities of the Chair of any committee of the Board are to:

- Ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities.
- Establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.
- Chair committee meetings.
- Assist the management representative in the co-ordination of the agenda and related matters for committee meetings.
- Liaise and communicate with the Chair of the Board to co-ordinate input from the committee for Board meetings.