

HUBBAY MINERALS INC.
(the “Company”)

POSITION DESCRIPTION

**CHAIR OF THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE**

The Chair is a member of the Corporate Governance and Nominating Committee, designated by the Board of Directors to assist the Corporate Governance and Nominating Committee in fulfilling its duties effectively and efficiently in accordance with the written charter of the Corporate Governance and Nominating Committee.

The Chair will provide leadership to the Corporate Governance and Nominating Committee in discharging its mandate as set out in the Charter, including by promoting:

- a thorough understanding by members of the Corporate Governance and Nominating Committee and senior management of the duties and responsibilities of the Corporate Governance and Nominating Committee, and
- cohesiveness among members of the Corporate Governance and Nominating Committee.

The Chair shall be the liaison between the Corporate Governance and Nominating Committee, the Board of Directors and the Company’s senior management, promoting open and constructive discussions between members of the Corporate Governance and Nominating Committee and each of these parties.

In connection with meetings of the Corporate Governance and Nominating Committee, the Chair shall be responsible for:

- recommending procedures to enhance the work of the Committee,
- taking the principal initiative in scheduling meetings of the Corporate Governance and Nominating Committee,
- organizing and presenting the agenda for Corporate Governance and Nominating Committee meetings such that:
 - all of the responsibilities assigned to the Corporate Governance and Nominating Committee under the terms of its Charter are discharged on a timely and diligent basis, and
 - members of the Corporate Governance and Nominating Committee have input into the agendas,
- monitoring the adequacy of materials provided to the Corporate Governance and Nominating Committee by senior management in connection with the Corporate Governance and Nominating Committee’s deliberations,

- ensuring that members of the Corporate Governance and Nominating Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Corporate Governance and Nominating Committee, and
- presiding over meetings of the Corporate Governance and Nominating Committee.

On an annual basis, the Chair will facilitate:

- the performance review and evaluation of the Corporate Governance and Nominating Committee and its members in accordance with the Charter, and
- a review and assessment of the adequacy of the Charter and this position description, and following such review and assessment, make a recommendation to the Board of Directors with respect to any changes the Corporate Governance and Nominating Committee deems appropriate.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Corporate Governance and Nominating Committee or the Board of Directors from time to time.