



**AURA MINERALS INC.  
(the “Company”)**

**POSITION DESCRIPTION FOR PRESIDENT AND CEO**

This position description describes the appointment, role and responsibilities of the President and Chief Executive Officer (together, the “CEO”) of the Company. It should be read together with the Company’s Corporate Governance Guidelines.

The Board shall appoint the CEO for such term or terms as the Board deems advisable. The performance of the CEO shall be evaluated annually by the Board, with the assistance of the Compensation Committee. The CEO may be removed or replaced at any time if his or her performance does not meet the expectations of the Board.

**General**

The CEO has responsibility for creating value for the Company’s shareholders by providing strategic leadership and vision to the Company by working with the Board and the senior management team to establish, implement and over-see the short and long-range goals, strategies, plans and policies of the Company.

**Specific**

The CEO’s responsibilities include, but are not limited to:

1. managing the business and affairs of the Company within the guidelines established by the Board and in accordance with the By-laws of the Company and applicable laws;
2. being accountable, and reporting to the Board and to the committees of the Board as requested from time to time by the Chair of the Board or any of its committees;
3. together with the Chief Financial Officer (the “CFO”) and other senior management, as appropriate, coordinating, approving, implementing and evaluating the exploration, project development, operations and corporate programs of the Company;
4. delegating authority to any individual or subordinate in accordance with the limitations set by the Board and the Company’s By-laws and policies;
5. ensuring the availability and coordination of qualified and competent personnel for the activities of the Company;
6. together with the Board, the CFO and other senior management, as appropriate assisting in the planning and directing of all investigations pertaining to mergers, acquisitions, joint ventures, or sales of major assets;



7. together with the CFO and other senior management, as appropriate, serving as the external spokesperson for the Company, including managing relations effectively with outside stakeholders, such as shareholders, investors, strategic partners, creditors, customers, suppliers, the media, governments and the public generally;
8. developing and recommending to the Board, strategies for the Company that result in the maximization of shareholder value;
9. developing and recommending to the Board, business plans, operational requirements, organizational structure, staffing and budgets that support such strategies;
10. implementing said strategies after Board approval and reporting to the Board in a timely manner on deviations of such strategies from the parameters established by the Board;
11. directing and monitoring the activities and resources of the Company consistent with the strategic direction, financial limits and operating objectives adopted by the Board;
12. ensuring, in co-operation with the Board, that the Company has an effective management team below the level of the CEO, that the Board has regular exposure to such persons, and that there exists an effective plan of succession and development for the CEO and other members of management;
13. meeting regularly with the Chair of the Board and other directors to ensure that the foregoing responsibilities are being fully complied with and that all directors are being provided with information necessary to fulfill their responsibilities and statutory obligations;
14. together with the CFO and other senior management, as appropriate, establish, maintain and ensure the implementation of the Company's disclosure controls and procedures, internal controls over financial reporting, and processes for the certification of the public disclosure documents required under applicable legislation; and
15. setting the ethical tone for the Company, including directly overseeing the administration and implementation of, and the compliance with, the Company's Code of Business Conduct and Ethics.

**Approved by the Board on November 12, 2014.**