



## **BOARD OF DIRECTORS' MANDATE**

*Annual reviewed completed: February 20, 2018*

The following is a description of the mandate and responsibilities of the Board of Directors (the "Board") of Lucara Diamond Corp. (the "Company"):

- a. The principal responsibilities of the Board are to supervise and evaluate management, to oversee the conduct of the Company's business, to set policies appropriate for the business of the Company and to approve corporate strategies and goals. The Board is to carry out its mandate in a manner consistent with the fundamental objective of enhancing shareholder value.
  - b. In discharging its duty of stewardship over the Company the Board expressly undertakes the following specific duties and responsibilities:
    - i. adopting, supervising and providing guidance on the Company's strategic planning process including, reviewing on at least an annual basis, a strategic plan which takes into account the opportunities and risks of the Company's business;
    - ii. identifying the principal risks of the Company's business and ensuring the implementation of appropriate risk management systems;
    - iii. ensuring that the Company has management of the highest calibre and maintaining adequate and effective succession planning for senior management
    - iv. placing limits on management's authority;
    - v. overseeing the integrity of the Company's internal control and management information systems; and
    - vi. overseeing the Company's communication policy with its shareholders and with the public generally.
  - c. The Board's independent directors shall meet without management and non-independent directors present on a quarterly basis. If a Lead Director has been appointed, such meetings of the independent directors will be presided over by the Lead Director.
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### Outside Advisors and Fulfilling Responsibilities

A director may, with the prior approval of the Chairman of the Board, engage an outside advisor at the reasonable expense of the Company, where such director and the Chairman of the Board determine that it is appropriate in order for such director to fulfil his or her responsibilities, provided that the advice sought cannot properly be provided through the Company's management or through the Company's advisors in the normal course. If the Chairman of the Board is not available in the circumstances, or determines that it is not appropriate for such director to so engage outside counsel, the director may appeal the matter to the Corporate Governance and Nominating Committee, whose determination shall be final.

*(as amended and restated by the Board of Directors on March 22, 2012)*