
INDEPENDENT BOARD CHAIR

Position Description

The Board of Directors (the “Board”) has ultimate accountability for the oversight of Baja Mining Corp. (the “Company”). It is critical, in contributing to this accountability, that there is a framework for the relationship between the Board, Management and shareholders.

The Chair of the Board of Directors (the “Board Chair”) has the responsibility to ensure that the framework and boundaries are established to ensure open and effective dialogue and communication of the key organizational strategies and governance between Board members and senior management. The Board Chair must also assist the senior management in understanding and adhering to the ethical and social responsibility standards of the Company.

In addition to the responsibilities and duties set forth in the Board Mandate and other applicable mandates, charters and policies, the Board Chair of the Company has the specific duties and responsibilities as set out below.

1.0 Appointment

The Board Chair will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the Annual General Meeting (“AGM”) of shareholders, or between AGMs upon the resignation, disqualification or removal of the Board Chair. Except in unusual and temporary or extenuating circumstances the Board Chair will be independent as defined by *National Instrument 52-110*. There is no limit to the number of terms a Board Chair may serve.

2.0 Responsibilities

The Board Chair provides independent leadership to the Board in the governance of the Company and in carrying out the roles and responsibilities set forth in the Board Mandate. The Board Chair sets the tone for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and ensures the Board functions, as outlined in the Board Mandate, are appropriate and carried out effectively.

3.0 Duties

The Board Chair will have the specific duties as set out below, and in his or her absence, will delegate these authorities to another member of the Board of his or her choice. The Board Chair will:

3.1 Leadership and Ethics

- a. Provide leadership to foster effectiveness of the Board.
- b. Ensure that the responsibilities of the Board, Board Committees and individual directors, are set out in the appropriate mandates, charters and position descriptions.
- c. Provide leadership in carrying out the mission, vision and principles of the Company.
- d. Ensure that the Board members are thoroughly familiar with the Company's Code of Conduct and Business Ethics (the "Code") and that they acknowledge the importance of conducting the Company's business accordingly.

3.2 Board Meetings

- a. Ensure that all business required to go before the Board is brought to a meeting in a timely manner.
- b. Assist the executive Committees and the Committee Chairs to bring important issues forward to the Board for consideration and resolution.
- c. Chair Board meetings and ensure the orderly and effective carrying on of business of the Board. The Board Chair may vote on any issue or matter requiring a vote; however, in the event of a tie, the Board Chair shall not have a deciding vote.
- d. Require the Board to meet at least four times per year and as many additional times as necessary for the Board to carry out its duties and responsibilities effectively, and will determine the dates, locations and agendas of meetings of the Board in conjunction with the President & Chief Executive Officer (the "CEO") and the Corporate Secretary.
- e. Ensure that all business set out in the agendas of the Board meetings is discussed and brought to resolution, as required.
- f. Ensure that there is sufficient time during Board meetings to fully discuss agenda items.
- g. Encourage full participation and discussion by all Board members and facilitate discussion and debate, as necessary.
- h. Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- i. Facilitate discussions and ensure that matters that should be discussed in the presence of all Board members are discussed and reviewed.
- j. Ensure that any pertinent discussions and decisions, by way of resolution or otherwise, are recorded accurately and that minutes are presented in a timely manner, as specified by the Board Mandate.
- k. Ensure that the Board has the opportunity to meet in separate, non-management, in-camera sessions during each regularly scheduled meeting of the Board.
- l. Ensure that the Board meets in separate, non-management, in-camera sessions with any internal personnel or outside advisors, as deemed necessary and appropriate, in order to make informed decisions and carry out its duties.

- m. Ensure that director attendance at Board meetings is in alignment with the expectation set forth in the Board Mandate.
- n. Ensure decisions and supporting facts discussed in-camera are appropriately recorded and that resolutions, if any, are passed in the open session of the board meeting.

3.3 Shareholder Relations

- a. Ensure that there is an appropriate communication forum for shareholders to contact the Board directly and receive communication from shareholders who wish to communicate directly with the Board.
- b. Ensure that shareholders meet a minimum of once every 15 months, absent unusual circumstances.
- c. Ensure that the business set out in the agenda of each shareholder meeting is discussed and brought to resolution as required.

3.4 Board/Management Relationships

- a. Facilitate and ensure that there is effective communication between the Board and senior management.
- b. Ensure that the boundaries between Board and Management responsibilities are clearly defined and understood by both.
- c. Act in an advisory capacity to the CEO and to other members of senior management in all matters concerning the interests of the Board and relationships between Management and the Board.
- d. Ensure that the Board has exposure to the senior management team.

3.5 Board Orientation, Education and Evaluations

- a. In conjunction with the CEO, as well as the Corporate Secretary, ensure that new directors receive a comprehensive orientation and introduction to the Company and the Board to facilitate a swift on-boarding process.
- b. Ensure that the Code is provided, and explained, to all new directors upon joining the Board.
- c. Encourage active participation in education sessions and opportunities presented to directors.
- d. Receive a report from the Board of results of the annual evaluation of the performance and functioning of the Board, Board Chair, Committees and Committee Chairs and take actions as deemed necessary.
- e. With the necessary Committees and the Corporate Secretary, facilitate improvements in areas of weakness identified by the annual evaluations.

3.6 Succession

- a. Ensure that there is a strategy and plan in place for the succession of the Board Chair, Board members, the CEO and other key senior management of the Company.

3.7 Governance

- a. Ensure that the mechanisms for effective governance are in place and that the Board is alert to its obligations to the Company, shareholders, Management and under the law and applicable regulations.
- b. Promote a healthy governance culture within the Board.

4.0 Review of Position Description

Once or more annually, and as the Board recommends, the Board Chair position description will be fully evaluated and updates recommended will be implemented.