



POSITION DESCRIPTION FOR DIRECTORS

1. General

- (a) This Position Description applies to the directors serving on the board of directors (the “Board”) of Largo Resources Ltd. (the “Corporation”).
- (b) The Board is responsible for the stewardship of the Corporation and is required to supervise the management of the business and affairs of the Corporation in accordance with the Business Corporations Act (Ontario) (the “OBCA”) and the regulations thereunder, as well as the Corporation’s by-laws (the “By-laws”).
- (c) This Position Description should be read together with the Mandate of the Board of Directors (the “Mandate”).

2. Legal and Other Requirements

- (a) In exercising their powers and discharging their duties to the Corporation, directors are required to comply with the OBCA, the regulations made thereunder, the By-laws and the Mandate.

In particular, directors are required to:

- (ii) act honestly and in good faith with a view to the best interests of the Corporation;
and
 - (iii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) A director shall disclose to the Corporation the nature and extent of any interest that he or she has in a material contract or material transaction, whether made or proposed, with the Corporation. In addition, directors are required to comply with the Corporation’s Code of Business Conduct and Ethics.

3. Core Competencies and Skills

Directors should possess the following core competencies and skills required for serving on the Board generally:

- (a) a high standard of personal values and ethics, including integrity, accountability, commitment and courage;
- (b) excellent business and professional judgment;

- (c) the ability to think strategically and problem solve;
- (d) appropriate knowledge of the Corporation's activities and industry issues;
- (e) specific knowledge and experience to support the development and/or implementation of the Corporation's business strategy;
- (f) the ability to contribute to the Board and its committees' effectiveness and performance as further set out below;
- (g) strong communication skills;
- (h) the availability for Board and committee work and the willingness and ability to commit the required time to the role and actively participate in meetings;
- (i) commitment to ongoing training and education; and
- (j) financial literacy.

4. **Expectations of Directors**

More specifically, each director is expected to:

- (a) commit the time and energy necessary to properly carry out his or her duties, including being sufficiently familiar with the business of the Corporation, including its financial statements and capital structure, and the risks it faces, to facilitate active and effective participation in deliberations of the Board;
- (b) attend all regularly scheduled Board and committee meetings, as applicable, and in any event, maintain a minimum overall attendance level of 75%;
- (c) review, in advance, all meeting materials and otherwise adequately prepare for all regularly scheduled Board and committee meetings, as applicable, with a view to being prepared to discuss the issues presented; and
- (d) comply with this and other applicable position description(s).

5. **Standards for Effective Contribution**

Directors are expected to meet the specific standards for effective contribution to the Board and its committees set out below. Directors should endeavour to:

- (a) be knowledgeable about the mandate and responsibilities of the Board and any committees of which the director is a member;

- (b) attend all meetings of the Board and its committees of which the director is a member and the Corporation's annual meeting of shareholders;
- (c) prepare diligently for meetings and contribute meaningfully and knowledgeably to Board and committee discussions by:
 - (i) asking relevant questions regarding data and information presented to the Board and committees for deliberation;
 - (ii) communicating persuasively and logically, voicing concerns and raising tough questions in a manner that encourages open discussion;
 - (iii) listening effectively to others' ideas and viewpoints;
 - (iv) asking value-added and appropriately timed questions; and
 - (v) managing conflict constructively and being willing to change their point of view;
- (d) exercise independent judgment, think strategically in evaluating the Corporation's direction and operations and effectively apply their knowledge, experience and expertise to issues confronting the Corporation;
- (e) be a team player and work effectively with fellow directors and be willing to be accountable for and bound by Board and committee decisions;
- (f) be acquainted and familiar with the Corporation's Chief Executive Officer and other senior management and be available when needed and accessible and approachable as a resource to the Corporation's Chief Executive Officer and other senior management; and
- (g) overall, make a valuable contribution to the functioning of the Board and its committees.

Approved and adopted: May 27, 2019