



POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD AND LEAD DIRECTOR

The Chair (the “**Chair**”) of the board of directors (the “**Board**”) of Pretium Resources Inc. (the “**Company**”) shall be appointed in accordance with the Board Mandate.

If the Chair is not an independent director within the meaning of National Instrument 52-110 – *Audit Committees* (“**52-110**”), an independent director will be appointed to act as lead director of the Board (the “**Lead Director**”).

I. Duties and Responsibilities of the Chair

Leadership and Governance

1. Providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board.
2. Working with the other directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities.
3. Fostering ethical and responsible decision making by the Board, the committees of the Board and individual directors.
4. Providing advice, counsel and mentorship to the senior executives of the Company and fellow directors.

Board Meetings

5. Ensuring the Board meets according to its regular schedule and otherwise as required.
6. Chairing the meetings of the Board, including requiring appropriate briefing materials to be delivered to the Board in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring clarity and due recording of decisions of the Board.
7. Preparing or causing to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Director, as applicable.
8. Ensuring that the Board and its committees have the appropriate resources to support their work, in particular, accurate, timely and relevant information.

9. Creating a cooperative atmosphere where directors are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion.
10. Ensuring that the independent directors meet in a separate in camera session, as deemed necessary or advisable by the Board.

Board Committees

11. Providing oversight of the chairs of the Board's committees so that such chairs ensure that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees.
12. Assisting the committees of the Board in bringing their recommendations forward to the Board for consideration.
13. Assisting the Corporate Governance & Nominating Committee in identifying and assessing potential candidates for nomination as directors.

Senior Executives

14. Ensuring the Board works in an open and productive manner with senior executives of the Company and receives appropriate and timely information, material and reports from senior executives of the Company in order to permit the Board to effectively discharge its duties and responsibilities.

Other Duties

15. Chairing meetings of the shareholders of the Company.
16. Carrying out such other duties and responsibilities as the Board may request from time to time.

II. Appointment of Lead Director

The Chair should be an independent director within the meaning of 52-110; however, where this is not appropriate, an independent director will be appointed to act as Lead Director.

The Lead Director should act as the effective leader of the Board and ensure the Board's agenda will enable it to successfully carry out its duties. The Lead Director shall facilitate the functioning of the Board independently of the senior executives of the Company and provide independent leadership to the Board and to the individual directors.

If the Chair is an independent director, no director shall be appointed to act as Lead Director.

III. Duties and Responsibilities of the Lead Director

1. Working collaboratively with the Chair and the Chief Executive Officer of the Company with respect to Board governance and Board processes.
2. Providing independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company.
3. Providing advice, counsel and mentorship to the senior executives of the Company and fellow directors.
4. In consultation with the Chair, working to facilitate an effective relationship between senior executives of the Company and the directors.
5. Working with the Chair and other senior executives of the Company, as appropriate and as required, in assisting to monitoring progress of their respective mandates and duties.
6. Ensuring the proper flow of information to the Board.
7. Ensuring that the independent directors have the opportunity to meet separately without non-independent directors and senior executives of the Company present, as required.
8. To the extent applicable, chairing the meetings of the independent directors and prepare the agendas for such meetings.

Adopted by the Board of Directors May 10, 2018