

POSITION DESCRIPTION CHAIR OF THE BOARD

1.0 GENERAL

This Position Description for the Chair of the Board (the “Chair Position Description”) is implemented by the Board of Directors (the “Board”) of Dominion Diamond Corporation (the “Company”) to provide a detailed description of the duties and responsibilities of the Chair of the Board.

2.0 APPOINTMENT:

The Board of the Company shall annually appoint a Chair of the Board from among its members, with such remuneration as may be determined by the Board from time to time.

3.0 GENERAL DUTIES AND RESPONSIBILITIES:

The Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently.

The Chair works closely with committee chairs to ensure each committee is striving to achieve best practices for its respective area of responsibility.

The Chair also advises the Chief Executive Officer (the “CEO”) in all matters concerning the interests of the Board and the relationships between management and the Board.

4.0 DETAILED DUTIES AND RESPONSIBILITIES

4.1 Meetings

The Chair will:

- (a) In consultation with the CEO and the Corporate Secretary, determine the dates and locations of meetings of the Board, Board committees, and shareholders.
- (b) Ensure that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders.
- (c) As provided for in the by-laws of the Company, preside at meetings of the Board and at meetings of shareholders of the Company.
- (d) With the assistance of the CEO and the Corporate Secretary, review and oversee the management of the Board administrative activities, including but not limited to meeting schedules, agendas, information flow, and documentation.
- (e) Act as an ex-officio non-voting member of each committee of the Board, and as deemed appropriate by the Chair or the Board from time to time, attend meetings of such committees of the Board.

- (f) Review and approve minutes of all Board meetings prior to presentation to the Board for approval.
- (g) Review and approve minutes of all shareholder meetings prior to presentation to the shareholders for approval.

4.2 *Board Procedures and Leadership*

The Chair will:

- (a) Provide the necessary leadership to
 - (i) enable the Board to act as an effective team in carrying out its duties and responsibilities
 - (ii) ensure effective relations between members of the Board, and between the Board and management, shareholders, stakeholders and the public.
- (b) Establish procedures to govern the Board's work, ensure that the Board is appropriately adopting a long-term strategic plan and an annual operating plan, and supervise management's progress against achieving the strategic plan on behalf of shareholders.
- (c) Ensure the proper flow of information from management to the Board and review with the CEO and the Corporate Secretary the adequacy and timing of materials in support of management's proposals.
- (d) Work with the Nominating & Corporate Governance Committee in the development of a more effective Board, participate in Board effectiveness evaluations and meet with individual directors to provide constructive feedback and advice.
- (e) Work with the Nominating & Corporate Governance Committee to plan Board and Board committee composition, plan for director succession and recruit new directors in accordance with such criteria established by the Board from time to time.

4.3 *Interaction with Management*

The Chair will:

- (a) Be kept well informed of all major affairs of the Company and maintain regular contact with the CEO and other named executive officers of the Company.
- (b) Provide advice, counsel and mentorship to the CEO.
- (c) With the assistance of the Human Resources & Compensation Committee, lead the Board in evaluating the performance of the CEO.

4.4 *Other Duties*

The Chair will:

- (a) Retain expert advisers on behalf of the Board when required.
- (b) Represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

- (c) Deal with potential conflicts of interest that may arise within the Board or its members.
- (d) Carry out special assignments or any functions as requested by the Board.

5.0 CHANGES TO THE CHAIR POSITION DESCRIPTION

The Board may, from time to time, permit departures from the Chair Position Description, either prospectively or retrospectively. The Chair Position Description is not intended to give rise to civil liability on the part of the Company or its directors to shareholders, investors, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part. The Chair Position Description may be amended by the Board at any time.

APPROVED by the Board of Directors of Dominion Diamond Corporation on the 9th day of March, 2017.