

WESTERN COPPER AND GOLD CORPORATION

**Chairman of the Board of Directors
Position Description**

1. Purpose

The Chairman (the “**Chairman**”) of the Board of Directors (the “**Board**”) of Western Copper and Gold Corporation (the “**Company**”) plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Company. The Chairman is primarily responsible for the management and effective performance of the Board.

2. Appointment

The Board shall appoint the Chairman for such term or terms as the Board deems advisable until his or her successor is appointed. The Chairman will have the competencies and skills required by the Board.

3. Duties and Responsibilities

a) *Leadership and Managing the Board*

The Chairman shall provide leadership to enhance Board effectiveness and be responsible for ensuring that the Board fulfills its duties effectively, including the following:

- (i) lead, manage, promote cohesiveness, and organize the Board, consistent with the approach to corporate governance practices adopted by the Board;
- (ii) preside as chair at all Board meetings;
- (iii) with the Chief Executive Officer (“**CEO**”), to set the agenda of the Board and shareholders’ meetings in consultation with the other executive officers of the Company;
- (iv) to ensure that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required;
- (v) to ensure Board committees are properly structured and assist the committees and committee chairs to bring important issues forward to the Board for consideration and resolution;
- (vi) to ensure that the Board meets in separate, when necessary, scheduled, non-management, in-camera sessions;
- (vii) together with the CEO and Corporate Governance and Nominating Committee, to actively participate in the recruitment, education and retention of directors;
- (viii) with the Corporate Governance and Nominating Committee, to respond to potential conflicts of interest situations; and
- (ix) to ensure the responsibilities of the Board are effectively carried out in compliance with the Board’s mandate.

b) *Stewardship:*

The Chairman will assist the Board in satisfying its oversight responsibilities:

- (i) to act as a liaison between the Board and the senior management of the Company;
- (ii) to ensure that an annual evaluation of the CEO’s performance is conducted by the Board;
- (iii) to ensure that resources and expertise are available to the Board so that it may function effectively and efficiently;
- (iv) to ensure that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable laws;

- (v) to perform such other duties and responsibilities as may be delegated to the Chairman by the Board from time to time in line with the Board Mandate.

c) Shareholder Meetings

The Chairman shall have the following responsibilities:

- (i) except as otherwise authorized by the Articles of the Company, to preside as chair at all meetings of the shareholders; and
- (ii) to ensure that the annual general meeting (AGM) of the Company is held annually and follows all regulatory requirements.

d) General

The Chairman shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chairman by the Board from time to time.

APPROVED AND ADOPTED by the Board of Directors of Western Copper and Gold Corporation on March 27, 2026.