

ERO COPPER CORP.
POSITION DESCRIPTION OF LEAD DIRECTOR

A Lead Director, who shall be independent (as defined in National Policy 58-201 *Corporate Governance* Guideline, as may be amended from time to time), will be required in the event that the Chair of the Board of Directors (the “**Board**”) of Ero Copper Corp. (the “**Company**”) is not independent from the time that the Company obtains a listing of its securities on a public market or stock exchange. The Lead Director will facilitate the functioning of the Board independently of management of the Company and provide independent leadership to the Board. In fulfilling his or her responsibilities, the Lead Director will be responsible for:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) providing leadership to foster the effectiveness of the Board;
- (c) working with the Chair to ensure that the appropriate committee structure is in place and assisting the Nominating and Corporate Governance Committee in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded; in addition, chairing each Board meeting at which only independent directors are present.
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of the Company on corporate governance issues and other matters;
- (g) providing recommendations and advice to the Nominating and Corporate Governance Committee on candidates for nomination or appointment to the Board;
- (h) recommending, where necessary, the holding of special meetings of the Board;
- (i) working with the Chair and the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- (j) providing additional services required by the Board.