



AURIZON MINES LTD.

Mandate of the Lead Director

If and for so long as the Chairman of the Board is not independent, as that term is defined in applicable securities legislation, the Board shall designate an independent director to serve as “Lead Director” with the responsibility to ensure that the Board executes its mandate effectively, efficiently and independently of management.

Specific Role and Responsibility:

- Ensure that the Board works as a cohesive team and that Board meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view, and encourages all directors to participate in such a way that is conducive to good decision-making.
- Reviews the Board meeting agendas to ensure that matters are brought up in a timely fashion, and that they are documented in a manner that allows the making of well informed decisions and provide input to the Chairman on the preparation of agendas for Board and committee meetings.
- Ensure that independent directors have adequate opportunities to meet to discuss issues without Management present.
- Chair Board meetings when the Chairman is not in attendance.
- Communicate to the Chairman, as appropriate, the results of private discussions among independent directors.
- Review the expense reports of the Chairman.

This Mandate of the Lead Director was initially adopted by the Board of Directors of Aurizon Mines Ltd. on the 3rd day of April 2003.

By order of the Board of Directors
AURIZON MINES LTD.

Last Revision Date: August 10, 2011