

MANDATE OF THE BOARD

The Board is responsible for the stewardship of the Company and for overseeing the management of the Company's business and affairs, and for appointing a senior management team to be responsible for the day-to-day conduct of the business. The Board carries out its duties and responsibilities directly or by delegation to committees of the Board. The specific duties delegated to each committee of the Board are outlined in that committee's charter. The Board's duties and responsibilities include the following:

- Act in the best interests of the Company with a view to the preservation and enhancement of long-term shareholder value.
- Annually review and approve strategic, business and capital plans for the Company, monitor management's execution of such plans and require appropriate action to be taken when performance falls short of goals; review at least annually a strategic plan which takes into account the opportunities and risks of the business.
- Ascertain whether specific and relevant corporate measurements are developed and ensure the integrity of the internal control and management information systems that are in place with regard to business performance.
- Select, evaluate, and compensate the Executive Chairman and the CEO.
- Satisfy itself of the integrity of the Executive Chairman and the CEO, and other senior officers, and that these individuals create a culture of integrity throughout the Company.
- Review and monitor management's determination and assessment of the principal risks of the Company's business and pursue the implementation by management of appropriate systems to manage such risks.
- Review measures implemented and maintained by the Company to ensure compliance with applicable laws.
- Monitor the practices of management against the Company's disclosure policy to ensure appropriate and timely communication of material information concerning the Company to its shareholders.
- Monitor overall safety and environmental programs.
- Monitor the development and implementation of programs for management succession and development, which programs include training and monitoring senior management.
- Monitor the evaluation and compensation of senior management.
- Develop or approve selection criteria for new candidates for directorship.
- Direct the implementation of measures for receiving feedback from shareholders, including the monitoring of the use of the Company's website as a means of receiving and responding to comments and questions from interested persons.
- Establish and communicate to management the Board's expectations of management.
- Develop the Company's approach to corporate governance, including the development of a set of corporate governance principles and guidelines that are specifically applicable to the Company, which responsibility may be delegated to a Committee of the Board.
- Develop and review as part of the Board's Governance Policy, the expectations and responsibilities of Directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.

- Discharge such other duties as may be required in the good stewardship of the Company.

Board Approvals

In addressing its mandate, the Board assumes responsibility for the following approvals:

Financial Approvals:

- Strategic plan
- Annual financial statements and auditor's report, and press release
- Quarterly financial statements and press release
- Annual operating and capital budgets, and expenditures not authorized by the Board-approved budgets
- All acquisitions, divestitures and joint ventures, and any capital calls or further investments in joint ventures and trade investments
- Financings by debt or equity
- Dividend policy
- Share re-purchase programs

Human Resources Approvals:

- Appointments / successions/ dismissals of the Executive Chairman and the CEO
- Directly or by delegation to the Human Resources Committee:
 - (a) compensation and incentive arrangements for the Executive Chairman and CEO and those officers reporting directly to the CEO; and
 - (b) employment/termination agreements for corporate officers reporting directly to the CEO.

Governance, Compliance and Major Policies:

- Appointment of Committees and their Chairs
- Nomination of Directors
- Recommendation of Auditor to the shareholders
- Annual and quarterly financial reporting, Management's Discussion & Analysis, Management Information Circular and Annual Information Form
- Major policies