

Duties of Chairman and Officers

Duties of the Chairman

- The Chairman will manage the Board so as to ensure that it operates in the best interests of the Company and will not concurrently serve as the chief executive officer of the Company (the “CEO”).
- The Chairman is appointed by the Board annually, in conjunction with the election of the Directors
- The Chairman will act as the sounding board and counselor for the CEO, including helping to define problems, influence strategy, maintain accountability, build relationships and ensure the CEO is aware of any concerns of the Board, shareholders and other stakeholders.
- Ensure the Board has full governance of the Company’s business and affairs and the Board is alert to its obligations to shareholders, management, other stakeholders and under the law.
- Provide strong leadership of the Board, assist the Board in reviewing and monitoring the aims, strategy, policy and directions for the Company and the achievement of its objectives.
- Communicate with the Board to keep it up to date on all major developments; including avoiding surprises through timely discussion of potential developments and ensuring the Board has the knowledge to permit it to make major decisions.
- Chair all Board meetings.
- Attend committee meetings when the relevant committee Chairman wants him or her to do so.
- Work closely with the CEO to co-ordinate the agenda and related events for Board meetings.

Duties of the President and CEO

- Lead and manage the Company within the guidelines established by the Board.
- Report regularly to the Board on the Company’s affairs, so that the Board has all the information necessary to discharge its own responsibilities.
- Recommend to the Board strategic directions for the Company’s business and, when approved by the Board, to implement the corresponding strategic, business and operational plans.
- Present to the Board an annual budget for consideration and approval. Amended budgets may also be presented from time to time, for Board approval, as conditions require. Authority levels for management spending should also be presented to the Board for approval.
- Direct and monitor the activities of the Company so agreed targets are met or exceeded, and so that the assets of the Company are safeguarded and optimized in the best interests of shareholders.
- Ensure the Company has effective operational policies and standards in place so that it can at all times meet the relevant regulatory and statutory requirements.
- Oversee all external public communications of the Company to ensure their accuracy, fairness and completeness. He or she must approve all Press Releases issued by the Company.
- Identify and recruit the best people available for management positions within the Company.
- Ensure that all environmental and social commitments and standards, as defined by appropriate legislation or approved by the Board, are met.
- Provide the Compensation Committee with recommendations and details of compensation arrangements, on an annual basis, for officers of the Company or individual or consultants that earn greater than US\$150,000 per year.

Duties of the CFO

- Formulate the organization's overall financial plans, policies, and procedures.
- Direct all processes relating to accounting, tax, insurance, budget, credit, hedging and treasury functions.
- Direct all processes associated with the security and investment of assets and funds.
- Develop and implement policies and procedures to ensure that internal controls are in place, and specifically financial/budgetary, cash flows and inventory controls.
- Develop in conjunction with the CEO, communicate and implement an operations manual that contains a description of all business processes policies and procedures.
- Participate in the strategic direction of the Company, and play an active role on the executive team.
- Develop in conjunction with the CEO and maintain risk management practices that ensure that neither the Company nor the individuals involved in the Company are financially exposed to avoidable risk.
- Provide management reports, as requested by the Board.
- Ensure the Company adheres to all applicable laws and regulations in any jurisdictions that the Company may operate.
- Ensure the Company meets its banking covenants, and has facilities and financing in place to meet its commitments.

Duties of Corporate Secretary

- Manage and oversee relations with Company's stakeholders including bankers, analysts, fund managers, institutional shareholders, individual shareholders, government officials and all other interested parties.
- Coordinate equity fund raisings via dealers, private funds, strategic financing partnership, and the like and ensure the Board is kept fully informed of all relevant issues on a timely basis.
- Act as the link between the technical/operational management and the corporate management.
- Assess new business development opportunities.
- Such duties defined above be delegated by the CEO to another executive officer of the Company.
- Preparation and distribution of notices and assembly of all briefing materials to be sent to directors prior to Board meetings.
- Preparation and distribution of the minutes of Board meeting and the minutes of annual shareholder meetings on a timely basis.
- Maintenance of all corporate records of the Company and its subsidiaries, including minute books and other registers.
- Assist with closing of financings.
- Supervision of the preparation of public disclosure documents, proxy circular, and annual information form.
- Attending to regular and necessary filings with appropriate authorities, including stock exchanges.