



## **SUMMARY OF ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board is responsible for the stewardship of the Company and for the oversight of its management and affairs. Directors shall exercise their best business judgment in a manner consistent with their fiduciary duties. The board delegates day-to-day management of the Company to senior officers, relying on them to keep it apprised of all significant developments affecting the Company. The board's primary responsibilities, which are discharged directly and through delegation to its Committees, include the following:

- (1) To act honestly and in good faith with a view to the best interests of the Company.
- (2) To exercise the care, diligence and skill that reasonably prudent persons would exercise in comparable circumstances.
- (3) Consistent with its responsibilities to the Company, to further the interests of the shareholders.
- (4) To consider opportunities and risks of the business, and strategic alternatives, and to select and approve an annual strategic plan.
- (5) To approve an annual operating plan and any capital budget plans.
- (6) To oversee management's adoption of effective internal control and management information systems.
- (7) To review and approve annual quarterly financial statements and the publication thereof by management.
- (8) To select a chief executive officer, approve all key executive appointments, and to monitor the executive development process as mechanisms of management continuity.
- (9) To appoint a chairman of the Board.
- (10) To oversee management in its efforts to develop a sound technical basis of business decisions is sound, so as to minimize, to the extent practicable, economic or other error.
- (11) To take action, separate from management, on issues that by law or practice require the independent action of a Board or one of its Committees.
- (12) To adopt a Code of Conduct to govern employees and management in their activities for and on behalf of the Company.
- (13) To promote a culture of integrity throughout the Company consistent with the adopted 'Code of Conduct', and to take appropriate steps to, to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Company.
- (14) To appoint a Corporate Governance Committee of the board, independent of management, with the mandate of developing corporate governance principles and guidelines specific to the Company.
- (15) To oversee management in its implementation of effective programs to provide a safe work environment, to employ sound environmental practices, and to operate in accordance with applicable laws, regulations and permits.
- (16) To oversee management in its implementation of an effective communications policy with regard to investors, employees, the communities in which it operates and the governments of those communities.