



BOARD OF DIRECTORS MANDATE

Red Pine Exploration Inc.

Composition

The directors of the Company (“Directors”) should have a mix of competencies and skills necessary to enable the Board and Board committees to properly discharge their responsibilities. The Board approves the final choice of candidates and the shareholders of the Company elect the Directors annually.

The Board has determined that a majority of the Directors will be “independent” as defined by applicable Canadian laws and regulations as well as the rules of relevant stock exchanges.

The Board will appoint a Chair from among its members. If the Chair is not independent, the Board will designate one of the independent Directors as the Lead Director to facilitate the functioning of the Board independently of management of the Company.

The Chair will appoint a secretary at each meeting who will maintain minutes of each of the Board.

Responsibilities

The Board is responsible for supervising the management of and setting strategic direction for the business and affairs of the Company and its subsidiary entities (the “Company”). In discharging their responsibilities, the Directors owe the following fiduciary duties to the Company:

(a) a duty of loyalty: they must act honestly and in good faith with a view to the best interests of the Company; and

(b) a duty of care: they must exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

In discharging their responsibilities, the Directors are entitled to rely on the honesty and integrity of the senior officers of the Company and the independent auditors and other professional advisers of the Company, subject to the Directors’ duty of care.

In discharging their responsibilities, the Directors are also entitled to directors’ and officers’ liability insurance purchased by the Company and indemnification from the Company to the fullest extent permitted by law and the constating documents of the Company.

The Board has specifically recognized its responsibilities for:

(a) hiring a Chief Executive Officer (the “CEO”) and approve the hiring of the Chief Financial Officer (the “CFO”) and other senior officers who it believes will act with integrity and create a culture of ethical business conduct throughout the Company;

(b) adopting a strategic planning process and approving annually (or more frequently if appropriate) a strategic plan which takes into account, among other things, the opportunities and risks of the business of the Company;



- (c) overseeing the identification of the principal risks of the business of the Company and overseeing the implementation of appropriate systems to manage these risks;
- (d) overseeing the integrity of the internal control and management information systems of the Company;
- (e) oversee succession planning for the executive group and other senior officers of the Company;
- (f) ensuring that the Company operates at all times within applicable laws and regulations and to the highest ethical standards;
- (g) approving and monitoring compliance with significant policies and procedures by which the Company is operated;
- (h) developing strong corporate governance policies and procedures for the Company;
- (i) ensuring the Company has in place a disclosure policy to enable the Company to communicate effectively with its shareholders, indigenous groups, other stakeholders and the public generally and receive shareholder feedback;
- (j) ensuring the timely reporting of any other developments that have a significant and material impact on the value of the Company.

It is expected that each director must be able to devote sufficient time to discharge their responsibilities effectively. To facilitate this, the Board has adopted a policy limiting the number of boards considered appropriate for directors, having regard to whether they are independent directors or members of management. Specifically, in the case of the CEO, he shall not sit on more than one outside public company boards in addition to that of the Company, and in the case of a non-management director, he shall not sit on more than three outside public company boards in addition to that of the Company.

Directors are expected to attend Board meetings, meetings of Board committees of which they are members and, where practicable, the annual meeting of the shareholders of the Company. Directors are also expected to spend the time needed, and to meet as frequently as necessary, to discharge their responsibilities.

Directors are expected to comply with the Code of Business Conduct and Ethics of the Company and any related policies or codes duly approved dealing with business conduct and ethics.

Authority

The Board is authorized to carry out its responsibilities as set out in this Mandate. The Directors will have unrestricted access to the officers and employees of the Company. The Directors will use their judgment to ensure that any such contact is not disruptive to the operations of the Company and will, to the extent appropriate, advise the Chief Executive Officer of the Company of any direct communications between them and the officers and employees of the Company.

The Board is authorized to retain, and to set and pay the compensation of independent legal counsel and other advisers if it considers this appropriate.



The Board and the Directors have unrestricted access to the advice and services of the outside auditors and legal counsel.

The Board may delegate certain of its functions to Board committees, each of which may have its own charter or mandate.

Delegation to Management

To assist the Directors in discharging their responsibilities, the Board expects management of the Company to:

- (a) review and update annually (or more frequently if appropriate) the Company's strategic plan, and report regularly to the Board on the implementation of the strategic plan in light of evolving conditions;
- (b) prepare and present to the Board annually (or more frequently if appropriate) a business plan and budget, and report regularly to the Board on the Company's performance against the business plan and budget;
- (c) report regularly to the Board on the Company's business and affairs and on any matters of material consequence for the Company and its shareholders;
- (d) speak for the Company in its communications with shareholders and the public in accordance with the Company's Disclosure Policy;
- (e) comply with any additional expectations that are developed and communicated during the annual strategic planning and budgeting process and during regular Board and Board committee meetings; and
- (f) consult the Board with respect to all matters which by law require Board approval and, specifically, as to those matters set out in any delegation of authority policy or other similar directive.

The Board expects the Chief Executive Officer to fulfill the mandate, duties and responsibilities as set out in the Chief Executive Officer Mandate (Schedule "A").

Meetings and Proceedings

Board meetings and proceedings shall be carried out in accordance with the Company's By-Law

Minutes will be prepared of all meetings of the Board, including all resolutions passed by the Board. Minutes of meetings shall be distributed to the Directors after preliminary approval thereof by the Chair.

An individual who is not a Director may be invited to attend a meeting of the Board for all or part of the meeting.

The independent Directors shall meet regularly alone to facilitate full communication.



Self-Assessment

The Board shall, together with the Corporate Governance and Nominating Committee, at least annually, assess the Board's effectiveness with a view to ensuring that the performance of the Board accords with best practices.

The Board shall annually review this Mandate and update it as required

Term Limits

The Board not adopted term limits for directors at this time.

Responsibilities of Chair

The Chair shall provide leadership to the Board to enhance the Board's effectiveness, including:

- (a) ensuring that the responsibilities of the Board are well understood by both management and the Board and acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner;
- (b) ensuring that the Board works as a cohesive team with open communication;
- (c) ensuring that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- (d) ensures that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
- (e) ensures that a process is in place by which the contribution of individual directors to the effectiveness of the Board is assessed at least annually.

The Chair is responsible for managing the Board, including:

- (a) preparing the agenda of the Board meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
- (b) chairing all meetings of the Board in a manner that promotes meaningful discussion;
- (c) adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
- (d) ensuring meetings are appropriate in terms of frequency, length and content;
- (e) ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board; and
- (f) approaching potential candidates once potential candidates are identified, to explore their interest in joining the board.
- (g) fulfills the mandate and responsibilities as set out in the position description for the Chair of the Board (Schedule "B").

The Chair is responsible for chairing the meeting of shareholders of the Company or delegating such duty to an appropriate member of the Board or Management.

At the request of the Board or the CEO, the Chair shall represent the Company to external groups such as shareholders and other stakeholders, including community groups and governments.



The Chair may delegate or share, where appropriate, certain of the above responsibilities with any independent committee of the Board.



Schedule "A"

Position Description Chief Executive Officer

The CEO is the leader of an effective and cohesive management team for the Company; sets the tone for the Company by exemplifying consistent values of high ethical standards and fairness; lead the Company in defining its vision; be the main spokesperson for the Company; and, bears the chief responsibility to ensure the Company meets its short-term operational and long-term strategic goals.

The CEO works with and is accountable to the Board of Directors of the Company (the "Board") with due regard to the Board's requirement to be informed and to be independent.

Duties and Responsibilities

The CEO's primary duties and responsibilities are to:

- (a) foster a corporate culture that promotes ethical practices, encourages individual integrity and fulfills social responsibility;
- (b) maintain a positive work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
- (c) develop and recommend to the Board long-term strategies and a vision for the Company that leads to creation of shareholder value;
- (d) develop and recommend to the Board annual business plans and budgets that support the Company's long-term strategy which effectively addresses the Company's on-going capital requirements;
- (e) develop for approval by the Board the corporate objectives which the CEO is responsible to meet;
- (f) identify the principal risks of the Company's business and ensure the implementation of appropriate systems to manage these risks;
- (g) ensure that personnel and systems are in place so that the day-to-day business affairs of the Company are appropriately managed;
- (h) consistently strive to achieve the Company's strategic, financial and operating goals and objectives;
- (i) ensure that appropriate personnel and systems are in place for the integrity and adequacy of the Company's internal control and management information systems;
- (j) ensure that the Company achieves and maintains a satisfactory competitive position within its industry and a high standard for its products and services;
- (k) ensure, in cooperation with the Board, that there is an effective succession plan in place;
- (l) ensure, in cooperation with the Board, that the Company has an effective management team below the level of the CEO including the appointment, training and monitoring of senior management;
- (m) formulate and oversee the implementation of major corporate policies;
- (n) ensure, in cooperation with the Board, that there is an effective disclosure policy for the Company;
- (o) serve as the chief spokesperson for the Company with the Company's shareholders, indigenous groups, governmental and non-governmental agencies and other stakeholders;
- (p) comply at all times with the Company's Code of Business Conduct and Ethics; and
- (q) ensure that Board approval is obtained for the matters requiring Board approval



Schedule "B"

Position Description

The Chair of the Board of Directors (Non-Executive)

The Chair of the Board of Directors (the "Board") takes all reasonable measures to ensure the Board fulfills its oversight responsibilities. The Chair is responsible for the management and the effective performance of the Board and provides leadership and direction to the Board.

Responsibilities

In addition to the responsibilities applicable to all directors of the Company, the responsibilities of the Chairman of the Board include the following:

- (a) Presiding at all meetings of the Company's shareholders and of the Board;
- (b) Assisting the Board, Board Committees and the individual directors in effectively understanding and discharging their respective duties and responsibilities;
- (c) During Board meetings, encouraging participation and discussion by individual directors, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (d) Fostering ethical and responsible decision making by the Board and its individual members;
- (e) Providing advice, counsel and mentorship to the Chief Executive Officer and other senior officers of the Company;
- (f) Overseeing all aspects of the Board and Board Committee functions to ensure compliance with the Company's corporate governance practices;
- (g) Overseeing an annual Board self-assessment;
- (h) Ensuring independent directors regularly discuss among themselves, without the presence of management, the Company's affairs; and
- (i) Carrying out other responsibilities at the request of the Board.
- (j) As required, engages with shareholders and external stakeholders, indigenous groups, government and non-governmental agencies at the request of the Chief Executive Officer