



Success Through Exploration

Pelangio Exploration Inc. | www.pelangio.com | ir@pelangio.com

Mandate Of The Chairman Of The Board for PELANGIO EXPLORATION INC.

1. Purpose

1.1 The primary responsibility of the Chair of the Board of Directors (the "**Board**") of Pelangio Exploration Inc. ("**Pelangio**" or the "**Company**") is to oversee the operations and affairs of the Board and to provide leadership to the Board to enhance the Board's effectiveness. The Board has ultimate responsibility for the supervision of management of the Company.

2. Appointment

2.1 The Chair is appointed by the Board and serves at the pleasure of the Board until his or her successor is appointed.

3. Duties and Responsibilities

3.1 The Chair will provide leadership to directors, including by:

- a) overseeing the Board's discharge of its duties assigned to it by law, in the constating documents of the Company, and as set out in the Board Mandate;
- b) establishing procedures to govern the effective and efficient conduct of the Board's work;
- c) being satisfied that the responsibilities of the Board and its committees are well understood by the directors;
- d) ensuring that the work delegated to Board committees is carried out and reported on to the Board;
- e) reviewing, from time to time, the committees of the Board, their respective mandates and their membership, to determine if they continue to be appropriate and effectively meet the needs of the Company;
- f) attending Committee Meetings
- g) mentoring and counseling new members of the Board to assist them in becoming active and effective directors
- h) maintaining a liason and communicating with members of the Board and committee Chairs to coordinate input from all members of the Board;
- i) acting as an effective liason between the Board and senior management;
- j) keeping informed of developments within the Company by, among other things, regularly participating in meetings with management pertaining to significant matters and ensuring he or she is aware of the decision making process and reporting to the Board;
- k) assisting the Board in satisfying itself as to the integrity of the senior officers of the Company and ensuring that such senior officers create a culture of integrity throughout the organization;
- l) working with the Chief Executive Officer ("**CEO**"), to foster an appropriate governance culture within the Company;
- m) ensuring that the Board, committees of the Board, individual directors and senior management of Pelangio understand and discharge their duties consistent with the approach to corporate governance adopted by the Board from time to time;

- n) ensuring that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors);
- o) ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, and making recommendations for changes when appropriate; and
- p) performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

3.2 The Chair will preside at meetings of the Board and will, in consultation with the CEO:

- a) schedule meetings of the Board and, in consultation with the Chairs of the committees of the Board, of the committees;
- b) set the agenda;
- c) review items of importance for consideration and ensure that all business required to come before the Board is brought before the Board;
- d) monitor the adequacy of materials provided by management in connection with deliberations by the Board;
- e) ensure that the Board has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Board; and
- f) encourage free and open discussion to ensure that 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.