



## **EASTERN PLATINUM LIMITED**

### **GUIDELINES FOR THE CHAIR OF THE BOARD OF DIRECTORS AND CHAIRS OF THE STANDING COMMITTEES OF THE BOARD**

#### **CHAIR OF THE BOARD OF DIRECTORS**

##### **GENERAL**

The responsibility of the chair (the “**Chair**”) of the board of directors (the “**Board**”) of Eastern Platinum Limited (the “**Company**”) is to effectively manage the affairs of the Board. In fulfilling his or her duty, the Chair will have the following duties, responsibilities, powers and authority:

##### **SPECIFIC DUTIES AND RESPONSIBILITIES**

###### **Board Structure**

- The Chair will seek to ensure that the Board is properly constituted, organized and capable of functioning effectively to discharge its role in the oversight and supervision of the management of the business and affairs of the Company with a view to the long-term best interest of the Company, consistent with the obligations and responsibilities of Board with respect to corporate governance matters and the charter or mandate of the Board (the “Board Charter”).

###### **Board Management**

- Along with management and the Chairs of the standing Committees of the Board, establish a schedule for the regular meetings of the Board, as necessary to discharge the Boards’ duties and responsibilities.
- Assist the Chief Executive Officer (“**CEO**”), Corporate Secretary, Committee Chairs or any other director who may have requested a meeting of the Board in the preparation and circulation of the meeting agenda, information packages, draft resolutions and related matters for any meeting of the Board.
- As necessary, liaise with the CEO and the Chairs of each Committee in advance of any meeting of the Board to assist with the preparations of any matters to be dealt with at the meeting.
- Monitor the adequacy and timeliness of materials and other information provided to the Board in connection with any meetings of the Board, and seek to ensure that members of

the Board have sufficient information and time to review the materials provided to them so that they can make a reasoned decision on the matters to be considered at any meeting.

- Call, conduct and Chair regular meetings or any extraordinary meetings of the Board, including in-camera sessions during each meeting.
- Assist the CEO and Corporate Secretary in the preparation and dissemination of any consent resolutions for the approval of the Board.
- Establish systems for maintaining communication with all of the directors and Committee Chairs both in advance of any meeting and between meetings to coordinate the flow of information and input from directors and to optimize the effectiveness of the Board and its Committees.
- Recommend policies or procedures to enhance the work of the Board and cohesiveness among directors to enhance effective decision-making.
- Assist the Corporate Governance and Compensation Committee in recommending members for the standing Committees of the Board and the Chair for each Committee.
- On an annual basis, in conjunction with the Corporate Governance and Compensation Committee, facilitate the review and evaluation of the effectiveness of Board, its Committees and the members of the Board in accordance with the Board's and such Committee's mandates and charters and facilitate any recommendations for any improvement to those charters or mandates.

### **Advisory**

- Work with the CEO to ensure effective relations among the members of the Board, between the Board members and the Company's executive officers and with shareholders, other stakeholders and the public.
- Act as the principal conduit for conveying Board advice or recommendations effectively to the CEO and from the CEO to the Board or any member thereof.
- Communicate with the CEO regarding concerns or input received from shareholders or other stakeholders and the public.
- Be available to work with the CEO in helping to formulate and review strategies, define issues for consideration by the Board, enhance governance and accountability and build relationships.
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.

### **Shareholder Meetings and Other Communication**

- Work with the CEO and Corporate Secretary to prepare for and Chair meeting of the shareholders of the Company.
- Perform such duties as may be required under the Company's Advance Notice Policy with respect to the nominations of any person for election as a director at any meeting of shareholders.
- At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholders, stakeholders or with regulatory bodies.
- At the request of the CEO, assist in representing the Company in a general industry and community events.

## **COMMITTEE CHAIRS**

### **GENERAL**

The principal responsibility of the Chair of any committee of the Board is to effectively manage the affairs of the Committee consistent with the written charter or mandate of the applicable Committee and the Board Mandate. In fulfilling his or her duty, the Chair of each Committee will have the following duties, responsibilities, powers and authority:

### **SPECIFIC**

#### **Committee Structure and Management**

- Ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities consistent with the charter or mandate of the Committee and the Board Mandate.
- Establish a schedule for regular meetings of the Committee as necessary to discharge the Committee's duties and responsibilities.
- Work with the CEO, CFO or other appropriate management representative in the preparation of the meeting agenda, information packages, draft resolutions and related matters for any meeting of the Committee.
- Chair and conduct meetings of the Committee meetings, including if appropriate any in-camera portion thereof.
- Communicate with the Chair of the Board to coordinate the delivery of any report, input or recommendations from the Committee to be made at any meeting of Board.
- Assist the CEO, Corporate Secretary or other applicable management representative in the preparation and dissemination of any consent resolutions for the approval of the Committee.
- Generally, be available to and liaise with the Chair of the Board or the CEO to ensure that the Board or CEO, as appropriate, is kept apprised of relevant activity and decisions of the Committee.
- On an annual basis, based on the input and suggested procedures from the Corporate Governance and Compensation Committee, facilitate the review and evaluation of the effectiveness of the Committees and the members and such Committee's mandate and charter and facilitate any recommendations to the Board for any improvement to those charters or mandates.
- At the request of the CEO or Chair, or where appropriate, represent the Committee at official functions and meetings with shareholders, stakeholders or with regulatory bodies.