

PINETREE CAPITAL LTD.

MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of Pinetree Capital Ltd. (the "**Corporation**") is responsible for the stewardship of the Corporation and supervising the management of its business and affairs. The Board shall review, discuss and approve various matters relating to the Corporation's strategic direction, business and operations and its organizational structure, with a view to the Corporation's best interests.

Board Composition & Meetings

The Board shall be composed of directors ("**Directors**") elected by shareholders of the Corporation at the annual meeting of shareholders and directors appointed by the Board between annual meetings in accordance with applicable law. The Board shall be composed of a majority of "independent" Directors as defined under the applicable requirements of securities regulatory authorities and the stock exchanges on which the Corporation's securities are listed, as adopted or amended and in force from time to time (each such director, an "**Independent Director**"). The Board shall appoint a chairperson of the Board who shall be an Independent Director. The chairperson shall ensure that the Board's agenda enables it successfully carry out its duties. Where it is not appropriate to do so, however, the Board shall consider whether an Independent Director should be appointed to act as "lead director". The composition of the Board, including the qualifications of its members, shall comply with all other applicable requirements of the *Business Corporations Act* (Ontario), the stock exchanges on which the Corporation's securities are listed and the applicable securities regulatory authorities, as adopted or amended and in force from time to time.

The Board may constitute such committees (the "**Committees**") as it deems necessary or desirable from time to time, including an Audit Committee, a Nominating and Compensation Committee and a Corporate Governance Committee, and delegate to the Committees matters for which the Board is responsible, to the extent such delegation is permitted by law. Notwithstanding the delegation of any of its responsibilities to a Committee, the Board retains its oversight function and ultimate responsibility for all delegated matters. The Board shall appoint the Directors to serve as members and chairpersons of the Committees and adopt written mandates for the Committees, setting out the responsibilities of the Board that are delegated to the Committees. The compensation of members of such Committees shall be determined from time to time by the Board, taking into account recommendations from the Nominating and Compensation Committee.

The Board shall meet as frequently as required to attend to its responsibilities and the Independent Directors shall meet regularly, without members of management (or the other directors) in attendance. Minutes of the meetings of the Board shall be prepared and circulated to the Directors.

Responsibilities of the Board

In carrying out its supervisory or oversight responsibilities, the Board (or the Committees duly constituted by the Board) shall be responsible for the following matters:

- adopting a strategic planning process and approving (at least annually) a strategic plan developed and proposed by management which takes into account the business opportunities and business risks of the Corporation, monitoring performance against the plan and reviewing with management from time

to time the strategic planning environment, the emergence of new opportunities and risks and the implications of these developments for the strategic direction of the Corporation;

- identifying the principal business risks of the Corporation and ensuring that there are appropriate systems put in place and actions taken to manage these risks;
- reviewing and approving the Corporation's annual capital and operating plans as developed and proposed by management and monitoring performance against those plans;
- reviewing and approving the Corporation's dividend policy;
- reviewing and approving the Corporation's expenditure policy developed and proposed by management;
- reviewing and approving financings, acquisitions, dispositions, investments and other transactions that are not in the ordinary course of business or involve revenues, expenditures or other amounts that are in excess of the limits prescribed from time to time by the Board;
- developing and adopting policies and procedures to ensure the integrity of the internal control and management information systems of the Corporation;
- reviewing and approving quarterly and annual financial statements and management's discussion and analysis, as well as budgets and forecasts;
- ensuring appropriate standards of corporate conduct, including adopting a code of business conduct and ethics (the "**Code**") designed to promote integrity and deter wrongdoing and applicable to all directors, officers and employees, addressing among other things: (i) conflicts of interest; (ii) protection and proper use of corporate assets and opportunities; (iii) confidentiality of corporate information; (iv) fair dealing with the Corporation's securityholders, customers, suppliers, competitors and employees; (v) compliance with laws, rules and regulations; and (vi) reporting of any illegal or unethical behaviour;
- monitoring compliance with the Code and granting any waivers from the Code for the benefit of Directors or officers of the Corporation in accordance with the applicable requirements of securities regulatory authorities or the stock exchanges on which the Corporation's securities are listed, as adopted or amended and in force from time to time;
- reviewing and approving the compensation of members of the senior management team, as well as the corporate objectives and goals applicable to each member, in order to ensure that the compensation is competitive within the industry, the composition mix (i.e., between cash, short-term incentives and long-term incentives) is appropriate to incentivize and reward each member relative to his or her responsibilities and the Corporation's objectives and goals and the form of compensation aligns the interests of each such individual with those of the Corporation;
- developing position descriptions for the chair of the Board and the chair each Committee and, together with the Corporation's chief executive officer, for the chief executive officer, which includes delineating management's responsibilities;
- adopting corporate governance guidelines or principles applicable to the Corporation, including with respect to the size and composition of the Board, the criteria to be used for identifying individuals

qualified to be selected as Directors, the responsibilities, compensation and tenure of Directors, and the assessment of the performance of the Board, its Committees and Directors;

- reviewing, on an annual basis, the contributions of the Board as a whole, any Committees, and each of the Directors, in order to determine whether each are functioning effectively;
- evaluating the relevant relationships of each Independent Director and making an affirmative determination that such relationship does not preclude a determination that the Director is independent;
- ensuring that there is in place an appropriate formal orientation program for new Directors and a continuing education program for all Directors;
- ensuring that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management;
- satisfying itself, to the extent feasible, as to the integrity of the chief executive officer and other officers, and that the chief executive officer and other officers create a culture of integrity throughout the organization;
- selecting, monitoring, evaluating and, if necessary, terminating the chief executive officer of the Corporation;
- developing and approving a communications policy for the Corporation;
- ensuring that there is in place a system of internal disclosure controls and procedures that, among other things, creates a disclosure charter setting out the Corporation's disclosure policy and mandates activities relating to public disclosure, ensures all material information is properly gathered and reviewed, and monitors and evaluates compliance with, and the effectiveness of, such controls and procedures;
- overseeing the management of environmental risks and practices, charitable activities and other social responsibility matters; and
- adopting a process for shareholders and other interested parties to communicate directly with the Board or the Independent Directors, as appropriate.

Effective March 21, 2007.