

GLOBAL ATOMIC CORP – BOARD MANDATE

The Board is responsible for hiring senior management and supervising and overseeing the management of the business of the Corporation. Below is a copy of the text of the Board's written mandate as adopted by the Corporation.

I. Purpose

The Board Mandate is established to provide a framework within which the Board assumes responsibility for the stewardship of the Corporation.

II. Responsibilities

The Board is responsible for the following matters (either itself, or through duly appointed and constituted committees of the Board in accordance with applicable laws):

1. The Board contributes to the development of strategic direction by approving, at least annually, a strategic plan developed and proposed by management. The plan will take into account the business opportunities and business risks of the Corporation. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Corporation. The Board reviews and approves the Corporation's financial objectives, plans and actions, including significant capital allocations and expenditures.
2. The Board monitors corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
3. The Board identifies the principal business risks of the Corporation and ensures that there are appropriate systems put in place to manage these risks.
4. The Board monitors and ensures the integrity of the internal controls and procedures (including adequate management information systems) within the Corporation and its financial reporting procedures of the Corporation.
5. The Board is responsible for ensuring appropriate standards of corporate conduct including adopting a corporate code of ethics for all employees and senior management, and monitoring compliance with such code. Only the full Board may grant waivers of the corporate code of ethics which would be to the benefit of directors and/or executive officers.
6. The Board, directly and indirectly through the Audit Committee, is responsible for the review and approval of quarterly and annual financial statements, management's discussion and analysis related to such financial statements, and budgets and forecasts.
7. The Board is responsible for establishing and reviewing from time to time a dividend policy for the Corporation.
8. The Board, directly and indirectly through the Nominating, Compensation & Governance Committee, is responsible for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interest of each such individual with those of the Corporation.
9. The Board reviews and approves material transactions not in the ordinary course of business.
10. The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.
11. The Board is responsible for assessing its own effectiveness in fulfilling its mandate and evaluating the relevant relationships of each independent director.
12. The Board develops and approves a disclosure policy to include a framework for investor relations and public disclosure policy.
13. The Board is responsible for satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the organization. The Board is responsible for developing and approving goals and objectives which the CEO is responsible for meeting.
14. The Board is responsible for developing the Corporation's approach to corporate governance principles and guidelines that are specifically applicable to the Corporation.
15. The Board is responsible for performing such other functions as prescribed by law or assigned to the Board in the Corporation's governing documents.

16. Set forth below are procedures relating to the Board's operations:

(a) Size of Board and Selection Process

The directors of the Corporation are elected each year by the shareholders at the annual meeting of shareholders. The Nominating, Compensation & Governance Compensation Committee recommend to the full Board the nominees for election to the Board. The Board then proposes a slate of nominees to the shareholders for election based upon the following considerations:

- (i) the competencies and skills which the Board as a whole should possess;
- (ii) the competencies and skills which each existing director should possess; and
- (iii) the appropriate size of the Board to facilitate effective decision-making.

Any shareholder may propose a nominee for election to the Board either by means of a shareholder proposal upon compliance with the requirements prescribed by the OBCA or at the annual meeting. The Board also recommends the number of directors on the Board to shareholders for approval, subject to compliance with the OBCA. Between annual meetings, the Board may appoint directors to serve until the next annual meeting.

(b) Qualifications

Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation. They should possess skills and competencies in areas that are relevant to the Corporation's activities. As a TSX listed Corporation, the majority of the directors will be "independent" directors within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, of the Canadian Securities Administrators.

(c) Director Orientation and Continuing Education

The Nominating, Compensation & Corporate Governance Committee is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- (i) the role of the Board and its committees;
- (ii) the nature and operation of the business of the Corporation; and
- (iii) the contribution which individual directors are expected to make to the Board in terms of time and resource commitments.

(d) Meetings

The Board has at least five scheduled meetings a year. Additionally, the Board will meet as required for specific purposes.