



LUPAKA GOLD CORP.

BOARD OF DIRECTORS MANDATE

I. Purpose

The Board is responsible for managing or supervising the management of the business and affairs of the Company. Executive Management is responsible for the day-to-day conduct of the business. The Board's objective is to preserve and enhance corporate value. In performing its functions, the Board will act honestly and in good faith with a view to the best interests of the Company.

II. Procedures and Organization

- A. The Board retains the responsibility for managing its own affairs including:
 - (i) selecting its Chair;
 - (ii) nominating candidates for election to the Board;
 - (iii) constituting committees of the Board; and
 - (iv) determining director compensation.

- B. Subject to the Articles of the Company and the *Business Corporations Act* (British Columbia) (the "BCABC"), the Board may constitute, seek the advice of and delegate certain powers, duties and responsibilities to committees of the Board.

III. Duties and Responsibilities

- A. Selection of Management

The Board is responsible for:

- (i) appointing the CEO and other officers of the Company;
- (ii) monitoring the CEO's performance and providing advice and counsel to the CEO in the execution of his or her CEO's duties;

- (iii) designating the members of the executive of the Company and such other officers of subsidiaries of the Company as “Executive Management”;
- (iv) approving any employment contract entered into with Executive Management;
- (v) approving the compensation of the CEO and other members of Executive Management;
- (vi) satisfying itself as to the integrity of Executive Management and for ensuring that a culture of integrity exists throughout the Company; and
- (vii) ensuring that succession plans have been made for the Executive Management.

B. Strategy Determination and Monitoring

The Board is responsible for:

- (i) reviewing with Executive Management the long and short term business, objectives and goals of the Company, and the process by which it proposes to reach those goals;
- (ii) ensuring that a strategic planning process is conducted annually, and approving a strategic plan that takes into account, among other things, the opportunities and risks of the business;
- (iii) monitoring the Company's progress towards its goals, and if advisable, altering its direction in light of changing circumstances;
- (iv) at least annually, reviewing and approving the Company's operating budget and capital plans and approving any material amendments to or variances from these plans;
- (v) reviewing and approving expenditure authorization levels as required;
- (vi) approving any new financings;
- (vii) identifying the principal risks of the Company's business and taking all reasonable steps to ensure the implementation and maintenance of appropriate systems to manage these risks; and
- (viii) ensuring that systems are in place for the implementation of, and the maintenance and integrity of, internal controls, both financial and non-financial.

C. Governance

The Board is responsible for developing the Company's approach to corporate governance.

In particular, the Board shall ensure that:

- (i) the offices of Board Chair and CEO shall be held by different individuals;
- (ii) a majority of the Board shall be comprised of individuals who are independent of management. A director is independent if he or she would be independent for the purposes of (i) Canadian Securities Administrators National Instrument 58-101 *Disclosure Corporate Governance Practices*; and (ii) any other applicable legislation or policy;
- (iii) the independent members of the Board shall meet, at their discretion, in-camera, without management present, at the end of each board meeting;
- (iv) all directors have a thorough understanding of the Company's business. The Board shall also ensure that directors are provided with continuing education opportunities, and receive a proper orientation with respect to the business of the Company; and
- (v) plans have been made for succession of the Board Chair and Board Committee Chairs.

D. Policies and Procedures

The Board is responsible for:

- (i) overseeing the Company's compliance with all significant Company policies and procedures;
- (ii) adopting a code of conduct and ensuring that systems are in place and are effective, such that all directors, officers and employees of the Company comply with the code. Any waivers from the Code of Conduct may only be granted by the Board; and
- (iii) directing management to implement systems which are designed to ensure that the Company operates at all times within applicable laws and regulations.

E. Compliance Reporting and Corporate Communications

The Board is responsible for:

- (i) ensuring that the financial performance of the Company is appropriately reported to shareholders, other security holders and regulators on a timely and regular basis;
- (ii) ensuring that the financial results are reported fairly and in accordance with international financial reporting standards (“IFRS”);
- (iii) ensuring that the Company has appropriate controls and procedures that enable information to be recorded, processed, summarized and reported within the time periods required by law;
- (iv) ensuring that the Company has taken appropriate steps to manage risk, including its environmental and social risks;
- (v) reporting annually to shareholders on the Board’s stewardship for the preceding year (the Annual Report);
- (vi) approving the Company’s disclosure policy and ensuring that the Company has in place practices to enable it to communicate effectively with its shareholders, stakeholders and the public generally; and
- (vii) ensuring the Company has in place procedures for receiving feedback from shareholders.

IV. General Legal Obligations of the Board of Directors

- A. The Board is responsible for directing management to ensure that legal requirements have been met, and that required documents and records have been properly prepared, approved and maintained.
- B. The BCABC identifies the following as legal requirements for the Board and individual directors:
 - (i) to manage or supervise the management of the business and affairs of the Company;
 - (ii) to act honestly and in good faith with a view to the best interests of the Company; and
 - (iii) to exercise the care, diligence and skill of a reasonably prudent person.
- C. In particular, the following are the responsibility of the Board and neither management nor any committee of directors has the authority to:

- (i) submit to the shareholders any question or matter requiring the approval of the shareholders;
- (ii) fill a vacancy among the directors or in the office of the auditor or appoint additional directors;
- (iii) issue securities except as authorized by the directors;
- (iv) declare dividends;
- (v) on behalf of the company purchase, redeem or otherwise acquire shares issued by the Company;
- (vi) pay a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any such shares;
- (vii) approve a management proxy circular;
- (viii) approve a take-over bid circular or directors' circular;
- (ix) approve any financial statements or other statutory disclosure documents; or
- (x) adopt, amend or repeal the Notice of Articles or the Articles of the Company.

All of the foregoing matters must be considered by the Board as a whole.

Reviewed by the Governance & Nominating Committee on the 28th of November, 2012.

Approved by the Board of Directors on the 6th day of December 2012.