

**SAMA GRAPHITE INC.**  
**EXECUTIVE CHAIRMAN OF THE BOARD MANDATE**

## **INTRODUCTION**

The following is a description of the duties and responsibilities of the Executive Chairman of the Board of Directors (the "**Chair**") of Sama Graphite Inc. (the "**Company**"). The Board of Directors (the "**Board**") is ultimately responsible for managing the business of the Company in the best interest of its shareholders. Critical to this management function is the effective management of relationships among the Board, management, shareholders and relevant stakeholders. The Chair's role is to provide leadership to the Board and to play a leading role in managing relationships among the Board, management, shareholders and stakeholders.

## **RESPONSIBILITIES**

The Chair will be responsible for the following matters:

### **General**

- promoting the highest standards of corporate governance by assuring that appropriate principles, policies, structures, people and resources are identified, in place and functioning effectively.

### **Management of the Board**

- chairing all Board meetings and taking the lead in ensuring that meetings are conducted in an efficient and effective manner;
- ensuring the effective running of the Board by:
  - setting its overall agenda, style and tone to promote active engagement by all Board members, effective decision-making and constructive debate;
  - ensuring effective time management for the Board (and especially non-executive directors) to consider complex or contentious issues; and
  - ensuring effective implementation of Board decisions;
- ensuring that the Board takes full responsibility for management of the Company's affairs and manages the Company in compliance with its constating documents, the Board mandate and applicable laws;
- leading the Board with respect to discussing, monitoring and developing appropriate objectives, strategies, policies and procedures for the Company;
- ensuring the Board is advised of all major developments, trends and potential future developments related to the Company's business;
- leading the Board with respect to the determination of the frequency and timing of Board meetings and the development of agendas for such meetings;

- ensuring that Board members have all background information and materials necessary to monitor the Company's performance, discuss and make informed decisions respecting matters to be discussed at Board meetings and to make material decisions respecting the Company's affairs;
- in collaboration with the President and Chief Executive Officer (the “CEO”) and the Corporate Secretary, the planning and organization of Board activities; ensuring the efficient running of Board meetings; and ensuring the quality, quantity and speed with which information is transmitted to the Board;
- working to build consensus and encourage teamwork among Board members and with management;
- ensuring that the appropriate Board committee structure is in place and functioning effectively and, in consultation with the chairmen of the Board committees, making recommendations for appointments to such committees;
- together with the chairmen of the Board committees and other members of the Board as appropriate:
  - identifying, recruiting, interviewing and inducting new members of the Board and its committees;
  - identifying, recruiting, interviewing and inducting the President and CEO and assuring that appropriate management evaluation and succession planning processes are in place; and
  - ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees, individual directors and the executive management. This evaluation may include an evaluation led by an independent consultant hired by the Chair; and
- attending committee meetings where necessary or where the Chair's presence is requested by the committee chair or the Board.

### **Working With Management**

- communicating to senior management the ideas and concerns of the Board, the Company's shareholders and other relevant stakeholders;
- communicating to senior management, the Company's shareholders and other relevant stakeholders the objectives, strategies and policies determined by the Board;
- communicating to the Board the strategies, ideas and concerns of senior management and ensuring that management plans are properly discussed and approved by the Board;
- working with senior management and the Board to develop appropriate objectives, strategies, policies and procedures for the Company;
- working with senior management to ensure the implementation of strategies and policies determined by the Board and to ensure that Board decisions are fully implemented and reflected in the conduct of the Company's business;
- working with the Board to monitor and assess the performance of senior management and to determine ways in which the Company's management team may be strengthened;

- establishing a close relationship of trust with the CEO, providing support, advice and mentoring while respecting executive responsibility;
- working with the Chief Financial Officer to ensure that an effective corporate organizational and financial structure is in place; and
- assisting the CEO and senior management with investor relations activities including investor visits, conferences and trade shows.

#### **Relationships With Shareholders, Other Stakeholders and the Public**

- acting as chair of all shareholder meetings;
- acting as a liaison between the Board, shareholders and other stakeholders;
- ensuring effective communication to shareholders and other stakeholders of the objectives, strategies and policies determined by the Board and senior management and major developments in the Company's business;
- communicating to the Board and senior management the concerns and perspectives of shareholders and stakeholders;
- managing dialogue between the Company's shareholders and the Board and senior management; and
- assisting the CEO and senior management in their relations with the various governments where the Company operates and on matters relating to industry associations, including attendance at meetings and functions as appropriate.

Approved by the Board of Directors on January 18, 2017.