

SAMA GRAPHITE INC.

PRESIDENT AND CHIEF EXECUTIVE OFFICER MANDATE

INTRODUCTION

The following is a description of the duties and responsibilities of the combined office of the President and Chief Executive Officer (collectively, the “**CEO**”) of Sama Graphite Inc. (the “**Company**”).

The CEO's primary responsibility is to the Company's Board of Directors (the "**Board**") and its shareholders. The CEO is principally responsible for all capital raising necessary to finance the Company's exploration and development activities and for general working capital purposes. The CEO is also responsible for the day to day management of the business and affairs of the Company and for the implementation of the Company's strategic plan as determined by the Board. The CEO will work closely with the Board, senior management and the Company's other stakeholders to implement the Company's strategic plan and to manage its affairs as prescribed by the Company's constating documents and in light of evolving circumstances within the Company's business, the mining industry and the economy in general.

RESPONSIBILITIES

The CEO will be responsible for the following matters:

Responsibilities to the Board

- developing the Company's strategic and operational plans; raising the funds necessary to carry out such plans and making any necessary adjustments to such plans required as a result of evolving circumstances;
- meeting with the Board on a regular basis to provide information regarding: (a) the state of the Company's business; (b) the implementation of the Company's strategic plan and operational plans; (c) adherence to the Company's policies and procedures; and (d) other matters material to the business of the Company;
- meeting with and providing information to the Executive Chairman of the Board (the “**Chair**”) and the committees of the Board as necessary to enable the Chair and the committees to perform their duties;
- ensuring that members of the Board and the committees of the Board have access to other members of management as necessary for the performance of their duties; and
- making recommendations to the Board respecting organizational structure and staffing.

Management Responsibilities

- leading the Company and managing its day to day affairs in accordance with its strategic plan and the overall strategic direction;
- ensuring that shareholder value is maximized over time;

- implementing the Company's strategic plan and managing its affairs in light of evolving circumstances within the Company's business, the mining industry and the economy in general;
- together with the Chair, the Chief Financial Officer (the “CFO”) and other members of management, developing and implementing operational plans and annual budgets necessary to meet the Company's operational requirements and achieve its strategic objectives;
- reviewing material transactions outside of the ordinary course of the Company's business and other major corporate actions requiring Board approval;
- together with the Chair and other members of management, establishing and monitoring compliance with the policies and procedures of the Company within all countries in which it operates, including but not limited to, the Company's Code of Business Conduct and Ethics and Insider Trading and Blackout Policy, corporate governance principles and guidelines, communications policy, whistleblower policy, environmental policy and health and safety policy;
- ensuring compliance with all legal and regulatory requirements applicable to the Company and its officers, consultants and employees;
- fostering a culture of integrity within the Company and within all countries in which it operates, promoting ethical practices and encouraging individual integrity on the part of its officers, consultants and employees;
- maintaining good business practices, relationships and communications with the Company's shareholders, stakeholders, the financial sector, the communities in which the Company conducts its business and the various levels of government in Canada and in the countries in which the Company operates;
- planning, coordinating and managing communications between the Company and its shareholders and stakeholders, financial analysts, the general public and the media in accordance with applicable legal requirements and any applicable communications policy and other disclosure policies of the Company;
- communicating with and providing leadership to other members of senior management;
- evaluating the performance of members of management;
- developing succession plans for senior management, including the appointment, training and monitoring of new management personnel;
- working with the Board, its committees, the CFO and other members of management to develop effective internal controls and procedures respecting the disclosure of financial and other information respecting the Company;
- supporting the Chair and assisting the Corporate Secretary with the planning and organization of Board activities, the setting of the agenda for and the running of Board meetings and ensuring the quantity, quality and speed with which information is communicated to Board members;
- ensuring the Board is kept abreast of material developments related to corporate matters;
- representing the Company at legislative sessions, external committee meetings and formal functions;

- promoting the Company to local, regional, national and international constituencies;
- identifying acquisition and merger opportunities and direct implementation activities;
- overseeing foreign operations, including evaluating operating and financial performance; and
- monitoring the activities of neighbours and competitors in the regions where the Company conducts business.

KNOWLEDGE AND SKILL REQUIREMENTS

Experience in strategic planning and execution. Knowledge of contracting, negotiating and change management. Skill in examining and re-engineering operations and procedures. Experience in formulating policy and developing and implementing new strategies and procedures. Ability to develop financial plans and manage resources. Knowledge of public relations principles and practices. Knowledge of communications and public relations techniques. Ability to develop and deliver presentations. Ability to identify and secure funding/revenue sources.

Work requires professional written and verbal communications and interpersonal skills. Ability to communicate and interact with officials at all levels of government and to work effectively with a wide range of constituencies in a diverse community. Ability to motivate teams and simultaneously manage several projects.

Ability to attract and develop a high profile management team.

Willingness to work a flexible schedule and travel.

WORKING CONDITIONS

Working conditions are normal for combined office, field and travel environments. Work may require frequent weekend and evening work. Work may require frequent overnight travel.

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