

CHAIR MANDATE / POSITION DESCRIPTION

The Chair of the Board of Directors (the “Chair”) of BlackPearl Resources Inc. (the “Corporation”) shall have the oversight responsibility, authority and specific duties as described below.

Appointment

The Chair shall have such skills and abilities appropriate to the appointment as Chair as shall be determined by the Board.

The Chair shall be a duly elected or appointed member of the Board and shall be specifically appointed as Chair by the Board from time to time as the Board considers appropriate.

Responsibilities

In addition to the Chair’s responsibilities as a director of the Corporation, as provided in the Canada Business Corporations Act (the “Act”) and the By-Laws of the Corporation, the Chair shall have the specific duties set out below and shall have such other powers and duties as the Board may specify. The Chair has a responsibility to act in the best interests of the Corporation and the shareholders, in accordance with applicable legislation and best practices in board governance.

The Chair shall set the tone for the Board and its members so as to foster ethical and responsible decision-making, appropriate oversight of management and corporate governance practices.

Specific Duties

The Chair shall have specific responsibility for:

1. Oversee governance matters, Board direction and administration and ensure that the Board works as a cohesive team and builds a healthy governance culture.
2. Provide the Board, the Board committees and individual directors with leadership to assist them to effectively carry out their duties and responsibilities.
3. Determine, in consultation with the Board, the times and places of meetings of the Board and the shareholders.
4. With Committee Chairs, other Directors, members of Management and outside advisors, as appropriate, establish the agenda for each Board meeting.
5. Ensure that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively. Ensuring that the shareholders meet at least one time annually and as many additional times as may be required by law.
6. Ensure that all business requirements to come before a Board meeting is brought before the Board such that the Board is able to carry out all of its duties to manage, or supervise the management of, the business and affairs of the Corporation.

7. Ensure that all business set out in the agendas of Board and shareholder meetings is discussed and brought to resolution, as required.
8. Except as otherwise authorized by the By-Laws, presiding at all meetings of the Board and shareholders.
9. Ensure that mandates and/or position descriptions are in place and updated regularly for the Board, Board Committees, the Chair and the Chief Executive Officer.
10. Ensure that the Board has the opportunity to meet separately, without management present, at regular intervals.
11. Ensure that the Board meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.
12. Provide the Board, its members and Board Committees with leadership to assist with effectively carrying out its duties and responsibilities.
13. Facilitate effective communication between directors and management, both inside and outside of Board meetings.
14. With the chair of the Corporate Governance Committee, actively participate in and oversee the administration of the evaluation of performance and effectiveness of the Board, Board committees, all individual directors and committee chairs, other than that of the Board Chair.
15. Provide advice, counsel and mentorship to the Chief Executive Officer and fellow members of the Board.
16. Carry out any other appropriate duties and responsibilities assigned by the Board.

Limitation

The duties and responsibilities set out above do not extend, and are not to be interpreted as extending, the obligations and liabilities of the officers beyond those imposed by applicable law and in each case are subject to the Articles and By-Laws of the Corporation and applicable law.

Approved: February 24, 2010