

CORPORATE GOVERNANCE MANUAL

A. Mandates and Terms of Reference

1. Mandate of the Board of Directors
2. Mandate of Audit Committee
3. Mandate of Compensation Committee
4. Mandate of Nominating and Corporate Governance Committee
5. Mandate of Environment and Safety Committee
6. General Terms of Reference for Committees
7. Terms of Reference for Directors
8. Terms of Reference for Chairman
9. Terms of Reference for Chief Executive Officer
10. Terms of Reference for President and Chief Financial Officer

B. Policies

11. Corporate Governance Guidelines
 - (a) 58-101 - Disclosure of Corporate Governance Practices
 - (b) 58-201 - Corporate Governance Guidelines
 - (c) 58-101F2 - Corporate Governance Disclosure (Venture Issuers)
 - (d) 58-302 - Implementation of Corporate Governance
12. Guidelines for Corporate Ethical Conduct
13. Communications & Corporate Disclosure Policy
14. Policy on Stock Trading and Use of Material Information
15. Whistleblower's Policy (previously prepared)
16. Privacy Policy (previously prepared)
17. Overview of Corporate & Securities Laws Applicable to Public Companies in BC
18. Civil Liability in the Secondary Market
19. Recently Adopted Corporate Governance Disclosure Regime