



Goldplay Mining Inc. – Board Of Directors Mandate

The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company, its stewardship and its business.

Board's mandate includes setting long-term goals and objectives for the Company, formulating the plans and strategies necessary to achieve those objectives, and supervising senior management who are responsible for the implementation of the Board's objectives and day-to-day management of the Company.

The Board discharges its responsibilities both directly and through its committees, including the Audit Committee, the Compensation Committee as well as the Governance, Environment & Nominating Committee and through the adoption of mandates and codes, such as this mandate and a Code of Ethics and Business Conduct.

Specific responsibilities of the Board include the following:

- The Board is responsible for approving and monitoring compliance with all significant policies and procedures by which the Company is operated and approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations.
- The Board is responsible for adopting a written code of business conduct and ethics for the directors, officers and employees of the Company and is responsible for monitoring compliance
- with the code and to encourage and promote a culture of ethical business conduct.
- The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the strategic planning, goals and objectives of the Company.
- The Board is responsible for the identification of the principal risks of the Company's business and monitoring and managing those risks with a view to the long-term viability of the Company and achieving a proper balance between the risks incurred and the potential return to the Company's shareholders.
- The Board is responsible for determining the roles and responsibilities of the independent Chair.
- The Board shall annually evaluate the independence of the Chair.
- through the Audit Committee and its Charter, the Board assesses the integrity of internal control over financial reporting and management information systems. It will review and approve capital, operating and exploration and development expenditures including any budgets associated with such expenditures. The Board is responsible for approving the annual audited financial statements and, if required by applicable securities legislation, the interim

financial statements, and the notes and Management's Discussion and Analysis accompanying such financial statements. The Board may delegate responsibility for approving interim financial statements to the Audit Committee.

- The Board through the Compensation Committee and its Charter, approves the compensation of officers and management and reviews and approves the Company's incentive compensation plans. In doing so, the Board takes into account the advice and recommendations of the Compensation Committee;
- The Board through a Governance, Environment & Nominating Committee and its Charter, addresses the conduct of performance evaluations and director nominations and related matters. This may also include specific ongoing expectations and responsibilities for directors, including basic duties and responsibilities with respect to attendance at board meetings and related matters. It shall also annually evaluate the performance of individual directors (including their competencies and skills) and the performance of the Chair. It will ensure that adequate plans are in place for management development and succession. Such charter and procedures may also include measures for addressing communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted. Such policy and procedures may also include measures for receiving feedback from stakeholders.