



ATACAMA PACIFIC GOLD CORPORATION

CHARTER OF THE BOARD OF DIRECTORS

(1) GENERAL

The Board of Directors of Atacama Pacific Gold Corp. (the “**Company**”) is responsible for the stewardship and the general supervision of the management of the business and for acting in the best interests of the Company and its shareholders. The Board will discharge its responsibilities directly and through its committees. In addition, the Board may from time to time, appoint such additional committees as it deems necessary and appropriate in order to discharge its duties, each which committee shall have its own charter. The Board shall meet regularly, but not less than once each quarter, to review the business operations, corporate governance and financial results of the Company. Directors are expected to diligently attend Board and committee meetings commensurate with their particular circumstances, and to fully prepare for and participate in such meetings. Meetings of the Board of Directors should also include regular meetings (not less than once annually) of the independent members of the Board without management being present.

(2) COMPOSITION

The Board of Directors shall be constituted of at least two independent directors, meaning directors that have no direct or indirect material relationship with the Company, in accordance with National Policy 58-201 *Corporate Governance Guidelines*.

(3) RESPONSIBILITIES

The Board of Directors' mandate is the stewardship of the Company and its responsibilities include, without limitation to its general mandate, the following specific responsibilities:

- (a) The assignment to the various committees of directors the general responsibility for developing the Company’s approach to: (i) financial reporting and internal controls; and (ii) compensation of officers and senior employees.
- (b) Corporate Governance Responsibilities:
 - (i) Develop the Company’s approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company.



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- (ii) Reviewing the composition of the Board and ensuring it respects its independence criteria.
 - (iii) Assessing the Company's governance and recommending governance principals and policies.
 - (iv) Satisfying itself as to the integrity of the Chief Executive Officer and other senior officers and that such officers create a culture of integrity throughout the organization.
 - (v) The assessment of the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, including, consideration of the appropriate size of the Board and making recommendations where appropriate that sitting Director be removed or not re-appointed.
 - (vi) Review the performance and qualification of existing Directors in connection with their re-election.
 - (vii) Ensuring that an appropriate review selection process for new nominees to the Board is in place.
 - (viii) Reviewing continuing education opportunities for all directors to maintain and enhance their skills and abilities as directors.
- (c) With the assistance of the Audit Committee:
- (i) Ensuring the integrity of the Company's internal controls and management information systems.
 - (ii) Ensuring the Company's ethical behaviour and compliance with laws and regulations, audit and accounting principles and the Company's own governing documents.
 - (iii) Identifying the principal risks of the Company's business and ensuring that appropriate systems are in place to manage these risks.
 - (iv) Reviewing and approving significant operational and financial matters and the provision of direction to management on these matters.
- (d) Nominating Responsibilities
- (i) Review qualifications for Directors and procedures for identifying possible nominees who meet these criteria.



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- (ii) Approve appropriate orientation and education programs for new members of the Board.
 - (iii) Analyze the needs of the Board of Directors when vacancies arise on the Board and identify and recommend nominees who meet such needs.
 - (iv) Propose the slate of Directors to be elected at each Annual Meeting of Shareholders.
- (e) With the assistance of the Compensation Committee and the Chief Executive Officer, the approval of the compensation of the senior management team.
 - (f) Succession planning including the selection, training, appointment, monitoring, evaluation and, if necessary, the replacement of the senior management to ensure management succession.
 - (g) The adoption of a strategic planning process and the approval, on at least an annual basis, of a strategic plan which takes into account business opportunities and business risks identified by the Board and/or the Audit Committee and monitoring performance against such plans.
 - (h) The review and approval of corporate objectives and goals applicable to the Company's senior management.
 - (i) Reviewing with senior management material transactions outside the ordinary course of business and such other major corporate matters which require Board approval including the payment of dividends, the issue, purchase and redemption of securities, acquisitions and dispositions of material assets and material capital expenditures and approving such decisions as they arise.
 - (j) Performing such other functions as prescribed by law or assigned to the Board in the Company's constating documents and by-laws.