

Vanstar Mining Resources Inc.

Mandate of the Board of Directors

Purpose

The Board of Directors (the "**Board**") of Vanstar Mining Resources Inc. (the "**Corporation**") is responsible for the stewardship of the business and affairs of the Corporation. The Board should manage the responsibilities and obligations set out below, either directly or through committees of the Board, currently consisting of the Audit Committee and Human Resources committee. The Board will, however, retain the oversight function and ultimate responsibility for these matters.

Composition

1. In accordance with the Corporation's Articles of Incorporation, the Board shall consist of not fewer than three (3) and not more than ten (10) directors, as determined from time to time by the Board.
2. The Board should consist of individuals who possess skills and competencies in areas that are relevant to the business and affairs of the Corporation. At least two-thirds of the directors will be "independent" directors within the meaning of applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "Applicable Laws").
3. The directors of the Corporation will be elected at the annual meeting of the shareholders of the Corporation and shall serve until no longer than the close of the next annual meeting of shareholders, subject to re-election thereat.

Meetings

4. The Board shall have at least four regularly scheduled meetings in each financial year of the Corporation.
5. The non-executive Chairman of the Board (the "Chairman"), the President and Chief Executive Officer (the "CEO") and the Lead Director of the Board (the "Lead Director"), if any, are responsible for the agenda for each meeting of the Board. Prior to each Board meeting, the Chairman and the CEO should discuss agenda items for the meeting. Materials for each meeting should be distributed to the Board in advance of the meeting.
6. Directors are expected to attend at least three quarters of all meetings of the Board held in each financial year of the Corporation and to adequately review meeting materials in advance of each meeting.
7. The independent directors (in this context, meaning directors who are not also senior officers or are independent within the meaning of Applicable Laws) should hold an in camera session without the non-independent directors and any senior officers present at each meeting of the Board, unless such a session is not considered necessary by the independent directors present. The Chairman, if independent, and if not independent, the Lead Director, if any, or if there is no Lead Director, another independent director, should chair the in camera sessions.

Board Committees

8. The Board may appoint such committees from time to time as it considers appropriate. Each permanent committee shall have a mandate that is approved by the Board, setting out the responsibilities of, and the extent of the powers delegated to, such committee by the Board.

Responsibilities

Oversight of Management and the Board

9. The Board should ensure that appropriate succession planning, including the appointment, training and monitoring of the senior officers and members of the Board, is in place. The Board, through its committees, is responsible for the appointment, and replacement, of officers and members of the Board of the Corporation.
10. The Board is responsible for satisfying itself as to the integrity of the CEO and the other officers and that the CEO and the other officers create a culture of integrity throughout the Corporation.
11. The Board should annually consider what additional skills and competencies would be helpful to the Board, with the Compensation and Nominating Committee being ultimately responsible for identifying specific candidates for consideration for appointment to the Board.
12. If the Chairman is not independent within the meaning of Applicable Laws and a Lead Director is required, or is considered desirable by the Board, the Compensation and Nominating Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board. The Board will be responsible for appointing the Lead Director.
13. Through the Compensation and Nominating Committee, the Board should review the compensation of directors to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and should review the compensation of the senior officers to ensure that it is competitive within the industry and that the form of compensation aligns the interests of each senior officer with those of the Corporation.
14. The Board should act in an advisory capacity to the senior officers of the Corporation in all matters concerning the interests and management of the Corporation
15. The Board should consider on a timely basis all matters referred or recommended to it by its committees in accordance with the mandates thereof.

Financial Matters

16. The Board is responsible for reviewing the financial and underlying operational performance of the Corporation.
17. The Board should review and approve the annual audited financial statements, management's discussion and analysis and other financial information related to such annual audited financial statements, budgets and forecasts, as well as the annual information form and management information circular of the Corporation.
18. The Board should review, together with the Audit Committee of the Board, in advance of public release: (i) any earnings guidance; and (ii) unless otherwise delegated to the Audit Committee of the Board, any press release containing financial information based upon

financial statements and management's discussion and analysis that has not previously been released;

19. The Board delegates to the Audit Committee the review and approval of the quarterly unaudited financial statements and the management's discussion and analysis and other financial disclosure related thereto. If requested by the Audit Committee, the Board should review and approve the quarterly unaudited financial statements and the management's discussion and analysis and other financial disclosure related thereto.
20. The Board should annually review, together with the Audit Committee, the directors' and officers' third-party liability insurance, and other insurance, of the Corporation.
21. The Board, primarily through the Audit Committee, should monitor and ensure the integrity of the internal controls and procedures (including adequate management information systems) within the Corporation and the financial reporting procedures of the Corporation.
22. The Board is responsible for considering, and if established, reviewing from time to time, a dividend policy for the Corporation.

Business Strategy

23. The Board has primary responsibility for the strategic direction of the Corporation. The Board will provide advice, counsel and mentorship to the CEO with respect to matters of strategic significance and will contribute to the development of the strategic direction of the Corporation by reviewing, at least annually, a strategic plan and budget developed and proposed by officers of the Corporation, which take into account, among other things, the business opportunities and business risks of the Corporation. The Board will review with the senior officers of the Corporation from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these factors on the strategic direction of the Corporation. The Board will review and approve the financial objectives, plans and actions of the Corporation, including significant capital allocations and expenditures.
24. The Board is responsible for ensuring that procedures are in place to appropriately manage the principal business risks of the Corporation.
25. The Board should monitor corporate performance against the approved strategic plan and budget, including assessing operating results, to evaluate whether the business of the Corporation is being appropriately managed.
26. The Board is responsible for reviewing and approving all material transactions affecting the Corporation not contemplated in the strategic plan and budget approved by the Board.

Communications and Reporting to Shareholders

27. The Board is responsible for overseeing the continuous disclosure program of the Corporation, with a view to satisfying itself that adequate procedures are in place to ensure that material information is disclosed in accordance with Applicable Laws.
28. The Board will ensure that the Corporation has a disclosure policy which includes a framework for investor relations and public disclosure.

Corporate Governance

29. The Corporate Governance Committee will recommend, and the Board will establish, the Board's approach to corporate governance.
30. The Board is responsible for assessing its own effectiveness in fulfilling this mandate and shall assess this mandate, as well as the mandate of each committee (considering, among other things, the recommendations of the applicable committee) from time to time and at least annually.
31. The Board is responsible for evaluating the relevant relationships of each independent director and is required to make an affirmative decision that any such relationship does not preclude a determination that the director is independent within the meaning of Applicable Laws.
32. The Board is responsible for ensuring the establishment of appropriate standards of corporate conduct and should ensure that adequate procedures are in place to monitor compliance with the Code of Business Conduct and Ethics (the "Code") of the Corporation. Only the Board may grant waivers of the Code which would be to the benefit of any director or senior officer.
33. The Board will review and evaluate the Corporate Disclosure and Insider Trading Policy of the Corporation annually to determine if the policy effectively ensures accurate and timely disclosure in accordance with the Corporation's disclosure obligations under Applicable Laws.

General

34. The Board is responsible for performing such other functions as are prescribed by law, including all Applicable Laws.
35. The Board may at any time retain outside financial, legal or other advisors as considered advisable at the expense of the Corporation. Any director may, subject to the approval of the Corporate Governance Committee, retain an outside financial, legal or other advisor considered advisable at the expense of the Corporation.

Feedback

34. The Board welcomes input and comments from shareholders of the Corporation relating to this mandate. Such input and comments may be sent to the Board at the head office address of the Corporation.