



UNIGOLD INC.

MANDATE OF THE BOARD OF DIRECTORS

This mandate was approved by the Board of Directors of Unigold Inc. on August 22, 2012 and replaces all previous mandates, charters, terms of reference or other similar documents prescribing the procedures, powers and duties of the Board of Directors.

The directors of Unigold Inc. (the “**Corporation**”) are required to manage the Corporation’s business and affairs, and in doing so to act honestly and in good faith with a view to the best interests of the Corporation. In addition and subject to the provisions of the Corporation’s Articles of Incorporation and By-laws and to applicable laws each director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors of the Corporation (the “**Board**”) is responsible for supervising the conduct of the Corporation’s affairs and the management of its business in the best interest of the Corporation. The Board’s mandate includes setting long term goals and objectives for the Corporation, to formulate the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. Although the Board delegates the responsibility for managing the day to day affairs of the Corporation to senior management personnel, the Board retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Corporation and its business. The Board is responsible for protecting shareholder interests and ensuring that the interests of the shareholders and of management are aligned.

The obligation of the Board must be performed continuously, and not merely from time to time, and in times of crisis or emergency the Board may have to assume a more direct role in managing the affairs of the Corporation.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Corporation’s business, including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee of the Corporation, the Board also assesses the integrity of internal controls over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required under its mandate to approve any material dispositions, acquisitions and investments outside of the ordinary course of business, long-term strategy, and organizational development plans. Management is authorized to act, without Board approval, on all ordinary course matters relating to the Corporation’s business. At least one Board meeting per year shall be devoted to a review of strategic corporate plans proposed by management.

The Board expects management to efficiently implement its strategic plans for the Corporation, to keep the Board fully apprised of its progress in doing so and to be fully accountable to the Board in respect to all matters for which it has been assigned responsibility.

The Board also expects management to provide the directors on a timely basis with information concerning the business and affairs of the Corporation, including financial and operating information and information concerning industry developments as they occur, all with a view to enabling the Board to discharge its stewardship obligations effectively.

The Board has instructed management to maintain procedures to monitor and promptly address shareholder concerns and has directed and will continue to direct management to apprise the Board of any major concerns expressed by shareholders.

The Board is responsible for overseeing the Corporation's public disclosure practices in accordance with applicable securities legislation and the rules and policies of stock exchanges and markets on which the Corporation's securities are listed or traded. In so doing, the Board is free to seek the advice of the Corporation's outside legal counsel.

The Board is responsible for the appointment of senior executive officers, a Chairman and a "Lead Director" (who will be responsible for the leadership of the Board if it is determined that the Chairman is not "independent" under applicable regulatory rules and policies); and to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization.

Meetings of the Board

The Board is required to hold an annual general meeting. In addition, the Board meets on an ad hoc basis as required, at the very minimum on a quarterly basis. All members are expected to attend such meetings and to review in advance, any materials provided to them in connection with such meetings.

Independent members of the Board may hold meetings as frequently as necessary to carry out their responsibilities under this Board Mandate, but in no event less than once per year, at which non-independent directors of the Board and members of management are not in attendance.

Management also communicates informally with members of the Board on a regular basis, and solicits the advice of Board members on matters falling within their special knowledge or experience.

A chair is usually appointed at each meeting to lead proceedings at each meeting of the Board.

Board Committees

The Corporation has an Audit Committee, a Compensation Committee, a Corporate Social Responsibility Committee, Corporate Governance and Nominating Committee and a Technical Committee. A Mandate for a Special Committee has been approved but the Committee has not been appointed.