

MANDATE OF THE LEAD DIRECTOR

1. INTRODUCTION

1.1 The Lead Director is a Director elected from the Board of Directors (the “**Board**”) of Century Global Commodities Corporation (the “**Company**”) who plays a critical role in the effective, efficient and independent execution of the Board mandate including planning and chairing meetings of the independent directors without management representatives present, identify and address impediments to the independent functioning of the Board and to act as a liaison between the Board and management.

1.2 While undertaking his or her responsibilities, the Lead Director works closely with, and in an advisory capacity to, the Board Chair and the Chief Executive Officer (“**CEO**”).

2. APPOINTMENT

The Lead Director is appointed by the Board, where the Board Chair is not independent and serves at the pleasure of the Board until his or her successor is appointed.

3. DUTIES AND RESPONSIBILITIES

3.1 The duties and responsibilities of the Lead Director include:

Leadership

(a) Provide leadership to Directors by:

- (i) working with the Board, committees of the Board, individual Directors and senior management of the Company in order that they understand and discharge their duties, consistent with the approach to corporate governance adopted by the Board from time to time;
- (ii) consulting with independent Directors and representing such Directors in discussions with management concerning any corporate governance issues and other matters;
- (iii) coordinating meetings of the independent directors as and when appropriate considering the circumstances faced by the Company, chair such meetings and report the results of such meetings to the Board Chair and, where appropriate, to the CEO;
- (iv) educating Directors and management on the independent role of the Board and the boundaries between the responsibilities of the Board and management;
- (v) identifying and addressing impediments to the Board’s ability to function independent of management;

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Meetings of the Board

- (b) in consultation with the Board Chair, the Chair of the Governance and Nominating Committee and the CEO, as appropriate:
 - (i) provide comments to the Board Chair with respect to proposed agendas for Board meetings;
 - (ii) review items of importance for consideration by the Board and ensure that all business required to come before the Board is brought before the Board;
 - (iii) monitor the adequacy of the materials provided by management in connections with Board affairs;
 - (iv) monitor the sufficiency of the time the Board has to review the materials provided to it and to fully discuss the business that comes before the Board; and
 - (v) facilitate free and open discussion at meetings of the Board, in order that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view, as well as encourage all Directors to participate in such a way that is conducive to good decision-making;
 - (vi) in the absence of the Board Chair, preside over meetings of the Board;

Meetings of Independent Directors

- (c) chair all *in camera* meetings of the Board, without management and without non-independent Directors present;
- (d) communicate to the Board Chair and the CEO or other members of management, as appropriate, the results of the questions, comments or suggestions of the independent Directors;

Evaluation

- (e) in conjunction with the Governance and Nominating Committee, participate in conducting periodic evaluations of the effectiveness of the CEO, the Board, its Directors, Board Chair, committee chairs and committees; and

Other

- (f) perform such other duties as may be requested by the Board or as may be necessary to carry out this mandate.