

MANDATE OF THE BOARD CHAIR

1. INTRODUCTION

1.1 The primary role of the Chair of the Board of Directors (the “**Board**”) of Century Global Commodities Corporation (the “**Company**”) is to oversee the management of the Board's affairs, monitor the Board's effectiveness, foster effective relations among Board members, shareholders, other stakeholders and the public, provide leadership on the Board by setting agendas and managing the meetings of the Board, and assist the Chief Executive Officer (the “**CEO**”) in executing the CEO's general mandate to implement the Company’s strategic and operating plans and enhance shareholder value.

1.2 It is recognized that the roles and responsibilities of the Chair of the Board may be performed with the assistance of, or delegated to, one or more Vice-Chairs of the Board. As such, in this Mandate and in any other Mandate, Policy, Code, Guidelines or analogous document adopted by the Board of Directors or under the Memorandum and Articles of Association of the Company, all references to the “Chair” of the Board shall be to the person appointed by the Board as its Chair, but in those instances where such Chair is absent from a Meeting of the Board or from any other event at or with respect to which the Chair has a responsibility, or in any other circumstance where such Chair is otherwise unable to perform the roles and responsibilities ascribed to the Chair due to absence or incapacity, or where such Chair or the Board has delegated or assigned to a Vice-Chair any responsibility otherwise ascribed to the “Chair”, then the applicable reference(s) to the “Chair” of the Board shall also refer to a Vice-Chair of the Board.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Chair include the duties or responsibilities to:

Board Leadership, Board Meetings and Information

- (a) chair Board meetings in an efficient, effective and focused manner, ensuring that sufficient time is allotted during Board meetings for the effective discussion of agenda items and key issues and concerns;
- (b) establish the frequency and schedule of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (c) set agendas and priorities for meetings of the Board, in consultation with the CEO;
- (d) work with the CEO in order that there is an appropriate flow of information to the Board in a timely fashion, in order that the Board can make informed decisions;
- (e) facilitate a candid and full discussion of all key matters that come before the Board;
- (f) liaise and communicate with all Directors and committee chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its committees;
- (g) communicate with the Board on all issues important to the Company's welfare and future;
- (h) work to support the development and maintenance of consensus on the Board as to significant Company matters, to develop teamwork within the Board, to encourage an atmosphere of

MANDATE OF THE BOARD CHAIR

openness and trust, and to maintain cohesiveness among Board members without losing diversity of opinion and objectivity;

Committees

- (i) in consultation with the Governance and Nominating Committee, recommend the formation of committees for approval by the Board and facilitate the integration of the committees' activities with the work of the Board;
- (j) in consultation with the Governance and Nominating Committee, make recommendations to the Board for committee members and committee chair appointments;
- (k) maintain communication with committee chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its committees;

Director and Board Evaluation and Development

- (l) work with Directors and the Governance and Nominating Committee to ensure that Director orientation and development programs meet the needs of the Board;
- (m) carry out annual evaluation meetings with each Director to discuss Board performance;
- (n) work with the Board and Governance and Nominating Committee regarding Board and Board Chair succession planning;
- (o) work with the Governance and Nominating Committee to prepare annual objectives for the Board Chair for Board approval;

Relations with Shareholders, Other Stakeholders and The Public

- (p) provide leadership to the Board in carrying out its responsibilities to shareholders;
- (q) chair shareholder meetings;
- (r) where applicable, represent the Board to major stakeholders, including shareholders, regulatory and governmental authorities and the financial community;
- (s) facilitate Board efforts to establish practices to respond to feedback from shareholders and other stakeholders;
- (t) in consultation with management, respond to shareholder concerns regarding governance issues and other issues relating to the Board;

Management Relations

MANDATE OF THE BOARD CHAIR

- (u) work with the CEO in presenting business strategies, plans and organizational structures, as well as policies and plans relating to operations, controls and performance to the Board for review and approval;
- (v) provide advice to the CEO on major issues and communicate Board concerns to the CEO;
- (w) facilitate communication amongst Directors and management both inside and outside of Board meetings; and

Other

- (x) performing such other functions as may be appropriate in the circumstances, as delegated by the Board.