

COPPERBANK RESOURCES CORP.

(“the Company”)

CHARTER OF THE BOARD OF DIRECTORS

The Board is responsible for the stewardship of the Company and for the oversight of its management and affairs.

Directors shall exercise their best business judgment in a manner consistent with their fiduciary duties. The Board’s primary responsibilities, which are discharged directly and through delegation to its Committees, include the following:

- to act honestly and in good faith with a view to the best interests of the Company.
- to exercise due care, diligence and skill that reasonably prudent persons would exercise in comparable circumstances.
- consistent with its responsibilities to the Company, to further the interests of the shareholders.
- to consider business opportunities and risks, and to adopt strategic plans from time to time.
- to identify the principal risks of the Company’s business, and to implement appropriate system to manage these risks.
- to develop an investor relations and shareholder communications policy for the Company.
- to oversee management’s adoption of effective internal control and management information systems.
- to review and approve annual and quarterly financial statements and the publication thereof by management.
- to approve operating plans and any capital budget plans.
- to select and approve all key executive appointments, and to monitor executive development.
- to develop the Company’s approach to corporate governance, including establishing a set of corporate governance principles and guidelines that are specifically applicable to the Company.
- to adopt a code of conduct to govern employees and management in their activities for and on behalf of the Company.
- to promote a culture of integrity throughout the Company consistent with the adopted code of conduct.
- to take action on issues that by law or practice require the independent action of a Board or one of its Committees.
- to oversee management in its implementation of effective programs to provide a safe work environment, to employ sound environmental practices, and to operate in accordance with applicable laws, regulations and permits.

- to oversee management in its implementation of an effective communications policy with regard to investors, employees, the communities in which it operates and the governments of those communities.

EFFECTIVE DATE: JANUARY 20, 2015