

GITENNES EXPLORATION INC.

BOARD MANDATE

PURPOSE

The directors are elected by the shareholders and are responsible for the stewardship of the business and affairs of the Corporation. The board of directors (the “Board”) seeks to discharge this responsibility by reviewing, discussing and approving the Corporation’s strategic planning and organizational structure and supervising management to oversee that the strategic planning and organizational structure and enhance and preserve the business of the Corporation and the underlying value of the Corporation.

COMPOSITION

The Board shall be constituted at all times of a majority of individuals who are “independent” directors for the purposes of the requirements or guidelines, as the case may be, of the securities regulatory authorities applicable to the Corporation and the stock exchange(s) on which the Corporation’s securities are listed, as adopted and amended and in force from time to time. The Board shall appoint a chairperson of the Board who shall ensure that the Board’s agenda enables it to successfully carry out its duties. The composition of the Board, including the qualification of its members, shall comply with all other applicable requirements of the *Canada Business Corporations Act*, the Toronto Stock Exchange (the “TSX”) and the applicable securities regulatory authorities, as adopted and amended and in force from time to time.

RESPONSIBILITIES AND DUTIES

The Board discharges its responsibility for overseeing the management of the Corporation’s business by delegating to the Corporation’s senior officers the responsibility for day-to-day management of the Corporation. The Board discharges its responsibilities directly and through its committees - the Audit Committee and the Compensation Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. The Board may delegate to its committees matters for which the Board is responsible, to the extent such delegation is permitted by law. Notwithstanding the delegation of any of its responsibilities to a committee, the Board retains its oversight function and ultimate responsibility for all delegated matters. The Board’s primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Corporation’s strategic objectives. Other principal duties include, but are not limited to, the following:

1. Selecting, appointing, evaluating and (if necessary) terminating the President.
2. Adopting a strategic planning process, approving strategic plans, and monitoring performance against plans.
3. Reviewing and approving annual operational budgets, capital expenditure limits and corporate objectives, and monitoring performance on each of the above.

4. Reviewing policies and procedures to identify business risks, and ensure that systems and actions are in place to monitor them.
5. Reviewing policies and processes to ensure that the Corporation's internal control and management information systems are operating properly.
6. Approving the financial statements and MD&A, and making a recommendation to shareholders for the appointment of auditors.
7. Approving the Corporation's code of business conduct and ethics, monitoring compliance with the code and granting any waivers from the code for the benefit of directors or officers of the Corporation in accordance with applicable requirements of the securities regulatory authorities or the TSX.
8. Assessing the contribution of the Board, committees and all directors annually, and planning for succession of the Board.
9. Evaluating the relevant relationships of each independent director and making an affirmative determination that such relationship does not preclude a determination that the director is independent.
10. Arranging orientation programs for new directors and keeping the directors informed as to the Corporation's activities.
11. Establishing and maintaining an appropriate system of corporate governance including practices to ensure the Board functions effectively and independently of management, including reserving a portion of all Board and its committee meetings for in camera discussions without management present.
12. Reviewing and approving the compensation of members of the senior management team, as well as corporate objectives and goals applicable to each member, in order to ensure that the compensation is competitive within the industry, the composition mix (i.e., between cash, short-term incentives and long-term incentives) is appropriate to incentivize and reward each member relative to his or her responsibilities and the Corporation's objectives and goals and the form of compensation aligns the interests of each such individual with those of the Corporation.
13. Ensuring that an adequate system of internal control is maintained to safeguard the Company's assets and the integrity of its financial and other reporting systems.
14. Ensuring that there is in place a system of internal disclosure controls and procedures that, among other things, creates a disclosure charter setting out the Corporation's disclosure policy and mandates activities relating to public disclosure, ensures all material information is properly gathered, reviewed and disseminated, and monitors and evaluates compliance with, and the effectiveness of, such controls and procedures.

15. Adopting a process for shareholders and other interested parties to communicate directly with the Board or the independent directors of the Board, as appropriate.
16. Reviewing and considering for approval all amendments or departures proposed by management from established strategy, capital and operating budgets, or matters of policy, which diverge from the ordinary course of business.
17. Ensuring that a process is established that adequately provides for management succession planning, including the appointing, training, and monitoring of senior management.
18. In addition to the above, adherence to all other Board responsibilities as set forth in the Company's By-laws and other statutory and regulatory requirements.

MEETINGS

The powers of the Board may be exercised at a meeting for which notice has been given and at which a quorum is present or, in appropriate circumstances, by resolution in writing signed by all the directors. The Board shall meet as frequently as required to attend to its responsibilities and the independent directors of the Board shall meet regularly, without members of management (or other directors) in attendance.

Quorum

The quorum for the transaction of business at any meeting of the Board shall be a majority of directors or such other number of directors as the Board may from time to time determine according to the articles of the Corporation.

Chairman

The Chairman of the board is elected annually at the first meeting of the directors following the shareholders meeting.

Voting

At all meetings of the Board every resolution shall be decided by a majority of the votes cast on the resolution.

Board meetings shall normally proceed as follows:

Review and approval of the minutes of the preceding meeting;
Business arising from the previous minutes;
Reports of committees;
President's report, financial and operational reports;
Other business;
Setting the date and time of the next meeting;
In-Camera session, and
Adjournment

Minutes of the meetings

A secretary should be named for each Board and committee meeting and minutes should be circulated at the latest one month after such meeting. Minutes of the committees meetings will be given to each Board member and to the Secretary of the Corporation for inclusion in the Corporation's minute books.

APPROVED by the Board the 27th day of April, 2006.