CADILLAC MINES CORPORATION

Position Description of the Chief Executive Officer

1 PURPOSE

The Chief Executive Officer (the "**CEO**") of Cadillac Mines Corporation ("**CMC**" or the "**Company**") is responsible for managing the business and affairs of the Company in accordance with the corporate policies, mandates and authority limitations established by the Board of Directors (the "**Board**") of the Company from time to time. The CEO is also responsible for ensuring that the business strategies and operational goals of CMC are achieved, and will provide leadership, oversight and guidance with respect to the business and operations of the Company. In particular, the CEO is responsible for ensuring the alignment of objectives throughout the corporate organization to implement the Company's strategies and goals consistent with the Code of Business Conduct and Ethics of the Company.

2 APPOINTMENT

a) The CEO shall be appointed by and serve at the pleasure of the Board.
b) The CEO will have the competencies and skills required by the Board.
c) The CEO will be accountable and report directly to the Board.
d) If appointed to the Board, the CEO will not be an independent director and will not be a member of any standing committee of the Board required to be composed of independent directors. The CEO may be a member of *ad hoc* committees of the Board if appointed thereto by the Board.

3 RESPONSIBILITIES

3.1 Leadership

The CEO will:

a) lead and motivate the Company's management, employees and other personnel, and foster a high level of morale through the advancement of CMC's strategy, vision and philosophy;
b) maintain a flat corporate organization structure where input is openly received from all levels of employees, is given consideration and, if merited, acted upon;
c) foster a corporate culture that promotes accountability, ethical and responsible practices, and decision making consistent with the Company's core values;
d) take all reasonable steps to satisfy the Board as to the integrity of the senior officers and ensure that a culture of integrity and competence is created throughout the Company;
e) recommend to the Board any proposed significant change in the management or reporting organizational structure of the Company;
f) assist in carrying out the management of the business and operations of the Company, with the goal of achieving CMC's strategic, operating and financial plans as approved from time to time by the Board; and

g) lead and be responsible for matters relating to health, safety, the environment and community and social relations.

3.2 Strategic Planning

The CEO will:

a) recommend strategic, operating and financial plans to the Board and ensure that such plans, once approved, are implemented, and report on the progress made and material deviations from such plans to the Board in a timely manner;
b) provide strategic leadership, vision and technical support in establishing, implementing and overseeing the long-range and short-range goals, strategies, plans and policies of the Company, including overseeing the capital markets strategy and general marketing strategy of the Company;
c) monitor CMC's progress towards its goals, assess the need to revise or alter the management of the business and affairs of the Company, and keep the Board informed of the Company's progress or any need to alter or revise the business or operations of the Company in light of changing circumstances;
d) work with the Chief Financial Officer (the "**CFO**") of the Company to ensure that appropriate budgets, spending controls and reports are developed, implemented and maintained throughout the organization; and
e) support the analysis of strategic acquisitions, divestitures or mergers involving the Company.

3.3 Safety, Environment and Compliance

The CEO will:

a) ensure that a proactive zero harm safety culture is implemented and maintained throughout the Company, with the goal of achieving a corporate zero harm rate;
b) ensure that a proactive zero harm environmental culture is implemented and maintained throughout the Company, with the goal of achieving a corporate zero harm incident rate; and
c) ensure that the Company adheres to all applicable health and safety, environmental, regulatory, permitting and legal requirements.

3.4 Stakeholder Relations and Corporate Social Responsibility

3.4.1 The CEO will serve as the chief external spokesperson of the Company and be responsible for developing and maintaining relationships between the Company, its shareholders and other stakeholders, the communities in which it operates, analysts, the media, governments, non-governmental organizations and the public generally.

3.4.2 The CEO will work with the officers of the Company to develop, implement and manage all aspects of the government, public and investor relations strategies of the Company.

3.5 Business Management

3.5.1 The CEO will:

a) provide general management of the day-to-day business and affairs of the Company, consistent with the decisions of the Board;
b) direct and monitor the activities and utilization of the resources of the Company consistent with the strategic direction of the Company and the strategic, operating and financial plans approved by the Board from time to time; and
c) review and certify the quarterly and annual financial statements of the Company in accordance with all applicable laws, instruments, rules, policies and regulatory requirements (collectively "**Applicable Laws**").

3.5.2 The CEO will review and approve all expense reports of the officers of the Company.

3.6 Operations

The CEO will have responsibility for overseeing the business and affairs of the Company in accordance with the operating and capital expenditure budget, and for the implementation of the Company's strategic plan as approved by the Board from time to time.

3.7 Relationship with the Board

3.7.1 The CEO shall consult with the Board on matters of strategic significance or which are otherwise material to the Company.

3.7.2 The CEO, the Chair of the Board (the "**Chair**"), and the lead director of the Board (the "**Lead Director**"), if any, are responsible for the agenda for each meeting of the Board. Prior to each Board meeting, the CEO, the Chair and the Lead Director, if any, should settle agenda items for the meeting. Materials for each meeting should be distributed to the Board in advance of the meeting so that the Board has sufficient time to review the material prior to the meeting.

3.8 Disclosure

The CEO will ensure a system is established to ensure appropriate and timely disclosure of material information with respect to the business and affairs of the Company.

3.9 Risk Management

The CEO will:

a) ensure that appropriate systems are in place to identify and manage the business risks of the Company and that such risks have been presented to and reviewed with the Board;
b) participate in the establishment of appropriate policies and procedures to ensure the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Company, including in accordance with all Applicable Laws; and
c) together with the CFO, establish and maintain through appropriate policies and procedures, in accordance with all Applicable Laws,
    i. internal controls over financial reporting,
    ii. disclosure controls and procedures, and
    iii. if required by Applicable Laws, processes for the certification of public disclosure documents.

3.10 Governance

The CEO will:

a) communicate in a timely fashion with the Board on all material matters affecting the Company, and present to the Board for consideration all material transactions not contemplated in the strategic plan and budget approved by the Board from time to time;
b) communicate regularly with the Board on the performance of the Company and ensure that the Board is provided with the information and access to senior officers necessary to fulfill the responsibilities of the Board; and
c) assist the Governance Committee with the development of mandates for the Board and the committees of the Board and in the orientation of new directors and continuing education for all directors.

3.11 Organizational Effectiveness/Succession

The CEO will:

a) develop and maintain a strong organization with the right people in the right positions that can effectively accomplish the strategic objectives of the Company;
b) ensure that the Company has an effective management team, that the Board has regular exposure to the senior officers, and that there exists an effective plan for management development and succession; and
c) recommend appointments as senior officers, monitor the performance of the senior officers and provide feedback and training as appropriate.

3.12 Compensation

The CEO will meet at least once annually with the Compensation Committee to discuss goals and objectives for, and the performance of, the other senior officers of the Company and to make a recommendation on their compensation.

3.13 CEO Performance

The CEO will participate in discussions concerning any amendments to be made to this position description and in the annual performance measures for the CEO.

3.14 General

3.14.1 The CEO will adhere to a high standard of ethics, business practices and regulatory compliance while overseeing the business and affairs of the Company and the implementation of the strategic plan of the Company.

3.14.2 The CEO will:

a) communicate to the Board on a timely basis any material matters affecting the Company; and
b) assume such other responsibilities as may be reasonably determined by the Board from time to time.