CADILLAC MINES CORPORATION

Position Description of the Chair of the Board

1 PURPOSE

The chairperson (the "**Chair**") of the Board of Directors (the "**Board**") of Cadillac Mines Corporation ("**CMC**" or the "**Company**") plays a critical role, leading the Board oversight of the business and affairs of the Company. The Chair is primarily responsible for the management and effective performance of the Board and provides leadership to the Board.

2 APPOINTMENT

The Chair will be appointed by, and serve at the pleasure of, the Board from among its membership. The Board will determine the skills and competencies required of the Chair in making its selection.

3 RESPONSIBILITIES

3.1 Leadership

The Chair should provide leadership to the Board, including by:

a) leading, managing and organizing the Board, consistent with the approach to corporate governance established by the Board from time to time;
b) promoting cohesiveness among the directors;
c) ensuring, together with the lead director, if any, that the responsibilities of the Board and the committees of the Board are well understood by the Board;
d) assisting the Board in ensuring the integrity of the senior officers and that such senior officers create a culture of integrity throughout CMC;
e) together with the lead director, if any, and the Chair of the Governance Committee, reviewing from time to time the committees of the Board, the Chairs of such committees and the mandates of such committees; and
f) together with the lead director, if any, and the Chair of the Governance Committee, assisting the Board, the committees of the Board, individual directors and the senior officers in understanding and discharging their respective obligations consistent with the approach to corporate governance established by the Board from time to time.

3.2 Stewardship

3.2.1 The Chair will assist the Board in satisfying its oversight responsibilities, which include:

a) assessing the competence of the President, Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), Chief Operating Officer ("**COO**") and other senior officers of the Company and ensuring that the President, CEO, CFO, COO and other senior officers have created a culture of competence throughout the corporate organization;
b) monitoring the conduct of the business of the Company to ensure that it is being conducted consistent with a commitment to core values;
c) strategic planning;

d) identifying and managing risks;
e) succession planning; and
f) monitoring the internal control and management information systems.

3.2.2 In circumstances of complaints regarding violations or suspected violations of the Whistleblower Policy of the Company by the Chairs of both the Audit Committee and the Governance Committee, the Chair will be responsible for investigating the complaint and the Chair will report his or her findings to the Board.

3.2.3 The Chair will review, together with the Audit Committee, in advance of public release (i) any earnings guidance, and (ii) any press release containing financial information based upon the financial statements and management's discussion and analysis that has not previously been released, pursuant to the Mandate of the Audit Committee.

3.2.4 The Chair will review and approve expense reports of the CEO.

3.3 Board Meetings

With respect to meetings of the Board, the Chair is responsible for the following:

a) scheduling, or arranging for the scheduling of, meetings of the Board;
b) coordinating with the Chairs of the committees of the Board the scheduling of meetings of such committees;
c) reviewing with the lead director, if any, matters for consideration by the Board;
d) together with the lead director, if any, ensuring that all matters required to be considered by the Board are properly presented to the Board, such that the Board is able to supervise the management of the business and affairs of CMC effectively;
e) setting the agenda for meetings of the Board in consultation with the Company's CEO ;
f) monitoring the adequacy of materials provided to the Board;
g) ensuring that the Board has sufficient time to review the materials provided and to discuss the business that is presented to the Board;
h) presiding over meetings of the Board; and
i) encouraging free and open discussion at meetings of the Board while maintaining an orderly process.

3.4 Information Flow

3.4.1 The Chair will promote the delivery of information to the directors of the Company on a timely basis so that the directors are fully apprised of all matters that are material to the directors.

3.4.2 The Chair will coordinate with the CEO to ensure that information requested by any director of the Company is provided to such director.

3.5 Shareholder Meetings

The Chair shall preside over meetings of the Company's shareholders unless otherwise determined by the Board.

3.6 General

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chair by the Board from time to time.