



**Northcliff Resources Ltd.
Position Description
Chairman of the Board**

The Chairman of the Board of Northcliff Resources Ltd. shall have the following responsibilities:

1. Provide overall leadership to enhance the effectiveness and performance of the board.
2. Oversee functions of the board and board committees to ensure compliance with the Company's articles of association, governance policies and committee charters.
3. Act as an adviser and confidant to the Chief Executive Officer.
4. Working with management, schedule meetings of the board.
5. Working with management and committee chairmen, set the agendas for board meetings and ensure that board members receive appropriate and timely materials needed to enable the board members to perform their duties.
6. Chair all meetings of the board, create a positive atmosphere where board members are encouraged to review matters requiring board attention in a constructive manner, and ensure that matters required to be considered by the board are considered and resolved in a timely manner.
7. Encourage independent members of the board to meet in separate sessions on a regular basis.
8. Ensure that the different duties and roles of the board and management, and the limitations on each, are understood by both the board members and management.
9. Working with management, schedule meetings of the shareholders and set the agendas for meetings of the shareholders.
10. Chair all meetings of the shareholders.
11. Arrange for management, external advisors and others to attend meetings of the board and meetings of the shareholders and present information as appropriate.
12. Encourage members of the board to participate in continuing director education programs
13. Carry out such other duties as may be requested by the board from time to time.

