

TROILUS MINING CORP.

MANDATE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Board of Directors of Troilus Mining Corp.'s (the "Corporation") primary function is to "manage or supervise the business and affairs of the corporation".

Directors act as "stewards" of the corporation.

- Management presents strategic plans, business plans, budgets and other planning tools to the Board;
- The Board authorizes management to operate the business within these established parameters;
- The Board oversees duties to approve matters applicable to legislation and regulations including those of the Ontario Securities Commission and the Toronto Stock Exchange;
- Management is responsible for the day-to-day management of the business, reporting back to the Board regularly on any material information;
- The Board's role is one of oversight.

II. COMPOSITION AND MEETINGS

The Board shall be comprised of five or more Directors as determined by the Board. The current Board is comprised of seven (7) voting members: with quorum being met when a majority of members (4) are in attendance in person or via conference call. In addition, the Board may invite members of management to attend on an as needed basis by invitation. Management will not have a vote when in attendance at meetings as a guest.

III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Board of Directors will:

1. Ensure accounts are accurate and report to shareholders - Hindsight
2. Provide oversight, set compensation regimes and provide approvals inside established parameters - Present
3. Provide guidance with strategy, risk and succession planning - Foresight

Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Corporation.

*Please reference the Troilus Mining Corp. Board of Directors Charter for a detailed description of duties and responsibilities.