

**CHARTER  
OF  
FINANCE COMMITTEE MANDATE  
OF  
POLARIS MINERALS CORPORATION**

As Approved by the Board of  
Directors on December 20,  
2005

**POLARIS MINERALS CORPORATION**  
**(the “Company”)**

**FINANCE COMMITTEE MANDATE**

The Finance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of the Company.

**Purpose**

The purpose of the Committee shall be to assist the Board in monitoring and reviewing the financial structure and investment and financial risk management programs of the Company generally and making recommendations to the Board as appropriate.

**Authority**

The Committee is authorized, within its scope of duties and responsibilities, to:

- seek information it requires from employees of the Company (which employees are directed to cooperate with any request made by the Committee);
- obtain advice and assistance from outside legal, accounting or other advisors in its sole discretion;
- determine the level of administrative expenses necessary for the Committee to carry out its duties; and
- delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**Composition**

- The Committee shall consist of not less than three members of the Board, and at least two of whom shall be independent.
- Two members of the Committee shall constitute a quorum thereof.
- No business shall be transacted by the Committee except at a meeting of its members at which a quorum is present in person or by telephone or by a resolution in writing signed by all members of the Committee.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee unless otherwise determined by the by-laws of the Company or by resolution of the Board.
- The Committee may invite such Directors, Officers or employees of the Company and the external auditors as it may see fit, to attend its meetings and take part in the discussion and consideration of the affairs of the Committee.

- Meetings shall be held not less than four times per year. Special meetings may be convened as required upon the request of the Committee or the Officers of the Company. The external auditors may convene a meeting if they consider that it is desirable or necessary.
- The proceedings of all meetings will be minuted.
- A forward Agenda will be established with Management.

### **Duties and Responsibilities**

The Committee is authorized to carry out the following duties and responsibilities to the extent that these activities are not carried out by the Board as a whole or the Audit Committee of the Company:

#### *Corporate Information and Internal Control*

- review the policies underlying the financial plan of the Company to ensure its adequacy and soundness in providing for the Company's operational and capital plans;
- review the Company's debt and equity structure;
- review and making recommendations concerning the establishment and maintenance of a dividend policy;
- review proposed major financing activities;
- review the method for financing proposed major acquisitions by the Company;
- unless previously authorized, authorize the prepayment, redemption, acquisition or defeasance of any material issue of debt or equity;
- authorize policies or procedures for entering into investments and reviewing investment strategies for the Company's cash balances; and
- review press releases and other publicly circulated documents.

#### *Risk Managements and Controls*

- generally, review the Company's risk assessment and risk management policies;
- review hedging strategies, policies, objectives and controls;
- review, not less than quarterly, a mark to market assessment of the Company's hedge positions and counter party credit risk and exposure;
- review the Company's risk retention philosophy and resulting exposure to the Company;

- review adequacy of insurance coverage, outstanding or pending claims and premium costs;
- review loss prevention policies and programs in the context of competitive and operational consideration;
- annually review authority limits for capital expenditures sales and purchases; and
- review the Company's procedures for the control, identification and reporting of fraudulent acts.