

**RAGING RIVER EXPLORATION INC.**  
**EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION**

The following sets forth the terms of reference for the Executive Chairman and Chief Executive Officer (the "**Executive Chairman and CEO**") of Raging River Exploration Inc. (the "**Raging River**"):

1. **Introduction:** The Executive Chairman and CEO is appointed by and reports to the Board of Directors of Raging River (the "**Board**"). The Executive Chairman and CEO's primary roles are:
  - (a) managing the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the Mandate of the Board; and
  - (b) to provide leadership for the direction of Raging River in accordance with the objectives and policies established by the Board.

The Executive Chairman and CEO works with the Board to develop current and long range objectives, strategies, and policies for Raging River. The Executive Chairman and CEO maintains on-going communications with the Lead Director, chairs of other committees of the Board, President, Vice-President, Finance and Chief Financial Officer (the "**CFO**"), Vice-President, Production and Chief Operating Officer ("**COO**") and with such other officers and employees of Raging River as the Executive Chairman and CEO determines appropriate.

2. **Specific Duties and Responsibilities:** The Executive Chairman and CEO has the responsibility to:

***Manage the Board:***

- (a) Chair meetings of the Board, other than in camera sessions which are to be chaired by the Lead Director;
- (b) Set meeting schedules, agendas and related events with input from the President, CFO and other directors;
- (c) Communicate with directors between meetings as deemed appropriate;
- (d) Help appoint committees and attend committee meetings where appropriate;
- (e) Determine Board information packages with management and ensure it meets the needs of the Board;
- (f) Assist in determining director compensation;

***Develop and Maintain an Effective Board:***

- (g) Ensure Board member contribution;
- (h) Encourage the "independent" Board members to meet in separate, regularly scheduled, non-management, closed sessions, including, where appropriate, with internal personnel or outside advisors;
- (i) Plan Board composition, succession, and recruitment;
- (j) Engage the Board effectively in the affairs of Raging River;

- (k) Assess the Board effectiveness;
- (l) Assist the Board in understanding its obligations pursuant to law;
- (m) Ensure the responsibilities of the Board, as set out in the Mandate of the Board are well understood by the members of the Board and are discharged as effectively as possible;

***Provide Leadership and Oversee Management:***

- (n) Provide overall vision and leadership for the long term success of Raging River;
- (o) Develop a strong organization, in conjunction with the President, CFO and COO to ensure the proper people are in the appropriate positions;
- (p) Provide leadership to the President and other executive officers with respect to personal ethics, integrity, planning, development, and operational effectiveness;
- (q) Set the long term objectives and business plan strategies of Raging River, which are reviewed and approved by the Board;
- (r) Monitor Raging River's progress towards achieving its long-term objectives and carrying out its business plan, assess the need to revise and/or alter the management of Raging River's operations, and keep the Board informed of Raging River's progress and/or need to alter or revise the operations of Raging River;
- (s) Monitor and communicate overall human resources policies and procedures, including senior management compensation and succession planning, to the Board;
- (t) Assist the President in the development of human resources policies and procedures, including staff succession and development plans;
- (u) Help define and resolve issues as required by the President, CFO, COO or other senior management;
- (v) Provide support with developing and maintaining a strong corporate culture;
- (w) Represent the Board to management and vice versa;
- (x) Communication, in a timely fashion, with the Board on material matters affecting Raging River;
- (y) Approve corporate commitments within the limits of delegated approval authorities;
- (z) Assist the President and CFO in identifying the principal risks of Raging River's business and take all reasonable steps to ensure the implementation of the appropriate systems to manage these risks;
- (aa) Ensure appropriate policies and procedures of Raging River are developed and disclosed;
- (bb) Provide appropriate certifications regarding Raging River and its activities, as may be required from time to time;
- (cc) Institute and monitor processes and systems designed to ensure compliance with applicable laws by Raging River and its officers and employees;

***Manage Stakeholder Relations:***

- (dd) Chair annual and special meetings of the shareholders;
  - (ee) Manage relationships, together with the President, CFO, COO, and other management, as the case may be, with all Raging River external stakeholders;
  - (ff) As requested by the President, or otherwise deemed necessary, meet with major shareholders, potential investors, financial analysts and the media; and
  - (gg) As requested by the President and/or CFO, meet with financial institutions.
3. **Delegation:** Unless otherwise directed or required by the Board or applicable law and regulations, the Executive Chairman and CEO may delegate his duties to and receive reports and recommendations from any officer of the Corporation.