



ATLANTIC GOLD

Atlantic Gold Corporation
(the "Company")

**TERMS OF REFERENCE FOR
CHAIRMAN OF THE BOARD
AND
CHAIRMAN OF BOARD COMMITTEES**

PART I CHAIRMAN OF THE BOARD

1. Appointment

The Chairman of the Board shall be appointed annually by the Board of Directors following the Company's Annual General Meeting. If the Chairman is not an independent director, a lead director shall be appointed, in addition to the Chairman, to act as an independent representative of the Board and to carry out the specific duties noted below.

2. General

The Board Chair shall be a duly elected Director of the Company. The Chair is responsible for ensuring the Board carries out its responsibilities effectively, independently of management and in the long term best interests of the Company. The Chair acts as the liaison between management and the Board and as the primary representative and spokesperson for the Board.

PART II CHAIRMAN OF THE BOARD'S DUTIES

The Chair shall:

1. Lead the Board to ensure it functions independent of senior management
2. Schedule regular meetings of the full Board
3. Schedule regular meetings of the independent directors
4. Ensure that directors understand the specific roles of the Board and management and (for non-executive directors) the importance of respecting boundaries between them
5. Sit on all Board committees as an "ex-officio" member
6. Serve as Chair of all Board meetings

7. In consultation with the CEO, prepare the agenda and direct the preparation and distribution of information packages for Board meetings
8. Serve as Chair of all shareholder meetings and the Annual General Meeting of the Company
9. Communicate regularly with the Directors to ensure that all Directors have direct input outside of regular Board meetings
10. Ensure that all Board committees report regularly to the full Board and that the recommendations of the committees are discussed with the full Board and decisions are taken and implemented
11. Manage the Board in an effective and efficient manner to ensure that the Board can fulfill its obligations and responsibilities
12. Provide regular advice and counsel to the Chief Executive Officer
13. Oversees the performance of the CEO

PART III CHAIRMAN OF BOARD COMMITTEES

The Chairman of each Board committee shall:

1. Be appointed annually by the Board of Directors based upon the recommendation of the Nominating and Corporate Governance Committee
2. Have the full qualifications to serve on the specific committee
3. Chair the Committee meetings in an effective and responsible manner

The Chairman of each Board committee shall ensure the Committee:

1. Fulfills its mandate and terms of reference
2. Meets regularly with and without senior management as required
3. Reports in a timely fashion to the full Board
4. Understands and maintains the separation of duties and responsibilities of the Committee and management