

STAR DIAMOND CORPORATION
CHAIRMAN OF THE BOARD
DUTIES & OBLIGATIONS

1. General Powers of the Chairman of the Board

The Chairman of the Board of Directors has a duty to exemplify the Board of Directors responsibility for the stewardship of the Company. The Chairman is responsible for ensuring that the responsibilities of the Board of Directors are carried out as defined in the “Board of Directors – Duties & Obligations”.

2. Specific Duties & Obligations

When the Chairman of the Board is also the Chief Executive Officer, the Chairman is to ensure that the board understands the boundaries between board and management responsibilities.

The Chairman is to liaise with management for the purpose of setting meetings of the Board and committees of the Board, and is to lead the meetings of the Board.

The Chairman is to ensure that the Board works as a cohesive team and is to provide the leadership to achieve this.

The Chairman is to encourage the active participation of all Board members.

The Chairman is to ensure that the resources available to the Board are adequate to support its work and that the Board is given every opportunity to fulfill its mandate and duty to the Company.

The Chairman, through the Corporate Governance Committee, is to ensure that a process is in place by which the effectiveness of the Board is assessed on an annual basis.

The Chairman is to ensure procedures are adopted to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling and management of meetings.

The Chairman is to ensure that, where functions are delegated to committees, the functions of the respective committees are carried out and results are reported to the Board.

The Chairman is to act as liaison between the Board and management of the Company and ensure that relationships are conducted in a professional and constructive manner. This includes ensuring that Board meetings provide adequate time for serious discussion of relevant issues and approaches to building a healthy governance culture.