

**CISCOM CORP.  
(THE “COMPANY”)  
BOARD MANDATE**

**Overview:**

The board of directors of the Company (the “Board”) is responsible for the stewardship of the Company. The role of the Board is to represent the Company’s shareholders, conduct the business and affairs of the Company ethically, to act honestly and in good faith and in the best interests of the Company for the shareholders and other stakeholders.

To discharge this obligation, the Board will perform the following:

***Financial Reporting and Corporate Disclosure:***

- Monitor and review corporate disclosure and communication.
- Review and approve regulatory filings relating to financial reporting, including the annual audited financial statements, interim financial statements, the notes and management discussion and analysis accompanying such financial statements, quarterly and annual reports, management proxy circulars, annual information forms, prospectuses, and all capital investments, equity financings, debt financings, borrowings, and all annual operating plans and budgets.
- Oversee the Company’s internal control and management information systems.
- Develop the Company’s approach to corporate governance including corporate governance principles specifically applicable to the Company.

***Strategic Planning Process, Monitoring and Risk Assessment:***

- Provide input to management on emerging trends and issues.
- Review and approve management’s goals and strategic plans.
- Review and approve the Company’s financial objectives, plans and actions, including significant capital allocations and expenditures.
- Monitor the Company’s performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
- Identify the principal risks of the Company’s businesses and ensure that appropriate systems are in place to effectively monitor, manage and mitigate these risks.

***Senior Level Staffing:***

- Select, monitor and evaluate the Chairman, Chief Executive Officer (“CEO”), President, the Chief Financial Officer (“CFO”) and other senior executives, and ensure management succession.
- Approve position descriptions and compensation for the Chairman, CEO, President and CFO including limits to management’s responsibilities and corporate objectives, which the Chairman, CEO, President and CFO each are responsible for meeting.

***Integrity:***

- Ensure the integrity of the Company’s internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Company’s own governing documents.

- Satisfy itself as to the integrity of the Chairman, CEO, President, CFO and other executive officers and that the Chairman, CEO, President, CFO and other executive officers create a culture of integrity throughout the organization.
- Monitor compliance with the Code of Conduct and Business Ethics.

***General Matters:***

- Review and approve material transactions not in the ordinary course of business.
- Assess its own effectiveness in fulfilling the above and Directors' responsibilities, including monitoring the effectiveness of individual Directors.
- Attend meetings of the Board. Directors are expected to have reviewed meeting materials in advance of meetings.
- Perform such other functions as prescribed by law.