

TERMS OF REFERENCE OF THE LEAD DIRECTOR

Purpose

The purpose of the lead director (the "Lead Director") of the Board of Directors (the "Board") of Ember Resources Inc. (the "Corporation") is to assist the Board in effectively discharging its duties, responsibilities and obligations to the Corporation and to be satisfied that the Board functions independently of management.

Mandate

Responsibilities

A Lead Director shall be chosen from amongst and by the Board. The Lead Director shall:

1. Be satisfied that the Board is alert to its obligations to the Corporation and to its shareholders;
2. Assist the Chairman in establishing the frequency of Board meetings and reviewing such frequency from time to time, as considered appropriate or as requested by the Board;
3. Assist the Chairman in setting agendas for Board meetings;
4. Maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
5. Be satisfied that the Board receives adequate and regular updates from the Chairman on all issues important to the welfare and future of the Corporation;
6. In collaboration with the Chairman, be satisfied that information requested by members of the Board or committees of the Board is provided and meets their needs;
7. Review conflict of interest issues with respect to members of the Board as they arise; and
8. Chair *in camera* meetings of the Board, without management present, at every Board meeting.

Appointment and Role of the Lead Director

The Lead Director shall:

1. Satisfy the independence requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules;
2. Work closely with and in an advisory capacity to the Chairman;

3. Manage the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively and operates independently of management; and
4. Satisfy himself or herself that the responsibilities of the Board are well understood and respected by both the Board and management.

Procedures

Term of the Lead Director

The Lead Director shall be appointed from time to time by, and shall hold office at the pleasure of, the Board.

Vacancies

Where a vacancy occurs at any time in the office of Lead Director, it may be filled by the Board.

Absence of Lead Director

If the Lead Director is not present at any meeting of the Board, one of the other independent members of the Board who is present at the meeting shall be chosen by the Board to act as Lead Director for the purpose and duration of such meeting.

Review of Terms of Reference

The Board shall review the adequacy of these Terms of Reference annually or otherwise as it deems appropriate (so long as such review is conducted at least on an annual basis). Such review shall include the evaluation of the performance of the Lead Director in light of these Terms of Reference.