

FOREST GATE RESOURCES INC.

ROLE AND RESPONSIBILITIES -

CHAIRMAN OF THE BOARD

DUTIES AND RESPONSIBILITIES

1. To lead Forest Gate Resources Inc.'s Board to ensure that it assumes its responsibility for the stewardship of the Company, including but not limited to:
 - (a) Adoption of a strategic planning process;
 - (b) Review and monitor the Company's principal business risks, as identified by management, and the system to manage such risks;
 - (c) Senior management succession planning, including the appointment, training and monitoring thereof;
 - (d) The communications policy for the Company;
 - (e) The integrity of the Company's internal control and management information systems.
2. To ensure the development, on an annual basis, of the corporate objectives, which the CEO is responsible for meeting, for review and approval of the Board.
3. To review and approve the agenda for meetings of the Board as developed and proposed by the CEO, and ensure the proper and timely flow of information to the Board.
4. To chair the meetings of the Board and the shareholders.
5. To act as a liaison between the Company's management and the Board where and if required.
6. To consider any other appropriate structures and procedures to ensure that the board can function independently of management.
7. To represent the Company before its stakeholders, including clients, employees and shareholders, when requested to do so by the President and CEO of the Company.
8. To undertake the lead on any other corporate governance matters that the Board may request from time to time.

FOREST GATE RESOURCES INC.

ROLE AND RESPONSIBILITIES -

PRESIDENT AND CEO

GENERAL

The President and Chief Executive Officer is the senior officer of Forest Gate Resources Inc. and in that capacity, and subject to the express directions and decision of the Board and to the by-laws, may act for, on behalf of and in the name of the Company.

The President is responsible to the Board of Directors of the Company.

DUTIES AND RESPONSIBILITIES

1. To direct and control the management of the Company and its subsidiaries.
2. To make recommendations to the Board regarding policies, organizational structure and general supervision of the Company and its subsidiaries.
3. To establish overall strategic objectives and business operating plans for Board approval and take all steps to ensure the implementation of such overall objectives and plans.
4. To establish corporate priorities and allocate corporate resources accordingly after consultation with the Board.
5. To be responsible for corporate communications and act as the chief spokesperson for the Company.
6. To ensure that programs are in place for management and employee development.
7. To specify the powers and duties of all officers and employees of the Company.
8. To consult with the officers and employees of the Company and review their performance on a periodic basis.
9. To advise the Board of the business and affairs of the Company.
10. To recommend to the Board, the appointment of officers.

To ensure that all matters requiring Board consideration or approval are provided to the Board in a timely fashion and in accordance with good business practices.