

PanTerra Gold Limited

Policy on Risk Management, Internal Compliance and Control

1. Introduction

1.1 Objective

The primary objective of risk management is to ensure that the risks facing the business are appropriately managed.

1.2 Commitment

The Board and the senior management are committed to managing the Company's risks in order to both minimise uncertainty and to maximise its business opportunities. Pursuant to this commitment the Board has approved and adopted this document.

1.3 Risk Definition

The definition that is applied across the Company of what constitutes "risk" is:

"an event or activity which may have an impact on the achievement of the Company's objectives, strategies and key business tasks."

2. Risk Management and Internal Compliance and Control

Management determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. The Company's process of risk management and internal compliance and control includes:

- (a) establishing the Company's goals and objectives, and implementing and monitoring strategies and policies to achieve these goals and objectives;
- (b) continuously identifying and reacting to risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (c) formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls; and
- (d) monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and controls, including an ongoing assessment of the effectiveness of risk management and internal compliance and control.

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Within the identified risk profile of the Company, comprehensive practices are in place that are directed towards achieving the following objectives:

- i) effectiveness and efficiency in the use of the Company's resources;
- ii) compliance with applicable laws and regulations; and
- iii) preparation of reliable published financial information.

The Board oversees an ongoing assessment of the effectiveness of risk management and internal compliance and control.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management, inter alia, by benchmarking the Company's performance against industry standards.

The risk profile of the Company contains both financial and non-financial factors including material risks arising from pricing, competitive position, currency movements, operational efficiency, ore reserve replacement, fuel prices, ground water flows, product quality, investments in new projects.

To mitigate these risks, the company has in place an experienced board, regular board meetings, six monthly financial and internal audits, rigorous appraisal of new investments, and advisers familiar with the company.

Management is responsible for the ongoing management of risk with standing instructions to appraise the Board of changing circumstances within the Company and within the international business environment.

This policy is reviewed every two years.