



UNIGOLD INC.

MANDATE OF THE SPECIAL COMMITTEE

This mandate was approved by the Board of Directors of Unigold Inc. on August 22, 2012 and replaces all previous charters, mandates terms of reference or other similar documents prescribing the procedures, powers and duties of the Special Committee.

1. PURPOSE AND OBJECTIVES

- a) Review and consider any proposal received by the Board relating to a proposed transaction including but not limited to a merger, acquisition, joint venture, spin-off or financing;
- b) To determine who will act as financial and/or legal advisors to the special committee; and
- c) To report its findings in respect of any proposed transaction to the Board and make such recommendations as the special committee considers appropriate.

2. AUTHORITY

In connection with its mandate the special committee may:

- a) Retain independent legal advisors and independent advisors;
- b) Establish such rules and procedures as it may deem appropriate to the conduct of the meetings of the special committee and to do all such acts and things, execute such documents and instruments as may be necessary to carry out its mandate; and
- c) Take all such other actions as the special committee shall consider necessary or appropriate to carry out its mandate.

3. MEMBERSHIP AND ORGANIZATION

- a) The Committee shall be comprised of no fewer than three directors ("Members", and each a "Member") as appointed by the Board, upon recommendation of the Corporate Governance and Nominating Committee.
- b) A majority of the Members shall satisfy the independence requirements for directors under applicable securities laws, rules, regulations and stock exchange requirements.
- c) The Committee shall appoint its own chair (the "Chair"). In the event of an equality of votes, the Chair shall not have a second casting vote.
- d) Each Member shall be a member of the Board.
- e) Each Member shall serve at the pleasure of the Board for such term as the Board may decide or until such Member is no longer a director of the Corporation. The Chair may be removed by the Committee at any time. The Board may fill vacancies on the Committee. If and whenever a vacancy shall exist on the Committee, the remaining Members may exercise all of the powers of the Committee, so long as a quorum remains.