



POSITION DESCRIPTIONS

1. Chairman of the Board
2. Chief Executive Officer
3. Chairman of the Audit Committee
4. Chairman of the Compensation Committee
5. Chairman of the Governance and Nominating Committee

Adopted by the Board
May 29, 2008

TERMS OF REFERENCE FOR THE CHAIR

OF THE BOARD OF DIRECTORS

OF

INTER-CITIC MINERALS INC.

TERMS OF REFERENCE FOR THE CHAIR OF THE BOARD OF DIRECTORS

1. INTRODUCTION

1.1 The board of directors (the “**Board**”) of Inter-Citic Minerals Inc. (the “**Company**”) will appoint its chair (the “**Chair**”) from among its members.

1.2 In the event that the Chair is not an independent director, the Board will also elect a “lead director” from among the independent directors to chair the Board at all meetings where management members are absent.

2. BOARD CHAIR DUTIES AND RESPONSIBILITIES

The Chair will:

Functioning of the Board

- (a) preside over Board meetings;
- (b) set the Board agenda, in consultation with the CEO, and ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the Secretary;
- (c) establish the frequency and schedule of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) ensure the Board is organized properly, functions effectively and meets its obligations and responsibilities;
- (e) in collaboration with management, ensure data requested by directors or Board committees is provided and meets their needs;
- (f) review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant committees of the Board;
- (g) maintain on-going communications with the Secretary;

Relationships with shareholders, industry and the public

- (h) preside over shareholder meetings;
- (i) in conjunction with management, ensure the Company’s management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups;
- (j) ensure effective relations among Board members, shareholders, other stakeholders and the public.

- (k) assist in representing the Company in a general industry and community context;
- (l) undertake public service activities in connection with the Company’s charitable, educational and cultural activities and objectives.
- (m) ensure management is aware of concerns of the Board, shareholders, other stakeholders and the public;

Working with Management

- (n) lead the Board in ensuring implementation of the management succession and development plans;
- (o) provide assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives, and also assist in representing the Company at senior levels of industry or government to promote specific corporate objectives;
- (p) ensure the Board is alert to its obligations to the Company, shareholders, management, other stakeholders and pursuant to law;

Communication with Board Committees and Management

- (q) ensure the Board receives adequate and regular updates from management on all issues important to the welfare and future of the Company; and
- (r) maintain a liaison and communication with all directors and Committee Chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees.

TERMS OF REFERENCE FOR
THE CHIEF EXECUTIVE OFFICER
OF
INTER-CITIC MINERALS INC.

TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER

1. INTRODUCTION

1.1 The fundamental responsibility of the Chief Executive Officer (the “**CEO**”) is the general direction and management of the business and affairs of Inter-Citic Minerals Inc. (the “**Company**”) in accordance with the corporate strategy and objectives presented to and approved by the board of directors (the “**Board**”). The CEO undertakes many of his responsibilities by delegating to, and working in consultation and in partnership with, the Chief Financial Officer (the “**CFO**”).

2. CHIEF EXECUTIVE OFFICER DUTIES AND RESPONSIBILITIES

2.1 The CEO will:

Developing and Implementing the Strategic Plan

- (a) develop and recommend strategic plans, including measurable goals and objectives, to the Board that are designed to ensure the Company’s profitable growth and overall success;
- (b) review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiate courses of action for improvement;
- (c) develop annual operating forecasts of revenue, expenditures, operational results, and financial performance;
- (d) provide overall leadership and vision in developing the tactics and business plans necessary to realize corporate objectives;

Managing the Business

- (e) manage the overall business to ensure strategic and business plans are effectively implemented, the results are monitored and reported to the Board, and financial and operational objectives are attained;
- (f) lead and manage the Company within parameters established by the Board and its committees;
- (g) foster a high performance corporate culture that promotes ethical practices, encourages individual integrity/accountability and social responsibility;
- (h) authorize commitment of corporate resources including entering into agreements, contracts, leases, etc. in the ordinary course of business, in order to pursue the approved strategies, business plans, and objectives of the Company;
- (i) authorize the commitment of funds to capital projects included in budgets approved by the Board.

- (j) ensure the Company's assets are adequately safeguarded and optimized in the best interests of the shareholders.
- (k) identify the principal risks of the Company's business, review these risks with the Board regularly and implement appropriate systems to manage these risks;
- (l) establish effective control and co-ordination mechanisms for all operations and activities;
- (m) ensure the integrity of the internal control and management systems;
- (n) ensure that all members of the organization have their responsibilities and authorities clearly established;
- (o) establish and maintain a plan for senior management development and succession;
- (p) develop and maintain a sound, effective organization structure, and ensure capable management succession, progressive employee training and development programs;
- (q) maintain or cause to be maintained such industry, governmental, public or other external relationships as are deemed advisable and in the interests of the Company;
- (r) ensure all operations and activities of the Company are conducted in accordance with laws, regulations, the Company's Code of Conduct, sound business practice and in accordance with the policies and practices approved by the Board;

Relationship with the Board

- (s) keep the Board fully informed of all significant operational, financial and other matters relevant to the Company, including external items emanating from governments and regulators;
- (t) make the Company's senior management personnel available to the Board at Board and committee meetings;

Communications with shareholders and the public

- (u) ensure effective communications and appropriate relationships are maintained with the shareholders of the Company and other stakeholders;
- (v) review and certify, in accordance with securities regulations, the financial statements of the Company;
- (w) manage and oversee the required interfaces between the Company and the public and act as the principal spokesperson for the Company; and
- (x) approve significant public service commitments and/or acceptance of outside board appointments by senior management personnel.

POSITION DESCRIPTION
FOR THE CHAIRMAN OF THE AUDIT
COMMITTEE
OF
INTER-CITIC MINERALS INC.

Adopted – May 29, 2008

INTER-CITIC MINERALS INC.
(the “Corporation”)

POSITION DESCRIPTION FOR THE CHAIRMAN OF THE AUDIT COMMITTEE

- Title:** Chairman (the “Chair”) of the Audit Committee (the “Committee”)
- Appointment:** The Chair is a financially literate Director of the Corporation who is elected as a Director by the Corporation’s shareholders and is appointed by the other directors annually as a member of the Committee. The Chair is an independent Director in accordance with applicable regulatory and stock exchange requirements. The Chair is appointed by the members of the Board of Directors (the “Board”) and serves in this role at the pleasure of the Board.
- Reports:** The Chair maintains open communication with the Chairman of the Board. The Chair has unfettered two-way communication with all senior officers and the Corporation’s auditor.
- Function:** The Chair’s primary role includes ensuring that the Committee functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. Provides leadership to the Committee with respect to its functions as described in the Committee’s written charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee.
2. Calls and chairs meetings of the Committee. Meetings of the Committee may also be called by the Chairman of the Board.
3. Ensures that the Committee meets on a regular basis and at least quarterly.
4. In consultation with the Chairman of the Board, the Chief Financial Officer and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee.
5. In collaboration with the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer and the Secretary ensures that agenda items for all Committee meetings are ready for presentations and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
6. Assigns work to Committee members.
7. Acts as liaison and maintains communication with the Chairman of the Board and the Board to optimize and co-ordinate input from Directors, and to optimize effectiveness of

the Committee. This includes reporting regularly to the full Board on all proceedings and deliberations of the Committee. Such reports shall be made not less frequently than quarterly.

8. Ensures that the Committee receives adequate and regular updates from the management on all issues relating to audits, financial statements, MD&A, annual and interim earnings, press releases, procedures for disclosure of financial information and disclosure controls.
9. Meets separately as required with management to optimize his liaison function and to ensure efficient communication between management and the Committee.
10. Meets separately as required with the Corporation's auditor to ensure that the Committee has the information required to perform its role of oversight in line with its charter.
11. Pre-approves audit services not prohibited by law to be performed by the Corporation's auditor in conformity with the terms of any authorization delegated to him by the Committee.
12. Reports annually to the Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole.
13. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole.

POSITION DESCRIPTION
FOR THE CHAIRMAN OF THE
COMPENSATION COMMITTEE OF
INTER-CITIC MINERALS INC.

Adopted – May 29, 2008

INTER-CITIC MINERALS INC.
(the “Corporation”)

**POSITION DESCRIPTION FOR THE CHAIRMAN OF
THE COMPENSATION COMMITTEE**

Title: Chairman (the “Chair”) of the Compensation Committee (the “Committee”)

Appointment: The Chair is a Director of the Corporation who is elected as a Director by the Corporation’s shareholders and is appointed by the other directors annually as a member of the Committee. The Chair is an independent Director in accordance with applicable regulatory and stock exchange requirements. The Chair is appointed by the members of the Board of Directors (the “Board”) and serves in this role at the pleasure of the Board.

Reports: The Chair maintains open communication with the Chairman of the Board. The Chair has unfettered two-way communication with all senior officers.

Function: The Chair’s primary role includes ensuring that the Committee functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. Provides leadership to the Committee with respect to its functions as described in the Committee’s written mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee.
2. Calls and chairs meetings of the Committee. Meetings of the Committee may also be called by the Chairman of the Board.
3. Ensures that the Committee meets on a regular basis and at least semi-annually.
4. In consultation with the Chairman of the Board and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee.
5. In collaboration with the Chairman of the Board, the Chief Financial Officer and the Secretary ensures that agenda items for all Committee meetings are ready for presentations and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
6. Assigns work to Committee members.

7. Ensures that the Committee fulfills its duties.
8. Meets separately as required with management to optimize his liaison function and to ensure efficient communication between management and the Committee.
9. Reports annually to the Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole.
10. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole.

POSITION DESCRIPTION
FOR THE CHAIRMAN OF THE GOVERNANCE
AND NOMINATING COMMITTEE
OF
INTER-CITIC MINERALS INC.

Adopted – May 29, 2008

INTER-CITIC MINERALS INC.
(the “**Corporation**”)

**POSITION DESCRIPTION FOR THE CHAIRMAN OF
THE GOVERNANCE AND NOMINATING COMMITTEE**

Title: Chairman (the “**Chair**”) of the Governance and Nominating Committee (the “**Committee**”)

Appointment: The Chair is a Director of the Corporation who is elected as a Director by the Corporation’s shareholders and is appointed by the other directors annually as a member of the Committee. The Chair is an independent Director in accordance with applicable regulatory and stock exchange requirements. The Chair is appointed by the members of the Board of Directors (the “**Board**”) and serves in this role at the pleasure of the Board.

Reports: The Chair maintains open communication with the Chairman of the Board. The Chair has unfettered two-way communication with all senior officers.

Function: The Chair’s primary role includes ensuring that the Committee functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. Provides leadership to the Committee with respect to its functions as described in the Committee’s written mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee.
2. Calls and chairs meetings of the Committee. Meetings of the Committee may also be called by the Chairman of the Board.
3. Ensures that the Committee meets on a regular basis and at least semi-annually.
4. In consultation with the Chairman of the Board and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee.
5. In collaboration with the Chairman of the Board, the Chief Financial Officer and the Secretary ensures that agenda items for all Committee meetings are ready for presentations and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
6. Assigns work to Committee members.

7. Ensures that the Committee fulfills its duties.
8. Monitors the orientation and continuing education programs for directors and seeks the Board's involvement.
9. Meets separately as required with management to optimize his liaison function and to ensure efficient communication between management and the Committee.
10. Reports annually to the Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole.
11. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole.