

HATHOR EXPLORATION LIMITED

STATEMENT OF CORPORATE GOVERNANCE PRINCIPLES

Ethics, integrity, honesty and respect: these are the values that anchor the corporate governance practices at Hathor. Corporate governance refers to the policies and structure of the board of directors of Hathor (the "Board"), whose members are elected by and are accountable to the shareholders of Hathor. Good corporate governance requires establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management and values of Hathor. Our Board and management are committed to corporate governance practices of the highest standards and integrity and will continue to develop our corporate governance practices to ensure that they promote the interests of shareholders and help to contribute effective and efficient decision-making.

COMPOSITION OF THE BOARD OF DIRECTORS

The Company's Board of Directors is comprised of directors elected annually by shareholders. The size and composition of the Board reflects a breadth of backgrounds and experience that is important for effective governance of a corporation in the mineral exploration industry.

The Board is not constrained in its access to information, in its deliberations or in its ability to satisfy the mandate established by law to supervise the business and affairs of Hathor and believes that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management. There are two Board committees, the Audit Committee and the Compensation Committee. Each committee is comprised of 3 directors with at least two members of each committee being independent directors. The Board is satisfied that as a whole it is able to exercise independent supervision over management.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

The Board of Directors has the responsibility for the stewardship of Hathor and to oversee the conduct of Hathor's business. The Board's fundamental objectives are to enhance and preserve long-term shareholder value, to ensure Hathor meets its obligations on an ongoing basis and that Hathor operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests its other stakeholders may have. In overseeing the conduct of the business, the Board, through the Chief Executive Officer, sets the standards of conduct for Hathor.

Audit Committee

The overall purpose of the Audit Committee is to ensure that: (i) the Company's management has designed and implemented an effective system of internal financial controls, (ii) to review and report on the integrity of the consolidated financial statements of the Company, (iii) to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts, and (iv) to monitor and oversee the independent auditors' qualifications, independence and activities.

Compensation Committee

The overall purpose of the Compensation Committee is to advise and make recommendations to the Board of Directors of the Company on the Company's strategy, policies and programs relating to the compensation and development of senior management and directors with a view to recruiting and retaining individuals of the highest calibre.