



CORPORATE GOVERNANCE GUIDELINES

A. INTRODUCTION

The board of directors (the “**Board**”) of Iberian Minerals Corp.(the “**Corporation**”) has established the Corporate Governance Committee (the “**Committee**”) to assist the Board in fulfilling its corporate governance and oversight responsibilities. These Corporate Governance Guidelines have been adopted by the Board to facilitate the effective functioning of the Board and its committees in the interests of the Corporation and its shareholders

Other than a fee for being on the Committee and the flat annual fee associated with directorship, no member will receive any compensation from the Corporation. In addition to the foregoing, the Committee will perform such other duties as may be required by any applicable stock exchanges, regulatory authorities or legislation.

B. BOARD OF DIRECTORS

1. **Responsibilities.** The Board is responsible for the stewardship of the business and affairs of the Corporation and seeks to discharge such responsibility by reviewing, discussing and approving the Corporation’s strategic planning and organization structure and supervising management to ensure that the foregoing enhance and preserve the underlying value of the Corporation. directors must exercise their business judgment and discharge their duties in the best interests of the Corporation.
2. **Composition and Independence.** The Board must have a minimum of one member and a maximum of ten members in accordance with the Articles of the Corporation. On at least an annual basis, the Compensation and Nominating Committee (the “**CN Committee**”) should review the size and composition of the Board and make recommendations to the Board. The majority of the Board must be independent for the purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Board will regularly review, at least annually, the independence qualification of each director. Each director must advise the General Counsel of the Corporation forthwith of any new board appointments or changes in principal occupation to enable the Board to evaluate the independence of each director.
3. **Chairman.** The Chairman of the Board (the “**Chairman**”) must not be the Chief Executive Officer and must be independent of management, except under extraordinary circumstances. The Chairman is appointed by the Board on the recommendation of the CN Committee which is comprised of independent directors.

If the Chairman is not independent, a lead director should be appointed by the CN Committee until such time that a new Chairman is found.

4. **New Directors.** The Board will nominate new directors on the advice of the CN Committee based on criteria approved by the Board, including the nominees' integrity, ethical standards, career experience and expertise, availability of time, especially in light of the nominees' principal occupation and service on other boards of directors and financial literacy especially, in the case of Audit Committee nominees. The Board will determine if a nominee is independent using the CN Committee's assessment thereof. The CN Committee may retain an external executive search firm to assist in finding proposed nominees.
5. **Term of Service.** Each director will stand for election every year. There are currently no term limits.

The CN Committee will review each director's continuation on the Board every year to enable the director to confirm continuation as a member of the Board.

Directors who are members of management shall offer to resign when they retire as employees. Their continuance as directors will be determined by the Board on a case-by-case basis, but such directors shall continue to serve until the next annual meeting of shareholders if so requested by the Board.

When (i) a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the director serves) and/or (ii) a director contemplates accepting an invitation to serve on the board of another public company that may potentially be in competition with the Corporation, or cause the director to be in a conflict of interest with the Corporation, that director should advise the Chairman, General Counsel and chair of the CN Committee of such change or board service. The CN Committee will review that director's continuation on the Board and recommend to the Board whether, in light of all the circumstances, including the impact of such changes on the functioning of the Board and on the Corporation, the Board should request that the director resign. If so requested, the director should tender his or her resignation forthwith or such later time as may be designated by the Board to facilitate the transition of the new director.

6. **Retirement.** There is currently no set retirement age for directors. Directors are selected for re-election to the Board on the recommendation of the CN Committee.
7. **Orientation, Continuing Education and Evaluation.** The Committee will oversee the development by management of an orientation and education program for new directors to assist them in understanding the Corporation, its subsidiaries and businesses and the industry as a whole.

Management will also schedule periodic presentations by the Corporation's senior management and other professionals as part of the continuing education program for directors to update them on developing industry and business trends. Directors are also expected to conduct their own inquiries and research to update their skills and to

be sufficiently knowledgeable about the Corporation, its businesses, key executives and the industry.

The CN Committee will review with each director on at least an annual basis the role, responsibilities and performance of the director's duties. The CN Committee will annually conduct an evaluation to determine whether the Board as a whole and its individual members, including the Chairman are performing effectively. The CN Committee may retain an independent consulting firm to assist in this matter.

8. **Director Compensation.** The CN Committee will at least annually review and recommend to the Board, remuneration for directors' services. Such remuneration will include an annual compensation fee and fees for each attended meeting of the Board or committee(s), as applicable, and may include stock option grants for all non-employee directors and deferred share unit grants. The Corporation will also reimburse all directors for out-of-pocket expenses for attending such meetings. The Corporation will also purchase and maintain liability insurance for directors and indemnify directors in accordance with applicable law. The CN Committee will regularly evaluate current trends and surveys in the financial services industry.
9. **Committees.** The Board may delegate certain responsibilities to a committee of directors, but will retain its oversight function and ultimate responsibility therefor. The Board currently has four committees: the CN Committee, the Audit Committee, the Corporate Governance Committee and the Health and Safety Committee.

The Board may also establish *ad hoc* committees to address certain issues of a more short-term nature.

10. **Mandates.** The Board and each committee operates under a written mandate which sets out their purpose, responsibilities, duties and membership qualifications. The Board reviews its mandate at least annually and makes any necessary changes. The committees review their mandates at least annually and recommend changes to the CN Committee and the CN Committee in turn recommends changes to the Board for approval.
11. **Meetings.** The Board should meet at least four times each year and more often as circumstances require. The Audit Committee should meet at least four times each year and the other committees should meet at least annually, and in all cases, more often as circumstances require. The directors must be committed to diligent attendance at, preparation for and participation in Board and committee meetings.

The agenda for each meeting of the Board will be established by the Chairman in consultation with the Chief Executive Officer and General Counsel. The agenda for each meeting of the committees will be established by the chair thereof in consultation with the Chairman and executive officers of the Corporation, as necessary. The agenda and all materials for each committee meeting will be available to all directors, except where the Chairman in consultation with the chair of the committee determines that it is not appropriate to do so. The materials for each Board and committee meeting will be provided to the appropriate directors sufficiently in advance of meetings to allow directors to be prepared to discuss and decide matters to be considered at each meeting.

At each regularly scheduled meeting, the Board and each committee should hold in camera sessions without management and non-independent directors. Any director may request the Chairman to call a meeting of the Board. Any director may request the chair of the committee to call a meeting and may attend such meeting and participate as permitted by the chair of the committee or may inform the committee of the specific matter to be discussed.

C. OTHER MATTERS

Ethical Business Conduct

1. ***Ethical Business Conduct.*** The Board will approve policies (including insider trading and whistleblowing policies) and procedures designed to ensure that the Corporation operates to the highest ethical and moral standards within applicable laws and regulations. The Corporation has a Code of Conduct which establishes strict rules for professional conduct and management conflicts of interest. The directors must disclose all conflicts of interest to the Board.
2. ***Communication with Management.*** The directors will have access to senior members of management to maintain their knowledge about the Corporation's business and to be fully informed regarding issues presented at Board or committee meetings. Likewise, directors will be available to senior management, the Chairman and Chief Executive Officer between Board meetings.
3. ***Interaction with Shareholders, Analysts, Media and other Members of the Public.*** Only designated representatives, as determined by the Chairman or Chief Executive Officer, will communicate with shareholders, analysts, media, the financial community and other members of the public on behalf of the Corporation. If a director receives an inquiry from any of such people, including social acquaintances, the director must not comment and refer them to the Chairman or Chief Executive Officer.

Review of and Amendments to Corporate Governance Guidelines

4. ***Review of and Amendments to Corporate Governance Guidelines.*** The Committee will at least annually reassess these guidelines and recommend any necessary revisions to the Board. These guidelines may be amended, modified or waived by the Board. Waivers of these guidelines may also be granted by the Committee.