

**PHOENIX COAL INC.**  
**(the “Company”)**

**ROLE STATEMENT OF THE CEO**

The Chief Executive Officer’s primary role is to take overall supervisory and managerial responsibility for the day to day operations of the Company’s business and to manage the Company in an effective, efficient and forward-looking way and to fulfil the priorities, goals and objectives determined by the Board of Directors in the context of the Company’s strategic plans, budgets and responsibilities set out below, with a view to increasing shareholder value. The Chief Executive Officer is responsible to the Board.

Without limitation to the foregoing, the Chief Executive Officer is responsible for the following:

1. Maintain and develop the Company’s role as a leading mineral resource company.
2. Maintain and develop with the Board strategic plans for the Company and successfully implement such plans.
3. Provide quality leadership to the Company’s staff and ensure that the Company’s human resources are managed properly.
4. Provide high-level policy options, orientations and discussions for consideration by the Board.
5. Together with any special committee appointed for such purpose, maintain existing and develop new strategic alliances and consider possible merger or acquisition transactions with other mining companies which will be constructive for the Company’s business and will help enhance shareholder value.
6. Provide support, co-ordination and guidance to various responsible officers and managers of the Company.
7. Ensure communications between the Company and major stakeholders, including and most importantly the Company’s shareholders, are managed in an optimum way and are done in accordance with applicable securities laws.
8. Provide timely strategic, operational and reporting information to the Board and implement its decisions in accordance with good governance, with the Company’s policies and procedures, and within budget.
9. Act as an entrepreneur and innovator within the strategic goals of the Company.

10. Co-ordinate the preparation of an annual business plan.
11. Ensure appropriate governance skills development and resources are made available to the Board.
12. Provide a culture of high ethics throughout the organization.
13. Take primary responsibility for the administration of all of the Company's sub areas and administrative practices.