



GABRIEL RESOURCES LTD.

Position Description for Chief Executive Officer

1 INTRODUCTION

- 1.1 The Board of Directors (“**Board**”) of Gabriel Resources Ltd.¹ (“**Gabriel**”) has determined that, on the recommendation of the Corporate Governance & Compensation Committee, Gabriel should adopt a formal position description for the Chief Executive Officer of Gabriel (“**CEO**”) in accordance with the provisions of National Policy 58-201 – Corporate Governance Guidelines.

2 APPOINTMENT

- 2.1 The Board will appoint the CEO of Gabriel on such terms and conditions as the Board deems advisable. The appointment of the CEO will be evidenced by an employment agreement to be entered into between Gabriel, or an affiliate, and the CEO and approved by the Board.

3 DUTIES AND RESPONSIBILITIES

- 3.1 The CEO will be responsible for the day-to-day management of the business and affairs of Gabriel, as well as for all of its material projects and operating subsidiaries, The CEO will sit on the Board as a non-independent member. The CEO will also act as the Chairman of the Board of Rosia Montana Gold Corporation unless decided otherwise by the Board.
- 3.2 It is expected that the CEO will devote substantially all of his working time to the business affairs of Gabriel. It is recognized that during any construction or operating phase of the Rosia Montana project, the CEO will need to spend a considerable amount of his time in Romania. In the circumstances where international arbitration against Romania is ongoing with Gabriel as claimant the Board recognizes that the CEO should only travel to Romania in exceptional circumstances due to the risks and uncertainties that such action against Romania places on the business as a whole.

Specific duties and responsibilities

- 3.3 Hire, develop and supervise Gabriel's senior management team, including delegation of authority, while holding individual managers accountable for their performance.

¹ This document will refer to “Gabriel” including where the context requires or terms could apply to Gabriel Resources Ltd. and all of its subsidiaries.

- 3.4 Set the ethical tone for management, create a culture of integrity within Gabriel, and foster ethical and responsible decision making by management and staff throughout the organization.
- 3.5 Provide leadership, in conjunction with the Board, in establishing Gabriel's strategic direction, business plans and budgets in a manner that reflects the best interests of shareholders as a whole.
- 3.6 Identify, develop and maintain all shareholder, business, political and stakeholder contacts and relationships necessary to facilitate the implementation of the strategic plan whether it be development of a project in Romania or the pursuit of international arbitration against Romania.
- 3.7 Develop, implement and be responsible for a program of effective corporate and investor communications.
- 3.8 Develop and implement an effective communications policy and program designed to facilitate the implementation of Gabriel's strategic plan whether it be development of a project in Romania or the pursuit of international arbitration against Romania.
- 3.9 Communicate regularly with the Chairman of the Board and the other directors to ensure that the directors are being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities.
- 3.10 On a periodic basis, or as required, identify, and review with the Board, the principal business risks associated with Gabriel's business and design and implement appropriate systems and procedures to effectively monitor, manage and mitigate such risks.
- 3.11 Ensure that Gabriel complies with all regulatory requirements for financial information, reporting, disclosure requirements and internal controls over financial reporting.
- 3.12 Provide required regulatory certifications regarding the business and affairs of Gabriel.
- 3.13 Approve all commitments within the limits of delegated general authority guidelines.
- 3.14 Ensure the efficient acquisition and allocation of the financial, human and other resources required by Gabriel to implement and achieve its strategic plan, whether it be development of a project in Romania or the pursuit of international arbitration against Romania, and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources.
- 3.15 Ensure, with the Disclosure Committee established pursuant to Gabriel's Corporate Disclosure Policy, appropriate and timely disclosure of material information.

Other Duties

- 3.16 Carry out such other duties and responsibilities as the Board may request from time to time.

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| Approved by: | Corporate Governance & Compensation Committee and Board of Directors |