



2.0 Mandate of the Board of Directors

Mandate

The Board of Directors (the "Board") of Altair Nanotechnologies Inc. (the "Company") will oversee the governance of the Company's business.

Directors shall exercise their judgment in a manner consistent with their fiduciary duties. In particular, directors are required to act honestly and in good faith, with a view to the best interests of the Company and its shareholders and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Responsibilities

The Board discharges its responsibilities directly, through delegation to committees of the Board and, as appropriate, through delegation to individual directors.

The Board's responsibilities, to be discharged directly, through delegation to committees of the Board and, as appropriate, through delegation to individual directors shall include:

Oversight of Management

- Participating in the selection, appointment, development, evaluation and compensation of the Chief Executive Officer ("CEO") and other senior officers directly and through the Compensation and Nominating Committee.
- Promoting, by the actions of the Board and its individual directors, a culture of integrity throughout the Company, consistent with the Company's Code of Conduct and Code of Ethics. By the Board's oversight of senior officers, the Board will encourage the CEO and other executive officers to act with integrity and to create a culture of integrity throughout the Company.
- Periodically reviewing the Company's Code of Conduct and Code of Ethics and making changes as appropriate.

Financial and Risk Matters

- Overseeing the reliability and integrity of the financial statements and other publicly reported financial information, and of the disclosure principles and practices followed by management.
- Overseeing the integrity of the Company's internal controls and management information.
- Reviewing and approving an annual operating budget for the Company and its subsidiaries on a consolidated basis and monitoring the Company's performance against such budget.
- Reviewing and approving quarterly financial statements and the release thereof by management.
- Overseeing the Company's controls and procedures for the preparation and dissemination of current reports and news releases in an effort to ensure that material information is disseminated in a timely and accurate fashion.
- Periodically assessing the processes utilized by management with respect to risk assessment and risk management, including the identification by management of the principal risks of the business of the Company, and the implementation by management of appropriate systems to deal with such risks.

Business Strategy

- Adopting a strategic planning process pursuant to which management develops and proposes, and the Board reviews and approves, significant corporate strategies and objectives, taking into account the opportunities and risks of the business.
- Reviewing and approving all major acquisitions, dispositions and investments and all significant financings and other significant matters outside the ordinary course of the Company's business.

Corporate Governance

- Overseeing the development, implementation and operation of the Company's corporate governance initiatives.
- Taking appropriate steps to remain informed about the Board's duties and responsibilities and about the business and operations of the Company.
- Ensuring that the Board receives from senior officers the information and input required to enable the Board to effectively perform its duties.
- Assessing the performance of the Chairman of the Board, the Chairperson of each committee of the Board and each director.