



## 1.1 Exhibit A - CORPORATE GOVERNANCE GUIDELINES

The role of the Board of Directors (the "Board") is to oversee and monitor the management of Altair Nanotechnologies Inc. (the "Company") in the interest and for the benefit of the Company's stockholders. To fulfill its role the Board or a Board committee must perform the following primary functions:

1. oversee the conduct of the Company's business to evaluate whether the business is being properly managed;
2. review and, where appropriate, approve the Company's major financial objectives, plans, and actions;
3. review and, where appropriate, approve major changes in, and determinations of other major issues respecting the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
4. assess major risk factors relating to the Company and its performance, and review measures to address and mitigate such risks;
5. evaluate regularly the performance and approve the compensation of the CEO and, with the advice of the CEO, evaluate regularly the performance of principal senior executives; and
6. Plan for succession of the CEO and monitor management's succession planning for other key executives.

In discharging these obligations, directors should be entitled to rely reasonably on the honesty and integrity of their fellow directors and the Company's executives and its outside advisors and auditors. The directors shall be entitled to (i) reasonable directors' and officers' liability insurance on their behalf; (ii) the benefits and indemnification to the fullest extent permitted by law under the Company's charter, by-laws and any indemnification agreements; and (iii) exculpation as provided by state law and the Company's charter.

The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law or the Company's restated certificate of incorporation, may not be delegated to a committee of the Board. The Board and each Board committee shall have full power and authority to hire, at the expense of the Company, independent financial, accounting, legal or other advisors, as necessary to fulfill their duties, without consulting or obtaining the approval of any officer of the Company.

The Board should promote policies within the Company that encourage a corporate culture of openness, honesty, fairness, and accountability. These policies also should apply to the Board and to relationships among and between the Board, stockholders and employees. The Board should periodically review and amend these policies if needed.

The Board should recognize that the actual management of the business and affairs of the Company should be conducted by the CEO and other senior managers under his or her supervision and that, in performing the management function, the CEO and other senior managers are obliged to act in a manner that is consistent with the oversight functions and powers of the Board and the standards of the Company and to execute any specific plans, instructions or directions of the Board.

## DIRECTOR QUALIFICATIONS

**Independence:** The Board shall have a majority of directors who meet the independence criteria adopted by the Board. The independence criteria are discussed below under "Director Independence."

**Qualifications:** A director should possess personal and professional integrity, have good business judgment, relevant experience and skills and be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company stockholders. Directors should be committed to devoting sufficient time and energy to diligently performing their duties as directors.

**Size of Board:** The Board shall determine the appropriate size of the Board within the requirements of the Company's Charter and Bylaws.

**Selection Process:** In accordance with the policies and principles of its charter, the Compensation, Nominating and Corporate Governance Committee is responsible for identifying and recommending potential director nominees to the Board for its approval when there is a vacancy on the Board. The Chairman of the Compensation, Nominating and Corporate Governance Committee and the Chairman of the Board shall extend an invitation to the potential director nominee to join the Board.

**Annual Review of Independence and Qualifications:** The Compensation, Nominating and Corporate Governance Committee shall distribute annually a self-evaluation to the Board that includes an assessment of the directors' independence and qualifications.

**Resignation from the Board:** An individual director should offer his or her resignation in the event the director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board. The Board should consider the continued appropriateness of the director's membership on the Board under the changed circumstances and then the Board should determine whether or not to accept the director's resignation. Also a director should tender a resignation in the event there is a substantial conflict of interest between the director and the Company or the Board and such conflict cannot be resolved to the satisfaction of the Board.

**Retirement from the Board:** A director shall retire from the Board at the first meeting of stockholders to elect directors after he or she reaches 70 years of age. **Recusal when Conflict of Interest:** Prior to any Board discussion or decision related to any matter that potentially affects a director's personal, business or professional interests, that director should (i) disclose the existence of the potential conflict of interest to the Chairman of the Board, and (ii) if the Chairman of the Board (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.

**Limit on Number of Board Memberships:** No director may serve on more than three other public company boards. A director should advise the Chairman of the Board and the Chairman of the Compensation, Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

**Term Limits:** The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

## DIRECTOR INDEPENDENCE

A majority of the Board and all members of the Audit and the Compensation, Nominating and Corporate Governance Committees shall be independent. The Board must make an affirmative determination whether or not a director is independent and disclose this determination in the annual proxy statement.

Independence shall be determined with reference to the requirements of the NASDAQ Stock Market (the "NASDAQ Rules") and the United States and governing Canadian corporate and securities laws and the rules promulgated thereunder (the "Securities Laws"), and 162(m) of the Internal Revenue Code of 1986 and regulations promulgated thereunder (the "IRC"), in addition to the Board's business judgment. In determining the materiality of a relationship and the director's independence, the Board shall also be guided by the following independence standards:

A director shall be deemed to have a material relationship with the Company and/or its affiliates and thus shall not be deemed independent if, within the past five years:

- The director is or has been employed by the Company or its affiliates;
- An immediate family member (defined below) of the director is or has been employed by the Company or any of its affiliates as an officer;
- The director has been affiliated with or employed by the Company's or any of its affiliate's present or former independent auditor;
- An immediate family member of the director is or has been employed by the Company's or any of its affiliate's present or former independent auditor as a partner, principal, or manager; or
- An executive officer of the Company serves on the compensation committee of a company which employs the director, or which employs an immediate family member of the director as an officer.

Other material relationships in which the director shall not be deemed to be independent are:

- The director or an immediate family member of the director is a director, officer, general partner or large equity holder of a significant customer of or supplier to the Company and/or its affiliates of nonprofessional services and goods;
- The director or an immediate family member of the director is a director, officer, general partner or large equity holder of a significant paid adviser, paid consultant or other paid provider of professional services to the Company or its affiliates, or to any senior management member of the company; or
- The director or an immediate family member of the director is a director, officer or trustee of a charitable or tax-exempt organization to whom the Company or its affiliates makes substantial charitable contributions.

In the following circumstances, the material relationships shall be deemed immaterial and thus the director shall remain independent:

- A director who serves as an Interim Chairman or Interim CEO of the Company shall not be deemed a former employee for the purpose of determining independence and as such, the director shall retain his independent status when his service as Interim Chairman or Interim CEO ends;
- The material relationship that is based on having an immediate family member of the director serving as an officer of the Company or an officer of a Company affiliate shall be deemed immaterial upon the death or incapacitation of that immediate family member; or
- The material relationship that is based on the director's or the director's immediate family member's connection to a significant customer, supplier or provider to the Company or its affiliates shall be deemed immaterial, if the Board in its business judgment determines that the commercial transactions between the Company or one of its affiliates and the significant customer, supplier, or provider were conducted at arm's length in the ordinary course of business and that such a relationship is immaterial in light of all circumstances.

For any relationships not covered above, the determination of whether these relationships are material or not and whether the director would be independent or not, shall be made by the directors who satisfy the independence standards set forth in this section. In making these determinations, the Board shall examine all factors that may appear to affect independence, including commercial, industrial, financial, banking, legal, accounting, charitable, familial relationships and long-standing friendships.

Each director has an affirmative obligation to inform the Board of any material changes on his or her circumstances or relationships that may impact his or her designation by the Board as "independent." The Company and its affiliates shall not make any personal loans or extensions of credit to directors or executive officers.

For the purposes of these independence standards guidelines, these terms:

- Affiliate means any corporation or other entity that controls, is controlled by or is under common control with the Company, as evidenced by the power to elect a majority of the Board or comparable governing body of such entity;
- Immediate Family Member includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares such person's home; and
- Significant means payments to or from an entity where the payments exceed five percent of either the Company's, or such entity's, annual gross revenues.

Under Section 162(m) of the Internal Revenue Code, as amended, a director is an outside director if the director:

- Is not a current employee of the Company;
- Is not a former employee of the Company who receives compensation for prior services (other than benefits under a tax-qualified retirement plan) during the taxable year;

- Has not been an officer of the Company; and
- Does not receive remuneration from the Company, either directly or indirectly, in any capacity other than as a director.

## BOARD MEETINGS

The Board expects to have four regularly scheduled meetings each year. Upon adequate notice, unscheduled meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with other Board members in determining the times and duration of the Board meetings.

**Meeting Attendance:** Directors are expected to attend meetings of the Board and of the committees on which they serve. Directors also are expected to devote an adequate amount of time and effort to discharge properly their responsibilities.

**Board Materials:** Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed to the directors sufficiently in advance of the meeting to permit their review. Directors are expected to review this material in advance of the meeting. A director may request that the CEO or the appropriate member of senior management present to the Board specific information as it relates to the Company and its operations.

**Board Meeting Agenda:** The Chairman of the Board shall establish the agenda for each Board meeting. Each director shall be furnished with a copy of the agenda in advance of the Board meeting if possible, and if advance distribution is not possible, then the agenda shall be distributed at the Board meeting. Each director may suggest the inclusion of agenda items. Each director can bring up, at any Board meeting, subjects that are not on the agenda for the next meeting.

**Non-Management Executive Session of Directors:** The non-management directors shall meet in executive session after each regularly scheduled Board meeting or more frequently, if necessary.

## BOARD COMMITTEES

The Board shall have at all times an Audit Committee and a Compensation, Nominating and Corporate Governance Committee. All members of these Committees shall be independent directors as determined by the Board in accordance with the independence criteria set forth in their charters. Committee members shall be appointed by the Board upon recommendation (after consultation with the Chairman) of the Compensation, Nominating and Corporate Governance Committee. In making any committee appointments, consideration should be given to the periodic rotation of a committee member; however, such rotation is within the Board's discretion.

The Audit Committee and the Compensation, Nominating and Corporate Governance Committee each shall have a written charter that sets forth the committee's structure, membership qualifications, purposes, responsibilities, and procedures for appointing and removing committee members. The charters also shall provide that each committee annually evaluates its performance.

Each committee chairman, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Each committee chairman, in consultation with the appropriate members of the committee and management, shall develop the committee's agenda. Each committee shall report to the Board its activities, findings, and recommendations after each committee meeting.

The Board may, from time to time, establish or maintain additional committees of the Board, including an Executive Committee. If an Executive Committee is established, it will have the powers and authority as specified in the Company's by-laws and appointing resolutions, subject to any limitations set forth in the NASDAQ Rules and the Securities Laws.

Each committee shall have the full power and authority to hire independent legal, financial or other advisors as it may deem necessary, without consulting with or obtaining the pre-approval of any Company officer or the Board. Unless special circumstances require the fact or terms of any such engagement or appointment to be kept confidential from the Chief Financial Officer, the committee shall promptly notify the Chief Financial Officer of the fact and terms of any such appointment or engagement, and provide copies of related agreement, and shall cause all invoices to be forwarded to or at the direction of the Chief Financial Officer promptly following receipt. Confidential portions of any agreement or invoice may be redacted. All fees and other retention items for compensation consultants, internal or external legal, accounting or other advisors shall be paid by the Company.

## **CHAIRMAN OF THE BOARD**

The Board will appoint the Chairman of the Board who can be an employee of the Company. The Chairman will chair all regular sessions of the Board and (with input from the CEO to the extent not inappropriate) set the agenda for Board meetings, subject to the right of each Board member to suggest the inclusion of item(s) on any agenda.

## **DIRECTOR ACCESS TO OFFICERS, EMPLOYEES AND INDEPENDENT ADVISORS**

Directors are encouraged to keep themselves informed with regard to the Company and its operations. Directors shall have full and free access to Company officers and employees, provided that such access is not for an improper personal or competitive purpose. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Corporate Secretary or directly by the director. Directors shall use their judgment to ensure that any such contact is not disruptive to the Company's business operations and shall, to the extent that it is not inappropriate, copy the CEO on any written communications between a director and a Company officer or employee. Directors will also have access to the Company's independent advisors following consultation with the CEO to the extent not inappropriate.

## **DIRECTOR COMPENSATION**

All directors, other than directors who are officers, employees or advisors of the Company, shall receive directors' fees as their only compensation for Board and/or Board committee service. Directors' fees may be in the form of cash, company stock, including options and restricted stock, or combination thereof, as well as any additional benefits regularly given to all directors. The exact amount and form of director compensation shall be determined and reviewed annually by the Compensation, Nominating and Corporate Governance Committee in accordance with the policies and principles set forth in its charter.

## **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

All new directors shall receive an orientation package. The package will include a copy of the Company's by-laws and charter, the Code of Business Conduct and Ethics, the Corporate Governance Guidelines, all SEC filings for the current year and last preceding calendar year, press releases issued during the current calendar year and any other pertinent information. The new director will attend a meeting with the CEO and CFO to be briefed on the Company's strategic plans, its significant financial, accounting and risk management issues and current significant exploration and development projects.

All directors must receive annual director education in subjects relevant to the duties of a director, including the study of corporate governance best practices or ethics. This education may be as a result of a program designed by the Company or by the director attending a pre-approved seminar, with all expenses paid by the Company.

## **CEO EVALUATION AND MANAGEMENT SUCCESSION**

The Compensation, Nominating and Corporate Governance Committee shall conduct an annual review of the CEO's performance and compensation, as set forth in its charter. The executive session of the Board shall review the Compensation, Nominating and Corporate Governance Committee's report in order to ensure that the CEO is providing the best long and short-term leadership for the Company.

The Compensation, Nominating and Corporate Governance Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The entire Board shall work with the Compensation, Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO. The CEO shall provide the Committee with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **ANNUAL SELF-EVALUATIONS**

The Compensation, Nominating and Corporate Governance Committee shall have responsibility for conducting and overseeing the annual self-evaluations for the Board and reporting such results to the Board following the end of each fiscal year. The evaluations will include peer review evaluations and will be based on such objective and subjective criteria, as such committee deems appropriate.

## **CODE OF BUSINESS CONDUCT AND ETHICS**

The Board shall adopt and maintain the Code of Business Conduct and a Code of Ethics (the "Codes") for the directors, officers and employees of the Company in compliance with the Nasdaq Rules and the Securities Laws. The Codes shall be posted on the Company's website. The purpose of the Codes shall be to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

Each director shall act at all times in accordance with the requirements of the Codes. Waivers of the Codes for any officer or director may only be made by the Board. Any waiver for an officer or director must be posted on the Company website and otherwise disclosed as required by law.

## **REPORTS OF IRREGULARITIES**

Any reports of concerns regarding accounting, internal auditing controls, or other irregularities or concerns whether financial or otherwise shall be brought to the attention of the Chairman of the Audit Committee. These reports are confidential and may be anonymous if made using the Anonymous Reporting Hotline maintained by the Audit Committee. The Board shall be notified of these reports at every quarterly Board meeting or sooner, if necessary.

## **REVIEW AND AMENDMENT**

These Guidelines may be amended only by the Board. The Compensation, Governance and Nominating Committee shall review and reassess the adequacy of these Guidelines annually and recommend any proposed changes to the Board.