



MANDATE FOR ALL COMMITTEE CHAIRS

A Chair of a committee (“**Chair**”) of the Board of Directors (the “**Board**”) is responsible for the management and effective performance of the committee and provides leadership to the committee in fulfilling its Charter and any other matters delegated to it by the Board.

Chairs will be appointed as set out in the applicable committee charter.

DUTIES AND RESPONSIBILITIES

The Chair of any committee of the Board will:

- a. chair committee meetings and ensure that the committee is properly organized and functions effectively;
- b. in consultation with the Chair of the Board, Chief Executive Officer, President and Corporate Secretary, plan and organize activities of the committee including:
 - i. the agenda for, frequency of, preparation for, and the conduct of committee meetings;
 - ii. the quality, quantity and timeliness of the information that goes to the committee;
 - iii. ensuring that sufficient time is allocated during committee meetings for effective discussion of agenda items and key issues and concerns; and
 - iv. ensuring minutes are prepared, circulated and finalized in a timely manner and provided to the Corporate Secretary for insertion in the Company’s record book;
- c. chairs sessions of independent committee members, ensuring adequate opportunities to discuss issues without management and non-independent directors present. Independence shall be determined as set out in the applicable committee charter;
- d. as appropriate and in consultation with the committee, retain, oversee and terminate independent advisers to assist the committee or its members in fulfillment of their responsibilities;
- e. report to the Board and, if applicable, management with respect to the activities of the committee and any recommendations deemed desirable by the committee, and act as a liaison between the committee, the Board and management;
- f. lead the review and assessment of the committee’s charter, and evaluating the committee’s effectiveness;
- g. have unrestricted access to management;
- h. represent the committee at meetings with regulators or select an alternate member of the committee therefor, when required; and
- i. represent the committee at meetings with major shareholders and other stakeholders, if required.