

MANDATE OF THE CHAIR OF A COMMITTEE

The Chair of a Committee of the Board of Directors ensures the effective performance of the Committee. He/she must ensure that the Committee fully executes its mandate. The Chair of the Committee is appointed by the Board of Directors (the "**Board**"). He/she must be an independent director, the whole in accordance with the statutory and regulatory requirements applicable to the Company (the "**Applicable Law**").

RESPONSIBILITIES

The Chair of the Committee has the following responsibilities:

A. With respect to Committee effectiveness

- Ensuring that the Committee works as a cohesive team and providing the leadership needed to achieve this.
- Ensuring that the Committee possesses adequate resources to support its work and ensuring that the Committee receives the relevant information it requires.
- Ensuring that the Committee covers the required elements of its mandate.

B. With respect to Committee management

- Presiding over Committee meetings.
- Setting the agenda for each meeting of the Committee in consultation with the President and Chief Executive Officer, the Chief Financial Officer and/or the Secretary of the Committee.
- Efficiently and independently directing the Committee and guiding it in the performance of its mandate.
- Ensuring that the unfolding of Committee meetings facilitates discussions and provides adequate time for effective evaluation and discussion of the business at hand.
- Adopting procedures to guarantee that the Committee deliberates effectively.
- Ensuring that the Committee fulfils its responsibilities effectively.
- Ensuring that the Committee meets at least four (4) times a year and as often as it deems necessary for the effective performance of its mandate.
- Ensuring that the Committee holds in-camera sessions as it deems appropriate.
- Reporting annually to the Board on its assessment and/or compliance with applicable corporate policies.
- Reporting to the Board about the Committee's proceedings, findings and recommendations.

C. With respect to dealings between the Committee and management

- Ensuring that the expectations of the Committee towards management, as well as the expectations of management towards the Committee, are clearly expressed, understood and respected.
- Acting as liaison between the Committee and management. This involves working closely with the Chairman of the Board, the President and Chief Executive Officer, and other members of Management.