



## MANDATE OF THE EXECUTIVE CHAIR OF THE BOARD OF DIRECTORS

The Board of Directors (the "Board") has as a policy not to entrust to the same person the functions of Chair of the Board and Chief Executive Officer. If the Chair of the Board is not independent, the independent Directors appoint a lead Director.

The Chair of the Board's principal responsibilities are to supervise and oversee the Board and assist it in discharging its functions and responsibilities in an effective manner and independently of management. The Chair of the Board has the following responsibilities, namely:

- provide leadership to enhance Board effectiveness;
- act as liaison between the Board and management;
- assist in representing the Corporation, as required, to external groups;
- oversee the application of good corporate governance;
- preside at meetings of the Board and annual and special meetings of Shareholders;
- participate in the preparation of the agenda for each Board meeting;
- supervise the Board committees' work and, in this regard, the Chair of the Board may attend as a participant all Board committee meetings without the right to vote (save for those committees of which he is a member);
- ensure that an appropriate set of documents is provided to each Director in a timely manner prior to the meeting;
- facilitate Board assessment and his performance assessment and the implementation of improvements;
- provide suitable directives to the Board members to assist them in discharging their responsibilities; and
- ensure that recently elected or appointed Directors benefit from an orientation and education program.

The current Chair of the Board referred to as the Executive Chair of the Board, also has an executive role with corresponding duties which may be described as follows:

- provide support to the Chief Executive Officer and the authority of his position as such;
- act as a mentor to the Corporation's senior executive team;
- provide advice on high value-at-stake operational and technical issues; and
- participates in the decision and implementation of new or different strategic initiatives and generally contributes to strategic planning initiatives which are under the direction of the Chief Executive Officer.

