

# Chairman

## Duties and Responsibilities

May 5, 2022

### 1. Introduction

- (i) Working with the Board and the Company's CEO to develop the strategy for the Company's future growth;
- (ii) The Chairman will manage the Board so as to supervise and monitor that it operates in the best interests of the Company;
- (iii) The Chairman is appointed by the Board annually, following the election of the Directors at the AGM; and
- (iv) The Chairman, for reasons of time and focus, should not be a director, executive or employee of any other unrelated company unless otherwise approved by the Board.

### 2. Chairman Duties

In managing the Board, the Chairman will:

- (i) facilitate the Board's discharge of its duties in connection with supervision of the management of the Company's business and affairs and in accordance with the Board's responsibilities under its mandate;
- (ii) working with the CEO, facilitate the provision of timely, accurate and clear information required to enable the Board to review, and when necessary approve, matters brought before the Board;
- (iii) take steps to facilitate the Board's consideration of its obligations to shareholders, management, and other stakeholders;
- (iv) provide leadership to the Board, including in respect of board composition and succession planning;
- (v) take steps to facilitate the review and monitoring of the implementation of strategies, plans, and policies of the Company;
- (vi) where appropriate keep the Board apprised of any matters of significance that may arise between scheduled board meetings;
- (vii) act as Chairman for all Board and shareholder meetings;
- (viii) be responsible for setting the agenda and related events for Board meetings with input from the Lead Independent Director and arranged through the Corporate Secretary;
- (ix) providing for adequate time for discussion of all agenda items, in particular strategic issues;
- (x) attend committee meetings when the Committee Chairman requests him or her to do so and in particular, but not limited to when, matters in respect of board composition, renewal and committee composition are being considered; and

- (xi) determine the agenda and related events for Board meetings.

**3. Relationship with the Lead Independent Director**

- (i) Discuss with the Lead Independent Director outputs from meetings or in camera sessions of independent directors.

**4. Relationship with Management**

- (i) Working with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- (ii) Ensuring effective communication between the directors and the CEO and taking all reasonable steps to ensure that the expectations of the Board towards management are clearly expressed, understood and respected.
- (iii) Be available to the CEO to provide consulting advice and guidance as required from time to time, in particular with respect to project development, while respecting executive responsibility.

