

The Chairman of the Corporate Governance Committee is appointed by the Board of Directors (the “Board”). The principal role of the Chairman of the Corporate Governance Committee is to ensure that the Committee carries out its responsibilities efficiently and that it has a clear understanding of the limits between the responsibilities of the Board and those of management and respects them. In carrying out his duties and responsibilities, the Chairman of the Committee acts for and on behalf of the Committee.

**His principal responsibilities are as follows:**

- Chair meetings of the Corporate Governance Committee and report to the Board of Directors at the next Board meeting following each Committee meeting on any issues considered by the Committee;
- Set the agenda for meetings of the Corporate Governance Committee in cooperation with the Executive Chairman of the Board, the Vice President, Legal Affairs, the President and Chief Executive Officer and the Secretary of the Corporation;
- Ensure that important matters are clearly identified and communicated to the Committee and ultimately to the Board for approval and that all material issues falling under the mandate of the Committee are dealt with by the Committee and the Board during the year;
- Cause the Committee to ensure that the Corporation’s corporate governance policies comply with regulatory requirements and that communications are free and open with external consulting firms retained to make recommendations to the Committee and to the Board, thus ensuring the full cooperation of these professionals with the Corporate Governance Committee;
- Provide leadership and establish guiding principles for the Corporate Governance Committee;
- Ensure that Committee members have sufficient resources (in particular, relevant and timely information) for the Committee to run efficiently;

- Follow up matters assigned by the Board of Directors to the Corporate Governance Committee and, if applicable, entrust the execution of certain files to an internal working committee of the Corporation or to external consultants in order to submit complete matters to Committee members for discussion;
- Act as resource person and advisor to the Executive Chairman of the Board and to management with respect to corporate governance matters; and
- Act as a representative of the Committee to negotiate and settle any corporate governance related matters or regarding the implementation or application of the Code of Ethics of the Corporation during discussions with experts or external advisors outside regularly scheduled meetings of the Committee and, if applicable, convene an emergency meeting of the Committee.