

## ROLE AND RESPONSABILITIES

### Chairman of the Human Resources and Compensation Committee

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The Chairman of the Human Resources and Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board"). The principal role of the Chairman of the Committee is to ensure that the Committee carries out its responsibilities efficiently, that it has a clear understanding of the limits between the responsibilities of the Board, of the Committee 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 Committee and report to the Board at the next Board meeting following each Committee meeting on any issues considered by the Committee;
- Set the agenda for meetings of the Committee in cooperation with the Chair of the Board, the Vice President, Human Resources, the President and Chief Executive Officer and the Corporate Secretary;
- 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 human resources and compensation 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 Committee;
- Provide leadership and establish guiding principles for the 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 to the Committee and, if applicable, entrust the execution of certain matters 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 a resource person and advisor to the Chair of the Board, to management and to the Vice President, Human Resources of the Corporation; and
- Act as a representative of the Committee to negotiate and settle any matters relating to human resources of the Corporation and their compensation during discussions with experts or external advisors outside regularly scheduled meetings of the Committee and, if applicable, convene an emergency meeting of the Committee.