

## Chair of the Conduct Review Committee

### Summary

The Chair will provide leadership to the Conduct Review Committee in discharging its mandate in an effective manner.

### Major Duties and Responsibilities

- Promotes a thorough understanding by the members of the Conduct Review Committee and management, (i) the duties and responsibilities of the committee; and (ii) the relationship between the Conduct Review Committee, the Company, management, the external auditor and the Superintendent
- Acts as liaison between the Conduct Review Committee and each of the Company's management, the Board, the external auditor and other external advisors (if any) and promotes open and constructive discussion between members of the committee and each of these parties
- Organizes the agenda for, frequency of, preparation for, and the conduct of, Conduct Review Committee meetings
- Chairs Conduct Review Committee meetings
- Fosters an atmosphere at Conduct Review Committee meetings conducive to open discussion and debate
- Manages the quality, quantity and timeliness of the information that goes to the Board of Directors with respect to the Conduct Review Committee and related matters
- Encourages independent directors to participate in Conduct Review Committee discussion
- Promotes the proper flow of information to the members of the Conduct Review Committee to keep the members apprised of all matters which are material to the Conduct Review Committee at all times
- Supervises and participates in the preparation of reports required pursuant to the mandate of the Conduct Review Committee in a diligent and efficient manner
- The Chair will perform such other functions as may be ancillary to his/her duties or responsibilities to fulfill the mandate of the Conduct Review Committee or as may be delegated by the Board of Directors