
METHANEX CORPORATION
BOARD MANDATE AND CORPORATE
GOVERNANCE PRINCIPLES



BOARD MANDATE AND CORPORATE GOVERNANCE PRINCIPLES

TABLE OF CONTENTS

INTRODUCTION..... 4

BOARD MANDATE 4

Board Responsibilities 4

Strategic Planning 4

Risk Management 4

Environmental, Social, and Governance (ESG) Matters 5

Corporate Governance 5

Human Resource Management 5

Director Responsibilities 5

Code of Ethics..... 5

BOARD STRUCTURE 6

Size 6

Criteria for Board Membership 6

Diversity 6

New Directors..... 7

Independence 7

Director Tenure 7

Majority Voting 7

Director Orientation and Education..... 8

Directors who Change Occupation 8

Other Board Memberships 8

Board Leadership 8

BOARD COMMITTEE MATTERS 9

Committee Structure..... 9

Assignment of Directors to Committees 9

Frequency and Length of Committee Meetings 9

BOARD OPERATIONS 9

Meeting Procedures..... 9

 Scheduling of Board Meetings and Selection of Agenda Items 9

 Board Materials Distributed in Advance..... 10

 Participation and Confidentiality 10

Non-directors at Board Meetings	10
Meeting Minutes.....	10
Sessions of Independent Directors.....	10
Board Compensation	10
Share Ownership.....	11
Board Relationship to Senior Management.....	11
Access to Resources and Engagement of Advisors	11
PERFORMANCE EVALUATIONS.....	11
Assessing Board Performance.....	11
Performance Evaluation of the CEO	11
Performance Evaluation and Succession Planning of Executive Officers.....	11
RELATIONSHIPS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS.....	12
REVIEW OF PRINCIPLES	12
NO RIGHTS CREATED.....	12
EXHIBIT A	13
EXHIBIT B	16
EXHIBIT C	17
EXHIBIT D	17

INTRODUCTION

This Board Mandate and Corporate Governance Principles (hereinafter referred to as the “Principles”) is intended to: (a) provide principles of authority and accountability to enable the board of directors (the “Board”) to oversee the management of, and provide stewardship over, the Corporation’s affairs; (b) provide guidance to both the Board and management in clarifying their respective responsibilities so that they may make timely and effective decisions that promote shareholder value; (c) establish a framework to assist the Board in achieving good corporate governance in all aspects of the Corporation’s business; and (d) ensure compliance with the governance requirements of applicable regulators and stock exchanges.

BOARD MANDATE

Board Responsibilities

The Board’s primary goal is to act in the best interests of the Corporation to enhance long-term shareholder value while considering the interests of the Corporation’s various stakeholders, including without limitation, shareholders, employees, customers, creditors and the environment. The Board will discharge its responsibilities directly and through its committees or individual members. Any responsibility not delegated to a committee of the Board or an individual member of the Board remains with the Board.

The Board’s mandate is to oversee and provide policy guidance on the business and affairs of the Corporation, which includes;

Strategic Planning

- participating with management in the development and adoption of a strategic planning process and approving, at least annually, a strategic plan that takes into account, among other things, the opportunities and risks of the business;
- overseeing the execution of corporate strategy and management of risk, including a purposeful alignment of the strategy and risk management process;
- monitoring the Corporation’s performance against the strategic plan;

Risk Management

- reviewing and discussing with management, at least annually, the Corporation’s risk management framework, including the Corporation’s processes and controls to identify, monitor, evaluate and manage enterprise-wide risks and the Corporation’s policies and practices relating to enterprise risk management;
- taking reasonable steps to ensure that management has identified and understands the principal risks of the Corporation’s business and implemented appropriate strategies to monitor, mitigate and manage these risks, and achieves a proper balance between risks and benefits;
- evaluating the adequacy and effectiveness of the Corporation’s system of internal controls and procedures, at minimum, on an annual basis;

Environmental, Social, and Governance (ESG) Matters

- overseeing the Corporation's approach to sustainability and the reports and recommendations from management with respect to ESG matters;
- overseeing the Corporation's processes and procedures to mitigate risks as they relate to safety, health, the environment (including climate change) and the management of its material sustainability topics;
- monitoring the initiatives undertaken by the Corporation to promote diversity and inclusion within the organization;

Corporate Governance

- overseeing governance and compliance matters, which includes developing and maintaining the Corporation's approach to corporate governance, to guide the Board, its committees, the Corporation's officers, management and employees in completing their duties, responsibilities and obligations in relation to the Corporation;

Communications

- overseeing the implementation of appropriate disclosure controls, including a communication policy for the Corporation, and monitor that the Corporation has in place effective communication processes with shareholders and other stakeholders;

Human Resource Management

- overseeing compensation and succession planning for, and performance of, executive officers, including the appointment and performance of the CEO; and
- to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and executive officers create a culture of integrity throughout the organization.

Director Responsibilities

The responsibilities of the directors are described in the Terms of Reference for Individual Directors, attached to these Principles as Exhibit A.

Code of Ethics

All directors, officers and employees are expected to display the highest standard of ethics. The Corporation has a Code of Business Conduct (the "Code") to establish guidelines for ethical and good business conduct by directors, officers and employees and the Code shall include guidance regarding conflicts of interest, protection and proper use of corporate assets and opportunities, confidentiality, fair dealing with third parties, compliance with laws and the reporting of illegal or unethical behaviour. The Board, through the Audit, Finance & Risk Committee, shall annually review the Corporation's compliance with the Code and through the Corporate Governance Committee, the Board shall annually review and, if appropriate, recommend changes to the Code.

BOARD STRUCTURE

Size

The Corporation's bylaws provide for the directors to establish the number of directors to sit on the Board within a broad minimum/maximum range. The directors are to determine a size of Board large enough to provide experiential, demographic, and personal diversity, yet small enough to allow for efficient operation and decision-making. The Corporate Governance Committee annually reviews the size of the Board and recommends any changes it determines appropriate. The Board is to be composed of a substantial majority of independent directors. The definition of "independent director" is set out in Exhibit B attached to these Principles.

Criteria for Board Membership

The Corporate Governance Committee is responsible for recommending criteria for the selection of new directors to serve on the Board and reviews annually the credentials of candidates to be considered for nomination or re-election to the Board against such criteria. The objective of this review is to maintain a composition of the Board which provides a satisfactory mix of skills and experience. This review includes taking into account the desirability of maintaining diversity (as described below) while also maintaining desirable individual characteristics such as personal integrity, achievement in individual fields of expertise and a willingness to devote necessary time to Board matters. The Corporate Governance Committee will recommend to the Board the action to be taken to effect changes in incumbent directors if, in the opinion of the Committee after discussion with the Chair and the CEO, such changes are deemed appropriate.

Diversity

The Board has implemented a Board Diversity Policy that recognizes the importance of diversity, including gender diversity, at all levels of the Corporation including the Board. Board diversity promotes the inclusion of different perspectives and ideas and ensures that the Corporation has the opportunity to benefit from all available talent. This enhances and improves decision making, which helps maintain a competitive advantage and makes for better corporate governance.

The Board believes that having diversity in the background and perspectives of its directors is essential for creating an appropriate balance of skills, experience, independence and knowledge required on the Board and enhancing board effectiveness. For the purposes of the Board Diversity Policy, "diversity" encompasses characteristics or qualities that can be used to differentiate groups and people from one another and includes gender and gender identity, sexual orientation, visible minorities, Aboriginal peoples, persons with disabilities¹, age, education, business experience, professional expertise, personal character and interests, stakeholder perspectives, geographic background and other diverse attributes.

These diversity attributes and the Board's diversity target, described below, are factored into the recruitment and decision-making process when new Board appointments are made. When engaging external search consultants to identify future candidates for Board roles, such consultants are requested to take full account of all aspects of diversity in preparing their candidate list and are asked to provide a diverse and balanced

¹ "Aboriginal peoples", "persons with disabilities" and "members of visible minorities" have the meanings given to them in the *Employment Equity Act (Canada)*

slate. Ultimately, appointments are based on merit, measured against objective criteria.

The Board has set as a target that at least 40% of independent directors be represented by women, Aboriginal peoples, persons with disabilities, members of visible minorities and LGBTQ+, while maintaining a composition in which each gender comprises at least 30% of the independent directors.

New Directors

The Corporate Governance Committee is responsible for identifying and proposing to the Board suitable candidates to stand as nominees for election to the Board and is also responsible for conducting all necessary and appropriate inquiries into their backgrounds and qualifications. In addition to the nominees proposed by the Board, shareholders may propose individuals to be nominated for election as directors in accordance with applicable law and the by-laws of the Corporation.

Independence

The Corporation will comply with all applicable independence requirements of any stock exchange or securities regulation authority applicable to the Corporation. The Corporate Governance Committee shall be responsible for considering questions of independence and possible conflicts of interest of members of the Board and executive officers.

Director Tenure

The directors are elected by the shareholders at every Annual General Meeting. The term of office of each director shall expire at the close of the Annual General Meeting following that at which they were elected.

The Corporation has implemented a Director Tenure Policy. This Policy recognizes that continuity on the Board is an asset and is essential to an effective and well-functioning Board. However, the Corporation also values board renewal and believes it is critical to ensuring a high performing board over the long-term. Additionally, the Corporation recognizes the value in turnover of Board membership as it provides an ongoing input of fresh ideas and new knowledge.

The Director Tenure Policy does not include cumulative term limits or a mandatory retirement age for directors. Instead, the Policy outlines the processes the Corporation has in place to effectively manage board renewal, such as annual evaluations and developing and annually reviewing a long-term board succession plan.

Majority Voting

As a Canadian federally incorporated corporation, the Corporation is bound by the majority voting provisions of the *Canada Business Corporations Act*. These provisions provide that any nominee for election as a director at an Annual General Meeting where there is only one candidate nominated for each position available on the Board and for whom the number of votes “against” exceeds the number of votes cast in their favour, is, by law, not elected.

Director Orientation and Education

The Corporation will provide new directors with an orientation to the Corporation, its management structure and operations, the industry in which the Corporation operates, the Corporation's Responsible Care practices, and key legal, financial and operational issues. An information package will be provided that will include information about the duties of directors, the business of the Corporation, documents from recent Board meetings, information regarding corporate governance and the structure and procedures of the Board and its committees. New directors will also be provided with an opportunity to meet senior management and other directors and to tour the Corporation's operations.

Directors are encouraged to attend seminars, conferences, and other continuing education programs to help ensure that they stay current on relevant issues such as corporate governance, financial and accounting practices and corporate ethics. From time to time, the Corporation will arrange for site visits and other special presentations intended to deepen the directors' familiarity with the Corporation and its affairs.

Directors who Change Occupation

Directors who retire or otherwise leave or change their employment, should not necessarily leave the Board. In this circumstance, the Corporate Governance Committee shall review the appropriateness of a director's continued service on the Board. When continued service does not appear appropriate, the director may be asked to stand down.

Other Board Memberships

Whether service on other boards is likely to interfere with the performance of a director's duties to the Corporation depends on the individual and the nature of their other activities. The Board believes that the commitment required for effective membership on the Corporation's Board is such that directors are to consult with the Chair and the Chair of the Corporate Governance Committee prior to accepting an invitation to serve on another board.

Board Leadership

The Board elects its Chair and appoints the Corporation's CEO. As a general principle, the Board believes that the Chair and the CEO should not be the same person.

In order to monitor independent Board leadership, the Board is committed to having either an independent Chair or a lead independent director (the "Lead Independent Director"). If the Chair is not independent, the independent directors on the Board shall select from among themselves a Lead Independent Director.

Either the Chair or the Lead Independent Director, as applicable, shall chair regular meetings of the independent directors and assume other responsibilities described in the Terms of Reference for the Chair of the Board of Directors(attached as Exhibit C to these Principles) or which the Corporate Governance Committee may designate.

BOARD COMMITTEE MATTERS

Committee Structure

The Board, through the Corporate Governance Committee, shall constitute such committees as it determines necessary and as may be required by law. Each committee will have its own mandate that shall set forth the committee's responsibilities, structure and procedure. All committee mandates are to be approved by the Board.

The current committee structure and the performance of each committee is to be reviewed annually by the Corporate Governance Committee.

Assignment of Directors to Committees

The Corporate Governance Committee is responsible for proposing to the Board those individuals who will be the Chair and members of each committee on an annual basis. In preparing its recommendations, the Committee will consult with the Chair and the CEO and take into account the preferences of the individual directors. The role and responsibility of the Chair of each committee is set out in the Terms of Reference for Committee Chairs attached as Exhibit D to these Principles.

Committee assignments should be based on the director's knowledge, interests and areas of expertise. The Board believes experience and continuity are more important than rotation and that directors should only be rotated if doing so is likely to improve Committee performance or facilitate the work of the Committee.

Each of the Corporate Governance Committee, the Audit, Finance & Risk Committee and the Human Resources Committee must be comprised entirely of independent directors.

Frequency and Length of Committee Meetings

Each committee chair will develop that committee's meeting agenda through consultation with members of the committee, management and the Corporate Secretary. The chair of each committee will determine the schedule of meetings of that committee based upon an annual work plan designed to discharge the responsibilities of the committee as set out in its mandate.

BOARD OPERATIONS

Meeting Procedures

Scheduling of Board Meetings and Selection of Agenda Items

The Board holds approximately six regular Board meetings each year. Board meetings will be called, scheduled, and held in accordance with the Corporation's constituting documents, including its articles and bylaws, as well as under applicable law. The Chair and the CEO, in consultation with the Corporate Secretary, develop the agenda for each Board meeting. Directors are encouraged to suggest items they would like to have considered for the meeting agenda.

Board Materials Distributed in Advance

Information supporting Board meeting agenda items is to be provided to directors approximately seven days before the meeting. Such materials should focus attention on the critical issues to be considered by the Board.

Participation and Confidentiality

Directors are expected to prepare for, attend, and participate in meetings of the Board and the committees of which they are members. Directors have a duty to maintain the confidentiality of all non-public information of the Corporation (whether or not it is material) that they learn through their board service, including boardroom discussion and other discussions between and among directors and senior management. Directors will maintain the confidentiality of the deliberations and decisions of the Board and information received at meetings, except as may be specified by the Chair or if the information is publicly disclosed by the Corporation.

Non-directors at Board Meetings

The Chair shall ensure those Corporation officers and other members of management who attend Board meetings (1) can provide insight into the matters being discussed and/or (2) are individuals with high potential who the directors should have the opportunity to meet and evaluate. Management should consult with the Chair if it proposes that any outside advisors attend a Board meeting.

Meeting Minutes

The Corporate Secretary, or if there is no Corporate Secretary present, any Board member attendee nominated by the Chair of the Board or the Chair of the relevant committee, as applicable, will be the secretary of the meeting and will be responsible for taking minutes during the meeting.

Sessions of Independent Directors

Every in-person Board meeting shall be accompanied by an independent directors' session at which no executive directors or other members of management are present. The object of the session is to encourage free and open discussion and communication among the non-executive, independent directors. The Chair (or the Lead Independent Director if the Chair is not independent) shall chair such meetings. If the Lead Independent Director chairs such meetings, they shall regularly advise the Chair of the business of such meetings. The independent directors may also hold other meetings at such times and with such frequency as the independent directors consider necessary.

Board Compensation

Directors are required to devote significant time and energy to the performance of their duties. To attract and retain able and experienced directors, they are to be compensated competitively. The Corporate Governance Committee is responsible for reviewing the compensation and benefits of directors and making a recommendation to the Board. Directors who are employees of the Corporation receive no additional compensation for service on the Board.

Director compensation consists of cash and share-based long-term incentives. The

cash portion will be comprised of an annual retainer and may be supplemented by other fees. Long-term incentives are granted to directors in order to align with long-term shareholder interests.

Share Ownership

The Corporation shall establish share ownership requirements for directors and executive officers. Other managers of the Corporation will have share ownership guidelines. These requirements and guidelines help to more closely align the economic interests of these individuals with those of other shareholders.

Board Relationship to Senior Management

Directors have complete access to the Corporation's senior management.

The Board also encourages directors to make themselves available for consultation with management outside Board meetings in order to provide counsel on subjects where such directors have special knowledge and experience.

Access to Resources and Engagement of Advisors

The Board and each committee shall have the resources and authority appropriate to discharge their duties and responsibilities. This shall include the power to hire outside advisors without consulting or obtaining the approval of management in advance. Any individual director who wishes to engage an outside advisor should review the request with the Chair.

PERFORMANCE EVALUATIONS

Assessing Board Performance

The Board, through the Corporate Governance Committee, is responsible for developing and implementing processes for evaluating, on an annual basis, the performance and effectiveness of the Board. The purpose of these reviews is to contribute to a process of continuous improvement in executing the responsibilities of the Board and its committees.

All directors are encouraged to make suggestions on improving the practices of the Board and its committees at any time and direct those suggestions to the Chair or the appropriate committee chair.

Performance Evaluation of the CEO

The Board, through the Human Resources Committee, will annually review the CEO's performance as measured against mutually agreed goals and objectives. This review will also be used in establishing the CEO's annual compensation.

Performance Evaluation and Succession Planning of Executive Officers

The Board, through the Human Resources Committee, will annually review the performance and compensation packages of the officers of the Corporation who report directly to the CEO and any other officers whose compensation is required to be publicly disclosed and will also annually review the succession plan for the CEO and the executive officers.

RELATIONSHIPS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

The Corporation has a Shareholder Engagement Policy that outlines the roles of management and the Board when communicating with shareholders and the investment community. The CEO, CFO and the Investor Relations Department are the primary spokespeople for communications, and management will report to the Board on material shareholder comments and feedback. The Board is ultimately responsible for the supervision of the discharge by management of its shareholder communication and engagement responsibilities. Directors may also participate with management in one-on-one meetings or investor events upon management's request.

Shareholders also have the right to communicate directly with the Board through letters to the Board Chair, as well as request meetings. The Chair of the Board will consider meeting requests in consultation with the Corporate Secretary, having regard to the Corporation's Corporate Disclosure Policy.

REVIEW OF PRINCIPLES

The Corporate Governance Committee shall review these Principles periodically and report to the Board any recommendations it may have for their amendment.

NO RIGHTS CREATED

This document is a statement of broad policies and is intended to be part of the Board's flexible governance framework. While these Principles should comply with all applicable law and the Corporation's constating documents, including its articles and by-laws, these Principles do not create any legally binding obligations on the Board, any Board committee, any director or the Corporation.

Inquiries

Methanex Corporation
Corporate Secretary's Office
1800 Waterfront Centre
200 Burrard Street
Vancouver, BC V6C 3M1
Canada
Tel: (604) 661 2600

Date of Last Revision: March 2023

EXHIBIT A
TERMS OF REFERENCE FOR INDIVIDUAL DIRECTORS

I. INTRODUCTION

- A.** The Board of Directors acts collectively and exercises its powers and responsibilities as a group. No individual director has the power to act on his or her own.
- B.** As a member of the Board of Directors (the “Board”), each director will fulfill the legal requirements and obligations of a director, which include the responsibilities:
 - i) to act honestly and in good faith with a view towards the best interests of the Corporation; and
 - ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
- C.** The Board of Directors shall understand that it must operate independently of management in order to be effective.
- D.** The Terms of Reference for an Individual Director will be reviewed periodically.

II. GENERAL

A member of the Methanex Board of directors shall:

- A.** Maintain a solid understanding of the role, responsibilities and legal duties of a director.
- B.** Carry out the responsibilities as identified in the Corporate Governance Principles.
- C.** Comply with the Corporate Code of Business Conduct policy.
- D.** Regard him or herself as accountable to the shareholders as a whole, not to any individual or group of shareholders. The director serves the long-term interests of shareholders by ensuring that management appropriately addresses the concerns of other stakeholders, such as employees, customers, communities, regulators and the public at large.
- E.** Demonstrate an understanding of the difference between governing and managing, and not encroach on management’s area of responsibility.
- F.** Maintain confidentiality of all information that is learned as a director of Methanex.
- G.** Understand conflict of interest issues and declare real or perceived conflicts; and disclose contracts or arrangements in which the director has an interest.
- H.** Demonstrate support for the values and ethics of Methanex and a high standard of personal values and ethics.
- I.** Participate actively as a member or Chair of one or more committees and become knowledgeable with the mandates of those committees.

III. SKILLS AND EXPERIENCE

A member of the Methanex Board of directors shall:

- A.** Demonstrate skills and experience that are complementary to the current directors and helpful with the Corporation's current activities and strategic direction.
- B.** Utilize external relationships and resources in making a contribution and adding value to the Corporation.
- C.** Effectively apply his or her knowledge, experience and expertise to issues confronting Methanex.
- D.** Serve as a helpful resource to the Board and to management, where necessary and appropriate.
- E.** Demonstrate an ability to contribute to the making of informed business decisions.

IV. STRATEGIES AND PLANS

A member of the Methanex Board of directors shall:

- A.** Maintain and demonstrate a comprehensive understanding of the Corporation's strategic direction and annual plans; including an understanding of the Corporation's principal risks.
- B.** Contribute and add value to discussions regarding the Corporation's strategic direction.
- C.** Participate in monitoring and evaluating the CEO's and executive management's success in achieving established goals set out in the Corporation's strategic and annual plans.

V. PREPARATION, ATTENDANCE AND AVAILABILITY

A member of the Methanex Board of directors shall:

- A.** Maintain an excellent Board and committee meeting attendance record.
- B.** Attend entire Board or committee meetings, not just parts of meetings.
- C.** Attend meetings well prepared, having completed and understood the necessary background reading and having consulted other directors and/or management, if required, to evaluate and add value to agenda items presented.
- D.** Demonstrate broader preparation than just the distributed material.
- E.** Be available when needed; and be accessible and approachable.
- F.** Have the necessary time and commitment to fulfill responsibilities as a Methanex director and as a member of committees.
- G.** Participate in director orientation and continuing education initiatives.

VI. COMMUNICATION AND INTERACTION

A member of the Methanex Board of directors shall:

- A.** Interact appropriately with the leadership and management of Methanex.
- B.** Participate fully and frankly in Board deliberations and discussions; and contribute meaningfully and knowledgeably to Board discussions.
- C.** Be a team player – work effectively with fellow directors; and be a positive and constructive force within the Board.
- D.** Communicate persuasively and logically; voice concerns; listen; raise tough questions in a manner that encourages open discussion.
- E.** Be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of the discussion; exercise independent judgment.
- F.** Notify the CEO and/or Chair when introducing a significant and/or previously unknown information or material at a Board meeting.

VII. BUSINESS, CORPORATION AND INDUSTRY KNOWLEDGE

A member of the Methanex Board of directors shall:

- A.** Maintain and demonstrate a strong understanding of the business, services/products, markets, and operations.
- B.** Maintain and demonstrate knowledge of important industry trends and the competitive environment.
- C.** Maintain an understanding of regulatory, legislative, business, social and political environments within which Methanex operates.
- D.** Where appropriate, use outside contacts to increase understanding of the various issues with which the Board is concerned.
- E.** Establish knowledge of senior management team and other high potential senior employees of Methanex.
- F.** Remain knowledgeable about the Corporation's operations and visit them when appropriate.

EXHIBIT B

"Independent Director" means a person other than an Executive Officer or employee of the Corporation or any other individual having a relationship which, in the opinion of the Corporation's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. For purposes of this rule, "Family Member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. The following persons shall not be considered independent:

- (A) a director who is, or at any time during the past three years was, employed by the Corporation;
- (B) a director who accepted or who has a Family Member who accepted any compensation from the Corporation in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Corporation; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- (C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Corporation as an Executive Officer;
- (D) a director who is, or has a Family Member who is, a partner in, or a controlling Shareholder or an Executive Officer of, any organization to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Corporation's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- (E) a director of the Corporation who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Corporation serve on the compensation committee of such other entity; or
- (F) a director who is, or has a Family Member who is, a current partner of the Corporation's outside auditor, or was a partner or employee of the Corporation's outside auditor who worked on the Corporation's audit at any time during any of the past three years.

EXHIBIT C
TERMS OF REFERENCE FOR CHAIR OF BOARD

I. GENERAL

- a) The Chair shall be appointed annually by the Board of Directors.
- b) The Chair shall chair meetings of the shareholders.
- c) The Terms of Reference for the Chair of the Board shall be reviewed periodically.

II. RESPONSIBILITY FOR BOARD MEETINGS

- a) The Chair shall, in accordance with the By-laws of the Company, preside at all Board meetings and shall be responsible for the conduct and procedures to be followed at Board meetings and who may be present in addition to the directors and secretary.
- b) The Chair shall ensure the Board is properly organized, functions effectively and meets its obligations and responsibilities.
- c) The Chair shall be responsible for setting agendas for Board meetings and ensuring that adequate time is given for a discussion of each agenda item.
- d) The Chair shall fully consider the requests of directors in connection with determining the content of Board meeting agendas.
- e) The Chair shall ensure that Company management provides the Directors with timely and sufficient information in respect of each agenda item so that directors may properly understand each agenda item and the decision which is required.
- f) The Chair shall ensure that Company management provides the Directors with information and educational opportunities to allow them to keep aware of industrial, economic and other trends which may have an impact upon the Company.

III. BOARD, COMMITTEE AND DIRECTOR EFFECTIVENESS

- a) Establish annual Board Objectives in conjunction with the Corporate Governance Committee and the CEO.
- b) The Chair shall encourage debate among directors at Board meetings by drawing out the views and contributions of all directors and ensuring that disagreements are aired and resolved.
- c) The Chair shall work to build Board unity, consensus and solidarity.
- d) Serve as an ex-officio member of all Board Committees.
- e) The Chair shall ensure Committee functions are carried out and reported to the Board.
- f) The Chair shall, in conjunction with appropriate committees, review and assess director attendance, performance and compensation and size and composition of the Board.
- g) The Chair shall evaluate the Board's effectiveness and implementation of improvements including conducting peer reviews.
- h) The Chair shall participate in orientation and mentoring of new directors.
- i) The Chair shall participate in ongoing formal and informal communication with and among directors and facilitate effective communication between directors and management.

- j) The Chair shall ensure adequate opportunities to meet to discuss issues without management present.
- k) The Chair shall provide guidance to the Board to ensure consideration of interests of various stakeholders of the Company.

IV. LEADERSHIP

- a) The Chair shall provide leadership to the Board of Directors, by demonstrating integrity and ethical leadership, by creating a climate of trust, candor and openness and by championing proper corporate governance.
- b) The Chair shall, at the request of the CEO, assist in representing the Company in general industry and community context.
- c) The Chair shall respond as appropriate to shareholder concerns regarding governance issues or other matters relating to the Board.
- d) The Chair shall work with the CEO to ensure effective relations with members of the Board, shareholders, other stakeholders and the public.
- e) The Chair shall be the principal sounding board, counselor and confidant for the CEO; provide advice to the CEO; communicate with the CEO regarding concerns of the Board, shareholders and other stakeholders; and work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.

V. CHAIR AND PRESIDENT / CEO COMBINED

Where the Chair is also the President / CEO of the Company, the Chair will ensure that the Company has adequate governance structures in place to permit the Board to properly function independently of management. This shall include the appointment of a lead independent director from among the non-executive directors. The Chair shall work with the lead independent director to allow him to properly carry out his terms of reference in enhancing board effectiveness and being a liaison between board and management and among directors.

EXHIBIT D
TERMS OF REFERENCE FOR COMMITTEE CHAIRS

A. Appointment

The Chair of each committee is appointed annually by the Board of Directors upon recommendation of the Corporate Governance Committee and in consultation with the Chairman of the Board. When a Chair vacancy occurs at any time, it shall be filled in a similar manner. The Chair of each committee shall be an independent director of the Company. The Board may remove and replace a Committee Chair at any time.

B. Responsibilities

The Chair of each committee shall:

- a) Set the “tone” for the committee and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.
- b) Provide leadership to enable the committee to act as an effective team carrying out its responsibilities in accordance with its mandate;
- c) Manage the affairs of the committee, including ensuring that the committee meets as often as required to carry out its responsibilities;
- d) Chair committee meetings and facilitate open and effective discussion from committee members in respect of the matters before the committee;
- e) Provide advice regarding 1) committee chair succession and 2) committee composition so that the committee is composed of members with the skill, experience and/or necessary training relevant to the committee’s responsibilities;
- f) In consultation with management and the Corporate Secretary:
 - determine the time and locations of meetings of the committee;
 - develop meeting agendas to ensure all required business is brought before the committee to enable the committee to carry out its responsibilities consistent with the committee’s mandate; and
 - ensure committee members receive all information they require in a timely fashion and have access to resources in order to fulfill their duties.
- g) Ensure the committee and its members have access to the Company’s management necessary for the committee to undertake its responsibilities;
- h) Ensure the committee has opportunities to meet without management;
- i) Lead the committee in an annual performance review;
- j) Report to the Board at its next meeting following any meeting of the committee or the signing of a written resolution evidencing a decision or recommendation of the committee;
- k) Have the power to delegate his or her authority to another committee member; and
- l) Perform such other functions as may be necessary or appropriate to carry out his or her responsibilities.

C. Review

These Terms of Reference shall be reviewed periodically by the Corporate Governance Committee.