

**TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER
OF THE COMPANY**

- 1.1 Subject to the overall control, direction and policies of the Board, the Chief Executive Officer is responsible for the general supervision, management, organization, administration and operation of the Company and its subsidiaries in the ordinary course of business, and, subject to anything to the contrary herein, has all powers necessary to carry out his or her responsibilities. Specifically, he or she shall have the following duties, powers and authorities:
- (i) to make changes in the management organization of the Company as he or she shall consider appropriate and as shall be consistent with the policies established from time to time by the Board;
 - (ii) to prescribe the duties and responsibilities of all officers and employees of the Company, other than the Chair and the Deputy Chair;
 - (iii) to employ and discharge employees of the Company other than those whose appointments are made or confirmed by the Board;
 - (iv) to recommend to the Board the employment or dismissal or change in office of any officer of the Company whose appointments are made or confirmed by the Board;
 - (v) to suspend from duty an officer of the Company other than the Chair and to report to the Board on any such suspension;
 - (vi) to delegate to the vice-presidents and any department heads such power and authority to carry out their duties as he or she considers necessary or desirable;
 - (vii) to submit to the Board:
 - (i) annual capital and operating plans of the Company;
 - (ii) longer term capital and operating plans of the Company;
 - (iii) proposals for commitments, capital expenditures, mergers and acquisitions, disposition of assets and financing in excess of the limits of his or her authority;
 - (iv) information involving major policy in respect of labour relations, major changes in pricing policies for the Company's products and the openings or closing of any major facility; and
 - (v) such other information and materials as the Board may require from time to time;
 - (viii) to develop and maintain with senior management a strategic planning process, present such strategic plans to the Board for review and approval on a regular basis and oversee the implementation and execution of such plans;
 - (ix) to provide the Chair, the Lead Director and the Board with such information respecting the Company and its business and affairs as they may require for the due performance of their duties and functions;
 - (x) to plan and provide for management development and succession within the Company and to report at least annually thereon to the Board;
 - (xi) to act as spokesman for the Company and maintain its relations with the securityholders, investment analysts, public, government and industry and arrange for it to be appropriately represented in its relations with other companies and individuals with which it is associated in joint ventures or by way of investment;

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- (xii) to ensure the Company is operating within the parameters of the law and appropriate ethical and moral standards;
 - (xiii) to ensure that the principal risks of the Company have been identified and systems have been put in place to manage these risks;
 - (xiv) to ensure the suitability and integrity of the Company's internal control systems; and
 - (xv) in consultation with the Board and/or appropriate Board committees, to establish such policies and practice statements as may be necessary or desirable to facilitate the Company's business.
- 1.2 These powers and authorities are subject to:
- (i) any requirement of law or the by-laws of the Company that any action must be taken by the Board of directors or by the security holders;
 - (ii) any specific limitation by the Board; and
 - (iii) *[Information redacted by the Company.]*
- 1.3 The Chief Executive Officer is authorized to delegate such of his or her powers and authorities as he or she sees fit, together with power to authorize subdelegation.
- 1.4 The Chief Executive Officer shall devote his or her full time, effort and energies to the business and affairs of the Company and shall not without the prior approval of the Board act as a director of, or consultant or advisor to, any other firm or corporation (other than existing non-executive directorships at the date hereof and personal and familial investment and holding companies or firms), unless the same is affiliated or associated with the Company or unless the Company has a substantial interest therein.