



# **ROLE AND MANDATE OF THE CHAIRMAN**

**October 1, 2018**

**MEDIPHARM LABS CORP.**  
**(the “Corporation”)**

**ROLE AND MANDATE OF THE CHAIRMAN**

The responsibilities of the chairman (the “**Chairman**”) of the board of directors (the “**Board**”) of the Corporation consist of the following principal components:

**Providing Leadership to Enhance Director Effectiveness**

The Chairman should be explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves:

- ensuring that the Board works as a cohesive team and providing the leadership essential to achieve this; and
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

**Managing the Board**

The Chairman should be responsible for:

- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
  - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management of the Corporation;
  - ensuring that succession planning for the Board is carried out;
  - ensuring an adequate orientation and training program for new Board members;
  - once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and
  - ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

**Assessing the Chief Executive Officer**

The Chairman should assist the Board in assessing the performance of the Chief Executive Officer.

### **Representing the Corporation to External Groups**

The Chairman could take a leadership role in representing the Corporation and maintaining effective communication and relationships with external groups such as shareholders and other stakeholders including local community groups and governments.

### **Currency of this Mandate**

This mandate was last approved by the Board on October 1, 2018.