



## **MANDATE OF THE BOARD OF DIRECTORS**

The Board of Directors (the “Board”) has the all-inclusive responsibility for the affairs of the Company and to ensure that the business operates with the goal to enhance shareholder value and is conducted in accordance with the Company’s published Code of Business Conduct.

Two committees have been established to assist the Board in discharging its responsibilities: the Compensation, Governance and Nominating Committee and the Audit Committee. Although the Board has assigned certain tasks to these committees, the Board retains overall responsibility for all matters delegated to these committees.

In addition to matters covered by the Charter for the two committees, the Board is responsible for the following:

- To approve the strategic plan including a response to risk analysis.
- To approve the annual operating plan.
- To approve the annual capital expenditure plan and specific capital expenditures of US \$500,000 or greater.
- To approve acquisitions, divestitures, new business ventures and any significant change in the Company’s product offering.
- To appoint, supervise and evaluate senior management.
- To formulate a succession plan for the CEO and those senior officers that report directly to the CEO.
- To communicate with the public including responding to matters raised by stakeholders.
- To ensure occupational health, safety and environmental programs are established.
- To finance the business by either debt and/or equity.
- To establish the dividend policy.
- To consider recommendations from the two committees of the Board.
- To assess the effectiveness of the committees and the entire Board.