

EXECUTIVE CHAIRMAN

Introduction

The Executive Chairman is appointed by the Board when it determines that it is appropriate for the Chairman to play a more significant role in the Company. This might occur during the transition to a new CEO or, during an exceptionally challenging period for the Company.

The Executive Chairman has all the responsibilities of the Chairman while also carrying out the specific additional tasks of the Executive Chairman.

The appointment of an Executive Chairman is not intended to reduce or compromise the authority and responsibility of the CEO.

The Executive Chairman maintains an active presence in the Company communicating with management and interacting with other stakeholders. The Executive Chairman may also take on some specific management tasks at the request of the CEO. The Executive Chairman is expected to maintain a more intimate awareness of the Company's activities than a Chairman.

The Executive Chairman may be the designated temporary back-up to the CEO.

Responsibilities

- a) Acting as a sounding board and counsellor for the CEO
- b) The Executive Chairman assists the CEO by handling some of his/her communication with the Board. In particular, the Executive Chairman might brief Board members on upcoming proposals to help their smooth passage
- c) Help to smooth the transition to a new CEO
- d) Helping the CEO to deal with problems and define strategy
- e) Serve as a bridge to help the CEO develop relationships with investors, suppliers, customers and other parties
- f) Maintain communication with senior management and otherwise monitor business conditions
- g) Take on specific tasks at the request of the CEO and/or the Board
- h) Provide guidance and assistance to the CEO in the event of a major issue, or when the Company is considering a significant transaction or change in direction.
- i) Be available to fill in if required and be up to date on Company affairs beyond the level expected of a Director

CHIEF EXECUTIVE OFFICER (CEO)

Introduction

The CEO is the senior manager of the Company. The CEO is appointed by the Board acting on behalf of the shareholders of the Company.

The CEO is expected to provide the vision, leadership, decision-making and motivation to achieve outstanding results while being the custodian of the shareholders' capital.

The CEO is responsible to ensure that the Board remains fully informed and that all appropriate matters are brought before the Board for approval.

Major Duties and Responsibilities

- a) Develops and recommends to the Board a long-term strategy and vision for the Company that leads to creation of shareholder value
- b) Develops and recommends to the Board annual business plans and budgets that support the Company's long-term strategy
- c) Ensures the day-to-day business affairs of the Company are appropriately managed
- d) Consistently strives to achieve the Company's financial and operating goals and objectives
- e) Ensures that adequate Health and Safety policies are in place to avoid health and safety issues and ensures that a quick response is provided where difficulties arise or new risks are introduced.
- f) Ensures that the Board remains fully informed. This will be accomplished through direct communication with the Board for all matters that are significant. The CEO will discuss all significant issues and proposed communication with the Chairman in advance and will otherwise communicate with the Chairman on a regular basis to ensure that he is up to date. The Chairman is expected to be more intimately aware of what is going on in the organisation so that he can provide direction to the CEO with respect to his/her communication with the Board.
- g) Ensures that all matters requiring Board approval are presented to the Board in a timely and professional manner so that informed decisions are made. The Board establishes and periodically modifies approval guidelines
- h) Ensures that the Company remains in compliance of all legal requirements
- i) Ensures continuous improvement in the quality and value of the products and services provided by the Company
- j) Ensures that the Company achieves and maintains a satisfactory competitive position within its industry

- k) Fosters a corporate culture that promotes ethical practices, encourages individual integrity and fulfils social responsibility
- l) Maintains a position and ethical work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels
- m) Ensures that the Company has an effective management team below the level of the CEO, and has an active plan for its development and succession
- n) Ensures, in co-operation with the Board, that there is an effective succession plan in place for the CEO position
- o) Formulates and oversees the implementation of major corporate policies
- p) Serves as the chief spokesperson for the Company
- q) Manages shareholder relations
- r) Oversees raising of share capital and key debt financing

SENIOR INDEPENDENT DIRECTOR

The Independent members of the Board of Directors will appoint a Senior Independent Director whenever the Chairman of the Board is also the Chief Executive Officer of the Company or the Chairman is not independent. The Senior Independent Director (not to be a member of management) will be appointed to facilitate the functioning of the Board Independently of management.

The Senior Independent Director will chair all meetings when the Chairman is not available and chair meetings other than committee meetings for which there is a chair, which do not involve management members of the Board, including “in camera” sessions.

The Senior Independent Director would serve as an independent contact for other Board members on matters not deemed appropriate to be discussed initially with the Chairman.

The Senior Independent Director would also be available to counsel the Chairman and management on matters appropriate for review in advance of presentation to and discussion with the full Board of Directors.

The Senior Independent Director shall be responsible for communicating with the remaining Directors in all circumstances in which the Chairman of the Board is unavailable or in respect of matters that may be more appropriately carried forward to the remaining Directors by the Senior Independent Director respecting matters of concern to those Director or matters of importance to the Company. The Senior Independent Director shall keep the Chairman of the Board fully informed on a timely basis as to the substance of matters so communicated from and to such remaining Directors in order to render more effective and efficient the means by which matters of importance to the Company and its Directors are communicated to the Directors and to the Chairman of the Board.

The Senior Independent Director shall be appointed annually by the Independent Directors if they decide that the position continues to be appropriate and shall hold office until the next Annual Meeting or until such Senior Independent Director resigns or is removed or replaced by the outside Directors and in all circumstances shall automatically cease to be the Senior Independent Director upon ceasing to be a Director of the Company.

Annually, the Nominations and Corporate Governance Committee will evaluate the performance of the Senior Independent Director.

All determinations by the outside Directors regarding the removal or replacement of the Senior Independent Director shall be made by majority vote

DUTIES OF DIRECTORS

The Board of Directors (“the Board”) operates by delegating certain of its authorities, including spending authorisations, to management and by reserving certain powers to itself. Management’s discharge of its responsibilities is subject to continuing oversight by the Board. Subject to the Articles and By-laws of the Company, the Board retains the responsibility for managing its own affairs, including planning its composition, selecting its Chairman, nominating candidates for election to the Board, appointing committees and determining director compensation.

The Board conducts its affairs and undertakes its duties in accordance with the responsibilities set out in the Company’s “Board Charter and Matters Reserved for the Board” as amended by the Board from time to time.