



## DEXTERRA GROUP INC. (THE "CORPORATION") ENTERPRISE RISK MANAGEMENT COMMITTEE CHAIR POSITION DESCRIPTION

### Appointment

1. The Chair of the Enterprise Risk Management ("ERM") Committee will be appointed, serve and be removed at the pleasure of the Board of Directors (the "Board").

### Duties of the ERM Committee Chair

2. In addition to fulfilling his or her duties as an individual director, the duties of the ERM Committee Chair are to:
- (a) lead the ERM Committee in discharging all duties set out in the ERM Charter and as are delegated to the authority of the ERM Committee by the Board;
  - (b) take reasonable steps to ensure that the ERM members execute their duties pursuant to their Charter;
  - (c) manage the affairs of the ERM Committee to ensure that the ERM Committee is organized properly and functions effectively;
  - (d) preside at, and together with the ERM Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the ERM Committee;
  - (e) ensure that the ERM Committee meets in closed sessions with just the members of the ERM Committee;
  - (f) coordinate with the Corporate Secretary, management and advisors, as appropriate, to ensure that:
    - (i) documents are delivered to members in sufficient time in advance of ERM Committee meetings for a thorough review;
    - (ii) matters are properly presented for the ERM Committee's consideration at meetings;
    - (iii) members have an appropriate opportunity to discuss issues at each meeting;
    - (iv) members have an appropriate opportunity to question management, employees and advisors regarding ERM issues and all other matters of importance to the ERM Committee; and
    - (v) members work constructively towards their recommendations to the Board;
  - (g) communicate with each member of the ERM Committee to ensure that:

- (i) each member has the opportunity to be heard and participate in decision making; and
  - (ii) each member is accountable to the ERM Committee;
- (h) arrange for the preparation, accuracy and distribution of all minutes of the ERM Committee to its members and advisors, as appropriate;
- (i) ensure that the ERM Committee, following each meeting:
  - (i) reports to the Board regarding its activities, findings and recommendations; and
  - (ii) keeps succinct meeting minutes and makes Committee information available to any director upon request; and
- (j) assist in maintaining effective working relationships between Committee members, the Board, the CEO, advisors, executive officers and management.

Approved by the Board of Directors August 11, 2020