



## **DEXTERRA GROUP INC. (THE "CORPORATION") CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION**

### Appointment

1. The Chief Executive Officer ("**CEO**") will be appointed, serve and be removed at the pleasure of the Board of Directors (the "**Board**").

### Primary Duties of the CEO

2. In addition to fulfilling his or her duties as an individual director, the duties of the CEO are to:
  - (a) provide the Corporation with executive leadership and operational management;
  - (b) with respect to strategic leadership:
    - (i) formulate the Corporation's strategic plan in consultation with the Board;
    - (ii) present the Corporation's goals, objectives and strategic plan to the Board) for their approval;
    - (iii) update the Board regarding the Corporation's progress in reaching the approved goals, objectives and deploying the approved strategic plan;
    - (iv) implement capital and operating plans to support the strategic plan;
    - (v) update the Board regarding operational and financial matters relevant to the Corporation;
    - (vi) advise the Board of the Corporation's resources, industry and regulatory constraints and opportunities;
    - (vii) identify the risks of the strategy and suggest systems to manage such risks; and
    - (viii) fully apprise the Board throughout the year with respect to any activities or developments that are material to the Corporation.
  - (c) with respect to financial leadership:
    - (i) propose capital commitment and expenditure budgets for approval by the Board;
    - (ii) develop operating forecasts for revenues, expenditures, operational results and financial performance;
    - (iii) authorize the commitment of funds and corporate resources to fulfilling contracts, transactions and arrangements in the ordinary course of business and as approved by the Board;

- (iv) take reasonable steps to ensure that the Corporation's assets are safeguarded and optimized in the best interests of shareholders; and
  - (v) authority parameters to be approved by the Board.
- (d) with respect to administrative leadership:
  - (i) develop and maintain an effective organizational structure;
  - (ii) establish clear responsibilities for individuals within the organizational structure; and
  - (iii) establish, with the assistance of the Corporate Governance and Compensation Committee, a succession plan for executive management.
- (e) with respect to governance leadership take reasonable steps to:
  - (i) ensure that the Corporation and the executive officers are promoting a corporate culture that promotes ethical practices, integrity and accountability;
  - (ii) establish effective control mechanisms for the Corporation's operations to ensure the integrity of the Corporation's internal control and management information systems; and
  - (iv) ensure that all operations and activities of the Corporation are conducted in compliance with applicable laws, regulations, exchange requirements, governance documents approved by the Board, policies, and sound business practices.
- (f) with respect to public leadership, act as the principal spokesperson for the Corporation and oversee interactions between the Corporation, the public, investors, regulators and the media;
- (g) with respect to management, and with the assistance of the Board:
  - (i) delineate management's responsibilities; and
  - (ii) annually determine the goals and objectives to be made by management in the performance of their duties.
- (h) coordinate with management and the Corporate Secretary to ensure that:
  - (i) documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review; and
  - (ii) matters are properly presented for the Board's consideration at meetings.

May 2020