



HORIZON NORTH

CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHAIR POSITION DESCRIPTION

Appointment

1. The Chair of the Corporate Governance and Compensation Committee (the “**Committee**”) will be appointed, serve and be removed at the pleasure of the Board of Directors (the “**Board**”).
2. The Chair of the Committee must be independent as defined within *National Policy 58-201*

Duties of the Committee Chair

3. In addition to fulfilling his or her duties as an individual director, the duties of the Committee Chair are to:
 - (a) lead the Committee in discharging all duties set out in the Committee Charter and as are delegated to the authority of the Committee by the Board;
 - (b) take reasonable steps to ensure that the Committee members execute their duties pursuant to their Charter;
 - (c) manage the affairs of the Committee to ensure that the Committee is organized properly and functions effectively;
 - (d) preside at, and together with the Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Committee;
 - (e) ensure that the Committee meets in closed sessions with just the members of the Committee, at the Chair’s discretion;
 - (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 Committee meetings for a thorough review;
 - (ii) matters are properly presented for the 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 governance issues and all other matters of importance to the Committee; and
 - (v) members work constructively towards their recommendations to the Board;
 - (g) communicate with each member of the 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 Committee;
 - (h) arrange for the preparation, accuracy and distribution of all minutes of the Committee to its members and advisors, as appropriate;

- (i) ensure that the Committee, following each meeting:
 - (i) reports to the Board regarding its activities, findings and recommendations; and
 - (ii) 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.

Ratified by the Board of Directors August 11, 2020