

## SUPERIOR PLUS CORP.

### GOVERNANCE AND NOMINATING COMMITTEE CHAIR POSITION DESCRIPTION

**Core Function** - The Governance and Nominating Committee Chair (the “Chair”) manages the affairs of the Governance and Nominating Committee (the “Committee”), including ensuring the Committee is properly constituted, operates effectively and independently of management and undertakes the oversight functions as set out in the Governance and Nominating Committee Mandate. The Chair ensures the responsibilities of the Committee are well understood and respected by the Committee members and the Board of Directors (the “Board”).

**Responsibilities** - The Chair's duties, responsibilities and obligations include, but are not limited to, the following. The Chair shall:

- a) in consultation with the Chair of the Board and the CEO and with reference to the Board meeting schedule, set the dates, times and place for meetings and ensure that meetings are called and held in accordance with the Committee mandate;
- b) in consultation with the Chair of the Board, the CEO, other Committee members, the Secretary, and members of management, establish an agenda for each Committee meeting and ensure that properly prepared documents required to be reviewed by the members of the Committee are circulated to the Committee in sufficient time for study prior to the meetings;
- c) be satisfied that the Committee is composed entirely of independent directors and preside over and conduct Committee meetings;
- d) provide effective leadership and ensure the Committee is alert to its obligations to the Board, complies with its responsibilities as set out in the Committee Mandate and foster ethical and responsible decision making by the Committee and its individual members;
- e) ensure sufficient time during Committee meetings to fully discuss agenda items;
- f) ensure minutes of each meeting are placed in the minute book of the Committee and included in the next meeting materials of the Committee;
- g) following each meeting of the Committee, report to the Board on the activities, findings, and any recommendations of the Committee and be satisfied that Committee materials are available to any Director upon request;
- h) facilitate effective communication between Committee members and management, both inside and outside of Committee meetings;

- i) take all reasonable steps to be satisfied that a performance evaluation of the Committee and the Chair is conducted, soliciting input from all Committee members, other Directors and appropriate members of management;
- j) once or more annually, as the Governance and Nominating Committee determines, this Position Description will be fully evaluated and updates recommended to the Board for consideration; and
- k) chair in camera meetings of the Committee, without management and non-independent directors present, at every Committee meeting.

Most recent revision: July 30, 2015