



**SUPERIOR PLUS CORP.
BOARD DIVERSITY POLICY**

First Approved by Board: February 19, 2015	Policy Review Cycle: Annually
Current Version Approved by Board: August 13, 2019	Responsible Executive: Senior Vice President and Chief Legal Officer
Supersedes Version Approved: August 8, 2018	

Purpose

This Policy is intended to set out a framework to promote diversity on the Board of Directors (the “Board”) of Superior Plus Corp. (“Superior”).

Policy Statement

The Board recognizes that diversity among its directors will enhance decision making by the Board by utilizing the difference in perspective of the members of the Board. The Board is committed to increasing diversity on the Board and, in particular, gender diversity.

The Corporate Governance & Nominating Committee (the “CG&N Committee”) mandate includes assisting the Board by identifying and recommending individuals qualified to become members of the Board and annually evaluating the overall performance of the Board. The selection of candidates for appointment to the Board will be based on merit. Within that overriding emphasis on merit, the CG&N Committee shall seek to fill Board vacancies by considering candidates that bring a diversity of background and industry or related expertise and experience to the Board. The CG&N Committee’s considerations shall include achieving an appropriate level of diversity having regard to factors such as skills, experience, education, gender, age, ethnicity and geographic location.

Measureable Objectives

In reviewing the composition of the Board, the CG&N Committee will consider the benefits of diversity in order to maintain an optimum mix of skills, knowledge, experience, education, gender, age, ethnicity and geographic locations on the Board. The CG&N Committee will discuss and agree on the relevant measurable objectives for promoting diversity on the Board, including gender diversity (the “Measurable Objectives”) in light of the skills required on the Board at that time and make recommendations on the Measurable Objectives for consideration and approval by the Board. With respect to gender diversity, the CG&N Committee has recommended and the Board has approved the objective of attaining at least 30% female Board members within 3-5 years from the establishment of this objective in August 2018. The CG&N Committee will continue to review this objective periodically and may recommend changes to this objective and/or may recommend additional Measurable Objectives to the Board. In identifying candidates for appointment as

directors, the Board will consider candidates on merit with regard to the benefits of diversity on the Board and the Measurable Objectives which have been approved.

Monitoring and Reporting

The CG&N Committee will monitor the implementation of this Policy and report to the Board on the achievement of the Measurable Objectives. A summary of this Policy, along with the Measurable Objectives and the progress made towards achieving them, will be included on an annual basis in Superior's Management Information Circular.

Review of the Policy

The CG&N Committee will review this Policy from time to time as necessary and make recommendations on amendments, including amendments in light of changes in legal or regulatory obligations or best practices, to the Board for consideration and approval.