

## **SUPERIOR PLUS CORP.**

### **CHAIR OF THE BOARD POSITION DESCRIPTION**

***Core Function*** - The Chair of the Board (the “Chair”) along with the Board of Directors (the “Board”), assumes responsibility for the stewardship of the Corporation. The Chair manages the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively, operates independently from management, and meets its obligations and responsibilities relating to corporate governance matters.

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

- a) provide leadership in reviewing and deciding upon matters that exert major influence on the manner in which the Corporation’s business is conducted, such as corporate strategic planning, corporate governance, policy formulation and mergers and acquisitions;
- b) provide liaison between the Board and management of the Corporation and act as an advisor to and sounding board for the CEO;
- c) provide overall leadership to enhance the effectiveness of the Board and lead the activities and meetings of the Board such that the Board exercises appropriate oversight of management and adopts appropriate practices in corporate governance; chair meetings of the Board and attend committee meetings as a member or observer, as appropriate;
- d) encourage open questions and discussion and promote a spirit of collegiality at Board meetings that encourages active participation by all of the members of the Board; foster ethical and responsible decision making and a healthy governance culture;
- e) with the CEO and Corporate Secretary, establish the Board schedule in advance, co-ordinate the agenda, Board information packages and related events for Board meetings;
- f) ensure that timely and relevant information and other resources are available to the Board to adequately support its work;
- g) be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board’s mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- h) in collaboration with the Governance and Nominating Committee, support the director succession and recruitment process and in conjunction with the relevant committees of the Board, review and assess director attendance, compensation and the size and composition of the Board and its committees and make recommendations to the Board for approval;
- i) support the orientation of new and the continued education of incumbent directors;

- j) be satisfied that the Board represents and protects the interests of all shareholders and the Corporation; with the Corporate Secretary, determine meeting requirements, the related agenda, and preside as chair at all meetings of shareholders;
- k) with the Chair of the Governance and Nominating Committee, actively participate in and oversee the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees and Committee Chairs, other than that of the Board Chair;
- l) provide advice, counsel and mentorship to individual directors, to assist them to improve performance or, when appropriate, to receive notification of a director's material change in health or employment, or, when appropriate, to transition them from the Board;
- m) take reasonable steps to be satisfied that an annual performance evaluation of the Board Chair is conducted, soliciting input from all directors and appropriate members of management;
- n) once or more annually, as determined by the Governance and Nominating Committee, ensure that this Position Description will be fully evaluated and updates recommended to the Board for consideration;
- o) work with the CEO to ensure processes are in place for management to identify relevant stakeholders and their material interests and to ensure effective engagement with shareholders, other stakeholders and the public, including, where appropriate, representing the Corporation to shareholders and external stakeholders and ensuring that the Board is appropriately represented at official functions and meetings; and
- p) act as lead for Board-led stakeholder engagement and communicate with the CEO and the other members of the Board with respect to any feedback received from shareholders and other stakeholders.

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