

**STELLA-JONES INC.**  
(the “Corporation”)

**CHAIR OF THE REMUNERATION COMMITTEE**

**POSITION DESCRIPTION**

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**Appointment**

The Chair of the Remuneration Committee of the Board is appointed by the Board at the first meeting of the Board following the annual meeting of shareholders.

**Responsibilities**

The Chair of the Remuneration Committee shall provide leadership to the Committee with respect to establishing procedures to govern the Committees’ work and ensuring the Committees’ full discharge of its mandate and duties including:

1. Determining the dates and locations of meetings of the Committee in consultation with the President and CEO, the Senior Vice-President and CFO and the Secretary of the Corporation.
2. Ensuring the Committee’s activities are consistent with, and fulfill the Committee’s mandate.
3. Maintaining close contact with the Chair of the Board on all matters pertaining to the Committee.
4. Reviewing the meeting agendas to ensure all required business is brought before the Committee to enable it to carry out its duties and responsibilities in consultation with the President and CEO, the Senior Vice-President and CFO, the Secretary of the Corporation and other members of senior management of the Corporation and its subsidiaries, as appropriate.
5. Requiring the Committee to meet as many times as necessary for the Committee to carry out its duties and responsibilities effectively.
6. Reporting the Committee’s activities to the Board of Directors in a timely manner and making such recommendations to the Board on behalf of the Committee as may be required from time to time.

Reviewed and approved by the Board of Directors on November 6, 2019.