

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

**CHAIR OF THE GOVERNANCE AND NOMINATION COMMITTEE**

**POSITION DESCRIPTION**

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**Appointment**

The Chair of the Governance and Nomination Committee of the Board is appointed by the Board concurrent with the creation of the Committee and at the first meeting of the Board following the annual meeting of shareholders.

**Responsibilities**

The Chair of the Governance and Nomination Committee shall provide leadership to the Committee with respect to establishing procedures to govern the Committee’s work and ensuring the Committee’s 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 Chair of the Board and the Vice-President, General Counsel 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 the Committee to carry out its duties and responsibilities in consultation with the President and CEO, the Chair of the Board and the Vice-President, General Counsel and the Secretary of the Corporation
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 activities of the Committee 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.

Approved by the Board of Directors on November 6, 2019.