

# MANDATE OF THE CHIEF EXECUTIVE OFFICER

## Purpose

The Chief Executive Officer (the "**CEO**") of dynaCERT Inc. (the "**Corporation**") is responsible for managing the business and affairs of the Corporation within the corporate policies and mandates and authority limitations established by the Board of Directors of the Corporation (the "**Board**") from time to time. The CEO will comply with the responsibilities set out below, with the aim of managing the business and affairs of the Corporation while adhering to a high standard of ethics, business practices and regulatory compliance.

## Appointment

The CEO shall be appointed by, and serve at the pleasure of, the Board, will be a member of the Board and have the competencies and skills required by the Board. The CEO will not be an "independent" director (within the meaning of applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**")) and will not be a member of any committee of the Board (except the Safety, Health and Environmental Affairs Committees, if any), but may be invited to attend any meeting of any committee of the Board, except in camera sessions.

## Responsibilities

The CEO will have the responsibilities set out in this mandate, as well as such other responsibilities as may be required under Applicable Laws or as may be determined by the Board from time to time.

### *1. Leadership*

The CEO should provide strategic leadership and vision by working with the Board and the other senior officers to establish, implement and oversee the long-range goals, strategies, plans and policies of the Corporation.

### *2. Community*

The CEO will serve as the chief external spokesperson of the Corporation and be responsible for developing and maintaining relationships between the Corporation and its shareholders, the communities in which it operates, analysts, the media, governments, non-governmental organizations and the public generally.

### *3. Corporate Social Responsibility, Ethics and Integrity*

The CEO should:

- (a) foster a corporate culture that promotes ethical and responsible practices and decision making; and
- (b) take all reasonable steps to satisfy the Board as to the integrity of the CEO and the other senior officers and ensure that a culture of integrity is created throughout the

Corporation.

#### **4. Governance**

The CEO should:

- (a) communicate in a timely fashion with the Board on all material matters affecting the Corporation, present to the Board for consideration all material transactions not contemplated in the strategic plan and budget approved by the Board, all transactions having a value in excess of \$200,000 not in the ordinary course of business (unless contemplated in the strategic plan and budget approved by the Board) and all related party transactions (within the meaning of Applicable Laws) involving the Corporation;
- (b) communicate regularly with the Board on the performance of the Corporation and ensure that the Board is provided with the information and access to senior officers necessary to fulfill the responsibilities of the Board; and
- (c) assist the Corporate Governance with the development of mandates for the Board and the committees of the Board and in the orientation of new directors and continuing education for all directors.

#### **5. Disclosure**

The CEO should ensure a system is established to ensure appropriate and timely public disclosure of material information with respect to the business and affairs of the Corporation.

#### **6. Strategic Planning**

The CEO should recommend strategic, operating, corporate budgets and financial plans to the Board and ensure that such plans, once approved, are implemented, and report on the progress made and material deviations from such plans to the Board in a timely manner.

#### **7. Business Management**

The CEO should:

- (a) provide general management of the day-to-day operation of the business and affairs of the Corporation, consistent with the decisions of the Board; and
- (b) direct and monitor the activities and utilization of the resources of the Corporation consistent with the strategic direction of the Corporation and the then strategic, operating and financial plan approved by the Board.

#### **8. Risk Management**

The CEO should:

- (a) ensure that appropriate systems are in place to identify and manage the business risks of the Corporation and that such risks have been presented to, and reviewed with, the Audit Committee and the Board;
- (b) participate in the establishment of appropriate policies and procedures to ensure

the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Corporation in accordance with Applicable Laws; and

- (c) together with the Chief Financial Officer of the Corporation, establish and maintain (i) internal controls over financial reporting, (ii) disclosure controls and procedures, and (iii) processes for the certification of public disclosure documents, in each case in accordance with all Applicable Laws through appropriate policies and procedures.

### ***9. Organizational Effectiveness/Succession***

The CEO should:

- a) develop and maintain a strong organization with the right people in the right positions that can effectively accomplish the strategic objectives of the Corporation;
- b) ensure that the Corporation has an effective management team, that the Board has regular exposure to the senior officers and that there exists an effective plan for management development and succession; and
- c) recommend appointments as senior officers, monitor the performance of the senior officers and provide feedback and training as appropriate.

### ***10. Compensation***

The CEO should meet at least once annually with the Compensation Committee to discuss goals and objectives for, and the performance of, the other senior officers of the Corporation and to make a recommendation on their compensation.

### ***11. CEO Performance***

The CEO should participate in the discussions concerning any amendments to be made to this mandate and in the annual performance measures for the CEO.

Approved by the Board of Directors

