

CHAIR OF THE BOARD POSITION DESCRIPTION

Approved and adopted by the
Board of Directors on Oct. 9, 2024.



POSITION SUMMARY

The Chair of the Board of Directors (“Chair”) is responsible for managing the affairs and effective functioning of the Board of Directors (“Board”) of Goodfellow Inc. and its subsidiaries (the “Corporation”).

The Chair is appointed by the Board for a one-year term and is to be an independent Director, as determined by the Board with reference to the required independence criteria. A Lead Director must be appointed if the Chair is not an independent director.

In ensuring that the Board fulfills its responsibilities for the stewardship of the Corporation, the Chair will:

- Provide leadership in Board Governance and guide the Board in carrying out its responsibilities.
- Act in an advisory capacity on behalf of the Board to the Chief Executive Officer (“CEO”).
- Manage the relationship between management and the Board.

DUTIES

The Chair has the following responsibilities:

Oversight:

1. Ensure that the Board is able to act independently from management.
2. Ensure the responsibilities of the Board and management are well understood by both parties.
3. Act as a liaison between the Board and management.

Board Effectiveness:

4. Identify and address development needs or talent gaps of the Board in order to improve its effectiveness.
5. Facilitate professional and constructive communication between the Board, Directors and management.
6. Recommend the formation of Committees for approval by the Board and facilitate the integration of the Committees’ activities with the work of the Board.

Guidance and Counsel:

7. Leading by example, ensure that management and directors foster a culture of integrity.
8. Work with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board for review and approval.

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9. Provide advice to the CEO on major issues and act as a sounding-board and counselor for the CEO ensuring the CEO is aware of the concerns of the Board.
10. Provide high-level advice and guidance to Committee Chairs.

Meetings:

11. Collaborate with the CEO, Corporate Secretary and other management, as necessary, to develop agendas and schedules for Board meetings ensuring all Board tasks and required approvals are tabled.
12. Ensure proper flow of information and documents from management to the Board and sufficiently in advance to enable them to make informed decisions.
13. Chair every meeting of the Board, Annual Meeting of Shareholders and special meetings, including in-camera sessions, and encourage free and open discussion.
14. Attend, at their discretion, meetings of the Board Committees.

Summary:

15. In addition to the foregoing list of duties, the Chair of the Board may perform such other functions as may be necessary or appropriate in the circumstances as delegated by the Board.

The Board shall review this position description on an annual basis and may amend it from time to time as the Board considers advisable and as the Board may approve.