



IBI GROUP INC. CHARTER OF THE BOARD OF DIRECTORS

I. PURPOSE

The Board of Directors (the “**Board**”) of IBI Group Inc. (the “**Corporation**”), is responsible for the stewardship of the Corporation, the oversight and general supervision of the management of the business, and for acting in the best interests of the Corporation, its shareholders and its other stakeholders. The Corporation serves as a partner in the IBI Group (“**IBI Group**”), the operating entity carrying on the business of the Corporation.

The Board discharges its oversight responsibilities directly and through its committees, currently consisting of the Audit Committee, and the Governance and Compensation Committee. In addition, the Board may from time to time, appoint such additional committees as it deems necessary and appropriate in order to discharge its duties. The Board discharges its responsibility for overseeing the management of the business and affairs of the Corporation, IBI Group and their respective subsidiaries (collectively, the “**IBI Group Entities**”), by delegating responsibility for day-to-day management to senior officers of the IBI Group Entities.

The Board shall meet regularly, but not less than once each quarter. The Board will also hold regularly scheduled meetings of the independent members of the Board without management being present.

II. COMPOSITION

The Board shall be constituted at all times of a majority of “independent directors” (as defined under applicable legal requirements, and the rules of any stock exchange on which the Corporation’s securities are listed for trading).

III. RESPONSIBILITIES

The Board's mandate is the stewardship of the Corporation and oversight of its management, and its responsibilities include, without limitation to its general mandate, the following specific responsibilities:

1. Overseeing the strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the business opportunities and business risks identified by the Board and/or the Audit Committee, and to monitor performance against the strategic plan.
2. Approving the annual budget, and business plan, of IBI Group.
3. Reviewing quarterly financial reporting provided by the management of IBI Group and monitoring the operations of IBI Group.

4. Satisfying itself as to the integrity of the Chief Executive Officer, the President, and the other senior officers, and that such officers create a culture of integrity throughout the organization.
5. Assigning to the various committees of the Directors general responsibility for overseeing the Corporation's approach to: (i) the nomination of Directors; (ii) corporate governance; (iii) compensation of officers and senior employees; and (iv) financial reporting and internal controls.
6. With the assistance of the Governance and Compensation Committee:
 - a. Reviewing the size and composition of the Board, assessing director independence, and appointing the Chair of the Board and Committee Chairs and members.
 - b. Assessing, at least annually, the effectiveness of the Board as a whole, the committees of the Board, and the contribution of individual Directors.
 - c. Ensuring that an appropriate review and selection process for new nominees as Directors is in place.
 - d. Overseeing orientation and education programs for new Directors and ongoing educational opportunities for continuing Directors.
 - e. Reviewing and approving corporate objectives and goals applicable to the Corporation's senior management.
 - f. Approving the compensation of members of senior management, including the portion of the Directors' and Associate Directors' Compensation Amount (as defined in the IBI Group Partnership Agreement) to be allocated to such individuals.
 - g. Approving the policies and practices for determining the Directors' and Associate Directors' Compensation Amount, and approving the aggregate amount for each year.
 - h. Succession planning including the selection, training, appointment, monitoring, evaluation and, if necessary, the replacement of senior management to ensure management succession after taking into consideration the views of the IBI Group Management Partnership.
 - i. Professional Assistance - The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Corporation's expense including sole authority to retain and terminate any search firm to be used to identify director candidates and to approve any such firm's fees and other retention terms.
7. With the assistance of the Audit Committee:

- a. Ensuring the integrity of the Corporation's internal controls and management information systems.
 - b. Ensuring the Corporation's ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Corporation's own governing documents.
 - c. Identifying the principal risks of the business of the Corporation and IBI Group and ensuring that the appropriate systems are in place to monitor and manage these risks.
 - d. Reviewing and approving significant operational and financial matters, and providing direction to management on these matters.
 - e. Reviewing and approving the annual financial statements, interim financial reports, and related management's discussion and analysis.
8. Enhancing congruence between shareholder expectations, strategic and business plans, and management performance.
 9. Reviewing with management and approving as applicable, material transactions that affect the Corporation or its corporate structure including, but not limited to, those set out in the Authority Matrix.
 10. Monitoring and reviewing feedback provided by the stakeholders of the Corporation and the IBI Group Entities.
 11. Reviewing and revising from time to time as circumstances warrant, a corporate disclosure and communications policy to address communications with shareholders, employees, financial analysts, governments and regulatory authorities and the media.
 12. Reviewing, assessing and updating this Charter, as conditions dictate.
 13. Performing such other functions as prescribed by law or assigned to the Board in the by-laws of the Corporation or the IBI Group Partnership Agreement.

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