CONDUCT REVIEW, CORPORATE GOVERNANCE & HUMAN RESOURCES COMMITTEE CHAIR MANDATE

Role

The primary role of the Conduct Review, Corporate Governance & Human Resources Committee Chair (the "**Committee Chair**") is to:

- provide effective leadership of the Conduct Review, Corporate Governance & Human Resources Committee (the "**Committee**");
- manage the operations of the Committee, the relationships between management and the Committee; and
- ensure the successful fulfillment of the Committee's mandate and any other matters delegated to the Committee by the Board.

Appointment

The Committee Chair will be a duly elected member of the Board, be appointed by the Board each year, and satisfy applicable independence standards.

Accountabilities and Responsibilities

The Committee Chair shall have the accountabilities and responsibilities as set out below:

1. Ensure that the responsibilities and duties of the Committee, as outlined in its mandate, are well understood and effectively executed by the Committee members.

2. Chair all Committee meetings, including in camera sessions; In the absence of the Committee Chair, the other Committee members shall appoint a Committee member to chair the meeting.

3. Ensure that the Committee meets at least quarterly and as many additional times as necessary to carry out its duties effectively.

4. Promote proper flow of information to the other members of the Committee to ensure they are apprised of all matters that are material to MCAN and that fall within the scope of the Committee's mandate.

5. Set the meeting agenda with input from other Committee members, the Chair of the Board, the Chief Executive Officer, Vice President, Human Resources and the Secretary.

6. Ensure that sufficient time is allotted during Committee meetings for the effective discussion of agenda items and key issues and concerns.

7. Report to the Board on the activities and any recommendations of the Committee and act as liaison between the Committee and the Board.

8. Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.

9. Liaise with chairs of the other committees on matters of mutual interest as needed.

10. Coordinate with the Committee to retain, oversee, compensate and terminate independent advisors/counsel to assist the Committee in its activities.

11. Together with the Chair of the Board and the Committee, ensure that a performance evaluation of the CEO is conducted annually.

12. Together with the Committee, ensure that performance evaluations of the Chair of the Board, Board, Committees, Peer and Self are conducted biennially.

13. Ensure this Mandate and the Conduct Review, Corporate Governance and Human Resources Committee Mandate are reviewed annually and any recommendation for improvement be provided to the Board.

Approved: December 2025