



BOARD CHARTER

Effective as of May 9, 2025



BRAGG GAMING GROUP INC. BOARD CHARTER

1. PURPOSE AND GOAL OF THE BOARD

The board of directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”) directly, and through its committees, oversees the management of, and provides stewardship over, the Company’s affairs. The Board’s primary goal is to act in the best interests of the Company while considering the interests of the Company’s various stakeholders, including shareholders, employees, customers, suppliers and the community. The Board is obligated to act honestly and in good faith with a view to the best interests of the Company. The Board is also committed to the principles of good corporate governance and practices set out in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”). The Board, directly and through its Board committees (each a “**Committee**”, and collectively, the “**Committees**”) and the chair of the Board (the “**Chair**”) and the lead director of the Board (the “**Lead Director**”) (if applicable), shall provide direction to senior management reporting directly to the Chief Executive Officer (“**CEO**”) and all other officers appointed by the Board (collectively, “**Senior Management**”), generally through the CEO, to pursue the best interests of the Company.

2. RESPONSIBILITIES AND AUTHORITY

The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Company’s constating documents, including its articles and by-laws, as well as any restrictions and limitations or requirements set out under applicable laws, including the Canada Business Corporations Act (the “**Act**”), Canadian securities laws as well as the standards, policies and guidelines of the Toronto Stock Exchange or any exchange upon which securities of the Company are listed, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the “**Applicable Requirements**”).

The Board retains authority over the administration of its own affairs, including:

- (a) selecting the Chair;
- (b) forming Committees;
- (c) delegating powers to each Committee, subject to the Applicable Requirements; and
- (d) developing position descriptions for the Chair and the chair of each Committee (each, a “**Committee Chair**”).

The Board will develop and maintain the Company’s corporate governance approach, including developing a set of corporate governance principles specific to the Company (the “**Governance Principles**”) to guide the Board, its Committees, the Company’s officers, management and employees in completing their duties, responsibilities and obligations in relation to the Company. The Governance Principles will comply with the Act and include the best practices contained in NP 58-201 and any other practices approved by the Board.

The Board shall have the specific functions and responsibilities outlined in this Board Charter, including approving the Company’s significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring Company compliance, including Board compliance with these policies. In addition to

these responsibilities, the Board shall perform the functions and responsibilities required of a Board by the Applicable Requirements or as the Board otherwise deems necessary or appropriate.

3. ORGANIZATION

The Company's shareholders elect directors annually to the Company's Board. Elections are conducted in accordance with the Act and the Company's constating documents, including its articles and by-laws. Subject to compliance with the Applicable Requirements, the Company's constating documents and any agreements or other arrangements concerning the size of the Board, the number of directors comprising the Board is determined from time to time by the Company's shareholders or by the Board itself. At least 25% of the directors of the Board must be resident Canadians.

A majority of the directors on the Board must be "independent" in accordance with the Applicable Requirements. Under the Applicable Requirements, in order to be considered "independent", directors shall have no direct or indirect material relationship with the Company. The Board shall establish and maintain procedures and policies to ascertain director independence and address conflict of interest issues.

At each annual meeting of the Company's shareholders, the Board must permit shareholders to vote on the election of all members of the Board. Each member of the Board shall serve until the member resigns, ceases to be qualified for service as a member of the Board or is removed in compliance with the Applicable Requirements.

In accordance with Section 2(a), subject to compliance with any agreements or other arrangements concerning such matter, the directors of the Board shall designate a Chair by majority vote of the full Board directorship, following consideration of the recommendation of the Nomination and Governance Committee. The Chair shall be an independent director of the Board, unless the Board determines that it is in the best interests of the Company to not require the Chair to be independent, in which case the independent directors shall select from among their number, following consideration of the recommendation of the Nomination and Governance Committee, a further director who will act as Lead Director.

4. COMMITTEES

In accordance with Section 2(c) and Section 2(d), the Board will establish and delegate some of its responsibilities and powers, permitted under Applicable Requirements, to its Committees. At a minimum, the Board will establish an Audit Committee, a Compensation Committee, and a Nomination and Governance Committee. Subject to the Applicable Requirements, the Board may form other Committees at its discretion or merge or dissolve any Committee at any time.

- (a) Every Committee must be comprised of a majority of independent directors, with the exception of the Audit Committee, which must be comprised entirely of independent directors. The members of the Committee shall be appointed by the Board promptly following completion of each meeting of shareholders at which members of the Board are elected.
- (b) Every Committee must create and maintain a charter (the "**Committee Charter**") outlining its responsibilities, including those responsibilities set out in NP 58-201, to be approved by the Board. The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning changes to the Committee Charter for each Committee and if advisable, approve, with or without modifications, the adoption of any such changes.

- (c) Every Committee Charter must be disclosed in accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended from time to time (“**NI 58-101**”), and made publicly available on the Company’s website.

The Board shall annually evaluate the performance, and review the work, of its Committees. The Board shall annually, or as otherwise required or deemed advisable, review the recommendations of the Nomination and Governance Committee concerning the individual directors to serve on (or to depart from) the Committees and, after considering (i) the qualifications for membership on each Committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the Committees, (iii) the results of the committee and director effectiveness evaluation process, (iv) any agreements or other arrangements concerning the size, qualifications or composition of the Board, and (v) the number of boards and other Committees on which the directors serve, approve the appointment of such directors to (or departure from) the Committees as the Board deems advisable.

The Board shall appoint a Committee Chair for each Committee from the respective Committee members. If a Committee Chair is not appointed by the Board, the members of the respective Committee shall designate a Committee Chair by majority vote of the full Committee membership, provided that if the designation of the Chair is not made, then the director who was then serving as Committee Chair shall continue as Committee Chair until their successor is appointed. Notwithstanding any of the foregoing, each Committee Chair must be a member of that respective Committee.

5. FINANCIAL-RELATED MATTERS

(a) Approval of Annual Financial Reports

The Board shall review the annual audited financial statements of the Company, the auditors’ report thereon and the related management’s discussion and analysis of the Company’s financial condition and financial performance (“**MD&A**”), as well as the Audit Committee’s recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the annual financial statements and the related MD&A.

(b) Approval of Interim Financial Reports

The Board shall review the interim financial statements of the Company, the auditors’ review report thereon, if any, and the related MD&A, as well as the Audit Committee’s recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the interim financial statements and the related MD&A.

(c) Nomination and Compensation

The Board shall review the recommendations of the Audit Committee concerning the nomination and compensation of the external auditors and, if advisable, approve such nomination and compensation.

(d) Policies for Pre-Approval of Non-Audit Services

The Board shall review the recommendations of the Audit Committee concerning the policies and procedures for the retainer of the Company’s external auditors to perform any non-audit service



for the Company or its subsidiary entities and, if advisable, approve, with or without modifications, such policies and procedures.

6. HUMAN RESOURCE MANAGEMENT MATTERS

(a) Chief Executive Officer

The Board shall review the recommendations of the Compensation Committee concerning the organizational goals and objectives relevant to Chief Executive Officer compensation and, if advisable, approve, with or without modifications, such goals and objectives.

The Board shall review the recommendations of the Compensation Committee concerning (i) the appointment and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) for the Chief Executive Officer, including the adoption, amendment and termination of such agreements, arrangements or plans and, if advisable, approve, with or without modifications, such appointment and other terms of employment and (ii) the Chief Executive Officer's compensation level and, if advisable, approve, with or without modifications, such compensation.

(b) Senior Management

The Board shall review the recommendations of the Compensation Committee concerning the appointment of Senior Management and, if advisable, after consideration of the objectives of the Diversity, Equity, and Inclusion Policy of the Company, approve any such appointment.

The Board shall review the recommendations of the Compensation Committee respecting the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) of members of Senior Management to ensure that they are competitive within the industry and the form of compensation aligns the interests of each such individual with that of the Company and, if advisable, approve, with or without modifications, such compensation and other terms of any employment agreements and any severance arrangements or plans.

(c) Succession Review

At least annually, the Board shall review the succession plans of the Company for the Chair and, if applicable, the Lead Director. The Board shall also periodically review the recommendations of the Compensation Committee with respect to succession planning matters concerning Senior Management and the Chief Executive Officer, as well as general executive development programs, and, after consideration of the objectives of the Diversity, Equity, and Inclusion Policy of the Company, develop the succession plans of the Company.

(d) Director Remuneration

The Board is responsible for reviewing the recommendations of the Compensation Committee concerning the remuneration (fees and/or retainer) to be paid to, and the benefits provided, to members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and, if advisable, approve, with or without modifications, such remuneration.

(e) Integrity of Senior Management



The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other members of Senior Management and that the Chief Executive Officer and other members of Senior Management strive to create a culture of integrity throughout the Company.

(f) **Equity-Based Compensation Plans**

The Board shall review the recommendations of the Compensation Committee concerning the adoption or amendment of equity-based compensation plans of the Company and, if advisable, approve, with or without modifications, the adoption or amendment of such plans, subject to any approvals (including securityholder approval) required under the Applicable Requirements or such plans.

(g) **Other Responsibilities**

The Board shall review the recommendations of the Compensation Committee with respect to the Company's human capital management practices and strategies, including as a result of the Committee's: (i) review of reports from management to monitor the Company's culture and employee engagement; (ii) oversight of policies and programs in place to support and promote the health, safety and well-being of the Company's employees; and (iii) consideration of other environmental, social and governance ("**ESG**") practices related to the Compensation Committee's Committee Charter.

7. NOMINATION MATTERS

(a) **General**

The Board shall periodically review reports of the Nomination and Governance Committee concerning nomination matters.

(b) **Nominee Identification**

The Board shall review the recommendations of the Nomination and Governance Committee concerning the potential nominees for election or appointment to the Board and, after considering, (i) the results of the Board and director effectiveness evaluation process, (ii) the competencies, skills and other qualities that the Nomination and Governance Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the Nomination and Governance Committee considers each existing director to possess, and the competencies, skills and other qualities each new nominee would bring to the boardroom, (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members, (iv) the objectives of the Diversity, Equity, and Inclusion Policy of the Company, (v) any agreements or other arrangements concerning the size, qualifications or composition of the Board, and (vi) any applicable independence, residency or other requirements under the Applicable Requirements, approve, if advisable, with or without modifications, the individual nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting of shareholders or appointment to the Board between such meetings.

(c) **Director Independence**

The Board shall periodically review the Board's and Committees' abilities to act independently from management in fulfilling their responsibilities and in doing so the Board shall (i) review the application and evaluation by the Nomination and Governance Committee of the director independence standards applicable to members of the Board and (ii) review the recommendations of the Nomination and Governance Committee concerning a reduction or increase in the number



of independent directors and, if advisable, approve, such reduction or increase. A majority of the members of the Board shall be independent within the meaning of the provisions NI 58-101.

(d) **Board and Committee Size**

The Board shall review the recommendations of the Nomination and Governance Committee concerning a reduction or increase to the size of the Board or any Committee and if advisable, approve, such a reduction or increase.

(e) **Board Renewal**

The Board shall review the recommendations of the Nomination and Governance Committee concerning mechanisms of Board renewal (e.g., a retirement age or term limits for directors), and if advisable, approve, with or without modifications, the adoption of any such mechanisms.

(f) **Diversity, Equity and Inclusion Policy**

The Board has adopted a Diversity, Equity, and Inclusion Policy and shall review any recommendations of the Nomination and Governance Committee concerning the adoption of measurable objectives for achieving diversity on the Board.

(g) **Majority Voting**

The Board has adopted a Majority Voting Policy and shall review the recommendations of the Nomination and Governance Committee concerning resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors and if advisable, accept or reject any such resignation, in accordance with the terms of the Company's Majority Voting Policy.

8. CORPORATE GOVERNANCE MATTERS

(a) **General**

The Board shall periodically review reports of the Nomination and Governance Committee concerning corporate governance matters.

(b) **Position Descriptions**

The Board will approve position descriptions for the Chair, the Lead Director (if any), the Chief Executive Officer, and the Committee Chairs. The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning changes to such position descriptions and if advisable, approve, with or without modifications, the adoption of any such changes.

(c) **Governance Policies**

The Board has adopted the Company's Disability Accommodation Policy, Anti-Discrimination Policy, Selecting a New Supplier Policy, Diversity, Equity, and Inclusion Policy, Environmental, Social & Governance (ESG) Policy, Whistleblower Policy, Disclosure Policy, Insider Trading Policy, Majority Voting Policy, and similar or other governance policies of the Company. The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning changes to such policies or the adoption of such further governance policies and if advisable, approve, with or without modifications, the adoption of any such changes or new governance policies.

(d) **Shareholder Proposals**

The Board shall consider the appropriate action recommended by the Nomination and Governance Committee concerning shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a director of the Board) and the timeliness of the submission thereof.

9. ESG MATTERS

In addition to the specific governance matters covered by this Board Charter, the Board shall: (i) periodically review recommendations from the Nomination and Governance Committee concerning the Company's general strategy, policies and initiatives relating to material environmental (including, but not limited to, climate policy and sustainability) and social matters (including, but not limited to, diversity); and (ii) periodically review reports of the Audit Committee concerning the establishment and maintenance by management of a system of processes and controls to ensure the integrity, accuracy and reliability of material sustainability disclosures.

10. RISK MANAGEMENT

The Board is responsible for the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks.

The Board's responsibility to oversee risk management includes reviewing reports from management and Committees on the principal risks associated with the Company's business and operations (including, but not limited to, risks related to information security, ESG matters, and artificial intelligence), status of risk management activities, reviewing the implementation by management of appropriate systems to identify, assess, manage and mitigate these risks, reviewing reports by management relating to the operation of, and any material deficiencies in, these systems, reviewing reports on spending in relation to approved budgets and overseeing the financial reporting process of the Company.

The Board shall verify that appropriate internal, financial, non-financial and business control and management information systems have been established, and are being maintained, by management. The Board should review the effectiveness of the Company's system of internal controls, at minimum, on an annual basis.

To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review. Matters to be presented to the Board for review include any significant acquisitions and capital expenditures, major contracts and marketing initiatives, and significant finance-related issues.

The Board will approve the Company's annual budget and will receive reports from management in respect of the Company's actual results and a comparison of the actual results to the Company's annual budget.

11. STRATEGIC PLANNING

The Board has primary responsibility for the development and adoption of the strategic direction of the Company. The Board is responsible for adopting the Company's strategic planning process (the "**Planning Process**"). Using the Planning Process, the Board will participate with management in creating the Company's strategic plan (the "**Plan**"). The Board must approve the



Plan before its implementation. The Board shall review the Plan in light of management's assessment of emerging trends, the competitive environment, the capital markets, the significant business practices and products, the opportunities and risks for the businesses of the Company, and industry practices. The Board will not approve the Plan if the Plan does not:

- (a) recognize, and capitalize or mitigate (as applicable) the opportunities and risks of the Company's business; or
- (b) does not describe how the Company will implement the Plan to achieve the Company's long-term goals.

The Board will seek regular status reports from the Company's management in relation to the Company's performance, as compared to the Plan. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Company, and if advisable, approve any material amendments to, or variances from, the Plan.

The Board shall periodically review and, if advisable, approve the policies and processes generated by management relating to the authorization of major investments and significant allocations of capital and, at least annually, review and, if advisable, approve the Company's annual business and capital plans.

12. CODE OF BUSINESS CONDUCT AND ETHICS

The Board must adopt a written Code of Business Conduct and Ethics (the "**Code**") as part of its efforts to promote a culture of integrity and honesty throughout the Company. The Code will apply to the Board itself and the Company's management and employees.

The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning changes to the Code and if advisable, approve, with or without modifications, the adoption of any such changes.

Only the Board may grant any waivers to the Code. If the Board grants a waiver to the Code, the Board will determine if disclosure of the waiver is necessary in accordance with the Applicable Requirements. Contents of such disclosure will be in compliance with NP 58-201 and NI 58-101.

On occasion, the Board must review and analyze the conduct of Senior Management to satisfy itself that these individuals are complying with the Code and are creating a culture of integrity throughout the Company. The Board shall periodically review the reports of the Nomination and Governance Committee relating to compliance with, material departures from, and investigations and any resolutions of complaints received under, the Code. The Board shall also review the recommendations of the Nomination and Governance Committee concerning changes to the Code and if advisable, approve, with or without modifications, the adoption of any such changes.

13. CONFLICTS OF INTEREST

With respect to potential or actual conflicts of interests, in particular, directors shall comply with the Code and the Applicable Requirements and, to the extent required by the Code or the Applicable Requirements, abstain from voting on matters in which they have an interest and recuse themselves from any discussion on the matter.

From time to time on an *ad hoc* basis, if and when required or otherwise viewed by the Board as being prudent in the circumstances, the Board shall form a special Committee of disinterested



directors to review and evaluate any material related party or other significant conflict of interest transactions involving the Company (except for material transactions solely involving the Company and one or more wholly-owned subsidiaries of the Company).

14. MANAGEMENT OVERSIGHT

The Board will oversee Company's management, including:

- (a) appointing and monitoring Senior Management;
- (b) developing the CEO's position description in accordance with Section 8(b);
- (c) developing or approving the corporate goals and objectives of the CEO and of other Senior Management; and
- (d) in conjunction with the Compensation Committee, assessing the performance of the CEO and other Senior Management, taking into consideration:
 - (i) such person's position description;
 - (ii) such person's goals and objectives;
 - (iii) the Governance Principles, including the individual's adherence to the Governance Principles;
 - (iv) the efforts made by such person to promote a culture of integrity at the Company; and
 - (v) the Plan.

All management incentive plans tied to the Company's performance must first be approved by the Board.

15. COMMUNICATIONS AND DISCLOSURE

The Board will adopt a Disclosure Policy to promote consistent disclosure practices by the Company in connection with the disclosure of material information about the Company and the Company's communications with external parties, including shareholders, the media and members of the investment community.

Representatives from the Board will be present at all shareholders' meetings to respond to shareholder questions relating to the Board's activities, duties and obligations.

The Board will appoint an independent, non-executive director to be available to shareholders with concerns should shareholder communications with the Chair, the CEO, or other executive officers fail to resolve the issue or such contact is inappropriate. In addition, the Company shall maintain on its website a contact email address that will permit shareholders to provide feedback directly to the Chair or, in the event the Board has determined that it is in the best interests of the Company to not require the Chair to be independent, the Lead Director.

The Board will ensure the Company's progress and financial performance is reported to shareholders, other security holders and regulators through annual financial reporting materials, annual information form, quarterly interim reports and periodic press releases on a timely and



regular basis in accordance with the Applicable Requirements, and that reasonable steps are taken to ensure timely reporting of events, in accordance with the Applicable Requirements, having a significant and material impact on the Company.

16. MEETINGS

The Board shall meet as often as the Board considers appropriate to fulfill its responsibilities. Meetings of the Board will be called, scheduled and held in accordance with the Company's constating documents, including its articles and by-laws, as well as under the Applicable Requirements.

No business may be transacted by the Board at a meeting unless a quorum of the Board is present, as provided in the by-laws of the Company. All directors are expected to attend and be prepared to participate, including reviewing all meeting materials before every Board meeting. The Chair shall chair these meetings, unless the Chair is not an independent director, in which case the Lead Director shall chair these meetings, and in the absence of both the Chair and Lead Director, the directors of the Board present may appoint a chair from their number for such meeting.

The Board will provide at least seven days' notice of a meeting, unless all members of the Board consent to another time period or waive notice.

The Chair will seek input from the directors and Company's management, when setting each Board meeting's agenda.

Any written material to be provided to directors for a Board meeting must be distributed in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise. The Board shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Company's management and employees and the books and records of the Company.

The Board may invite to a meeting the CEO, any other member of Senior Management or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable to attend, give presentations relating to their responsibilities and otherwise participate at Board meetings in order to carry out its responsibilities.

The Company's secretary, or if there is no Company secretary, any Board member attendee nominated by the Chair of the Board, will be the secretary of the meeting. The Company's secretary will circulate minutes of all Board meetings, which shall be recorded and maintained in sufficient detail to convey the substance of all discussions held, to the Board on a timely basis and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Company's minute book.

As part of each meeting of the Board, the independent directors shall hold an *in-camera* session, without non-independent members, and members of management in attendance, and the agenda for each such Board meeting will afford an opportunity for such a session. The independent directors may also hold other meetings that are not attended by management and non-independent directors at such times and with such frequency as the independent directors consider necessary.

17. DIRECTOR EDUCATION AND TRAINING

The Board will provide newly elected directors with an orientation program to educate them on the Company, their roles and responsibilities on the Board or Committees, as well as the Company's

internal controls, financial reporting and accounting practices. The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning proposed changes to the Company's initial orientation program and continuing director education programs and if advisable, approve, with or without modifications, the adoption of any such changes. In addition, directors will, from time to time, as required, receive:

- (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and
- (b) continuing education about the Company to maintain a current understanding of the Company's business, including its operations, internal controls, financial reporting and accounting practices.

18. ASSESSMENTS

The Board, the Committees and each director will perform an annual self-assessment on its, his or her contribution and effectiveness. The Board and any Committee will consider this Board Charter, and any director will consider his or her position description, when performing a self-assessment.

The Board will assess, on at least an annual basis, any policy, procedure, guideline or standard, including this Board Charter, created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant. The Board will ensure that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard.

19. ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

To fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Company's external auditors and the Company's officers and employees and request Company information and documentation from these persons.

The Board may, in its sole discretion, retain and terminate, from a source independent of management, independent outside counsel, consultants or other advisors as it deems necessary to assist it in fulfilling its duties and responsibilities under this Board Charter. The Board may set and pay the respective reasonable compensation and oversee the work of these advisors, without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

20. ACCOUNTABILITIES OF INDIVIDUAL DIRECTORS

The accountabilities set out below are meant to serve as a framework to guide individual directors in their participation on the Board, with a view to enabling the Board to meet its duties and responsibilities.

Principal accountabilities include:

- (a) assuming a stewardship role, overseeing the management of the business and affairs of the Company;
- (b) maintaining a clear understanding of the Company, including its strategic and financial plans and objectives, emerging trends and issues, significant strategic initiatives and capital allocations and expenditures, financial position and performance, risks and

management of those risks, internal systems, processes and controls, compliance with applicable laws and regulations, governance, audit and accounting principles and practices;

- (c) preparing for and actively participating in each Board and Committee meeting by reviewing materials that have been provided in a timely manner and requesting, where appropriate, information that will allow the director to properly participate in the Board's deliberations, make informed business judgments, and exercise oversight;
- (d) absent a compelling reason, attending every meeting of the Board and each Committee of which such director is a member, and actively participating in deliberations and decisions. When attendance is not possible a director should become familiar with the matters to be covered at the meeting;
- (e) voting on all decisions of the Board or any Committees of which such director is a member, except when a conflict of interest may exist;
- (f) preventing personal interests from conflicting with, or appearing to conflict with, the interests of the Company and disclosing details of such conflicting interests should they arise;
- (g) ensuring there is sufficient time to carry out their duties and not assuming responsibilities that would materially interfere with, or be incompatible with, Board directorship. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the Committee Chair of the Nomination and Governance Committee;
- (h) ensuring serving on the boards of other public issuers does not materially interfere and is compatible with the director's ability to fulfill their duties as a director of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public issuer; and
- (i) acting in the highest ethical manner and with integrity in all professional dealings.

21. NO RIGHTS CREATED

This Board Charter is a broad policy statement and is intended to be part of the Board's flexible governance framework. While this Board Charter should comply with all the Applicable Requirements and the Company's constituting documents, including articles and by-laws, this Board Charter does not create any legally binding obligations on the Board, any Committee, any director, or the Company.

22. CHARTER REVIEW

The Board shall periodically review the recommendations of the Nomination and Governance Committee concerning changes to this Board Charter and if advisable, approve, with or without modifications, the adoption of any such changes.