



DYE & DURHAM LIMITED
(the “Corporation”)

POSITION DESCRIPTION AND MANDATE – CHIEF EXECUTIVE OFFICER

1. General

A. Purpose

This position description and mandate describes the appointment, role and responsibilities of the chief executive officer (the “CEO”) of the Corporation.

B. Applicable Legislation

This position description is subject to and shall be interpreted in a manner consistent with by-laws of the Corporation, the *Business Corporations Act* (Ontario) and any applicable legislation (including the rules and policies of the stock exchange on which the Corporation’s securities are listed), all as may be amended or amended and restated from time to time.

2. Charter

This position description should be read together with the written charter of the board of directors of the Corporation (the “Board”) as such document may be amended from time to time.

3. Office of the CEO

The Board shall appoint the CEO on terms and conditions it considers appropriate. The CEO shall report to the Board.

4. Responsibilities

A. General

The CEO shall oversee the Corporation’s strategic plan and shall have responsibility for the operation of the Corporation’s business in accordance with such plan and the operating and capital expenditure budgets as previously approved by the Board. Notwithstanding the foregoing, the following matters shall require Board approval:

- (a) decisions which are outside of the ordinary course of the Corporation’s business;
- (b) appointment of senior executive officers of the Corporation; and
- (c) such other matters as the Board may determine from time to time.

B. Specific Responsibilities

In discharging his or her responsibility for the operation of the Corporation's business, subject always to the oversight by the Board, the CEO shall:

- (a) provide leadership and direction to the Chief Financial Officer, Chief Operating Officer and General Counsel of the Corporation (the "**Executive Management Group**");
- (b) lead management of the business and affairs of the Corporation;
- (c) foster and maintain a positive image and reputation of the Corporation;
- (d) foster a corporate culture that promotes ethical practices and encourages individual integrity and initiative;
- (e) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
- (f) develop, or supervise the development of, and recommend to the Board a long-term strategy and vision for the Corporation that leads to enhancement of shareholder value;
- (g) develop an awareness of global trends in business and services specifically with a view to becoming an industry leader on strategic issues and providing leadership in managing change and ensuring that the culture of the Corporation enables it to respond to new developments;
- (h) lead the implementation of the resolutions and the policies of the Board;
- (i) supervise day-to-day management of the Corporation and ensure that the day-to-day business affairs of the Corporation are appropriately managed;
- (j) set and strive to achieve the Corporation's financial and operating goals and objectives;
- (k) oversee the annual budget process, including collecting the inputs, and comparing the Corporation's actual performance with estimates;
- (l) establish and report on operational and financial metrics;
- (m) manage the provision of capital required by the Corporation, including negotiating the procurement of debt and equity capital and maintaining the required financial arrangements;
- (n) design or supervise the design and implementation of effective disclosure and internal controls;
- (o) maintain responsibility for the integrity of the financial reporting process;

- (p) ensure that the Corporation has an effective Executive Management Group below the level of the CEO and has a plan for Executive Management Group development and succession;
- (q) serve as chief spokesperson for the Corporation (including communication with shareholders of the Corporation and regulators), subject to the direction of the Board;
- (r) manage shareholder relations policies, procedures, and information programs, including the annual and interim reports to shareholders and the Board;
- (s) perform such other duties as are regularly and customarily performed by a chief executive officer of a reporting issuer; and
- (t) assume such other appropriate responsibilities as are delegated to him or her by the Board.

C. Information Flow to the Board

The CEO will deliver information to the Board on a timely basis to keep the Board apprised of matters which are material to the Board. The CEO will coordinate with the Chair of the Board to ensure that information requested by any director of the Board is provided and meets the needs of that director.

D. Review and Approval of this Position Description and Mandate

The Board shall review, assess and approve (subject to any changes it deems appropriate) this position description and mandate on an annual basis.

This Charter was reviewed and reaffirmed by the Board on February 13, 2025.

Name	Position Description And Mandate – Chief Executive Officer
Owner	Corporate Secretary
Approved By:	Board
Most Recent Approval Date	February 13, 2025
Review Cycle	Annual
Approval History	February 13, 2025- Review and No Amendments February 13, 2024- Review and No Amendments February 2, 2022 – Review and Amendments July 16, 2020 – Document Start