

## SUPERIOR PLUS CORP.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION

***Core Function*** - The Chairman and Chief Executive Officer (the “Chairman and CEO”) has primary responsibility for the Corporation’s strategic direction and its operations and results. The Chairman and CEO is responsible and accountable that the Corporation and its management and employees conduct their business with honesty and integrity, with a view of creating sustainable and long-term value and profitable growth. In his capacity as Chairman, the Chairman and CEO, along with the Board of Directors (the “Board”), assumes responsibility for the stewardship of the Corporation. Together with the Lead Director, he manages the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively, operates independently from management, and meets its obligations and responsibilities relating to corporate governance matters.

***Responsibilities*** - The Chairman:

- a) provides leadership to the Board in reviewing and deciding upon matters that exert major influence on the manner in which the Corporation’s business is conducted, such as corporate strategic planning, policy formulation and mergers and acquisitions;
- b) provides liaison between the Board and management of the Corporation;
- c) provides overall leadership to enhance the effectiveness of the Board and leads the activities and meetings of the Board; chairs meetings of the Board and attends committee meetings as observer, if and when appropriate;
- d) in collaboration with the Governance and Nominating Committee, supports the director recruitment process and reviews and recommends Board committees, and the appointment of committee members and chairs to the Board for approval;
- e) with the Lead Director and Corporate Secretary, establishes the Board schedule in advance, co-ordinates the agenda and related events for Board meetings, and with the Corporate Secretary, coordinates the Board information packages; and with the Lead Director sets the frequency of Board meetings and establishes in advance the Board schedule;
- f) ensures the Corporation’s management and where applicable, the Board is appropriately represented at official functions and meetings; and
- g) supports the orientation of new and the continued education of incumbent directors.

***Responsibilities*** – The Chief Executive Officer:

- a) is responsible for the management of the day to day operations of the business of the Corporation in accordance with the strategic plan and business plans;

- b) has primary accountability for the profitability and growth of the Corporation and is directly accountable to the Board for all activities of the Corporation;
- c) fosters a corporate culture that promotes ethical conduct and integrity of the Corporation its management and employees as well as ensuring that the appropriate processes and rules are in place and observed so that ethical conduct and integrity is achieved in practice;
- d) is responsible for the development of the strategic plan, implementation and achievement of the annual Corporate business plan;
- e) monitors the Corporation's expenditures within approved operating and capital budgets;
- f) identifies and reviews with the Board all significant risks to the Corporation's businesses and ensures the implementation of appropriate systems and procedures to mitigate these risks;
- g) is responsible that appropriate compensation plans are in place for management as well as development of succession plans at the corporate and divisional level;
- h) monitors and evaluates the performance of the officers of the Corporation and the senior executives of its divisions. Keeps the Board informed of key officer performance;
- i) acts in a general advisory capacity to other senior corporate officers and staff and the Presidents and Officers of the divisions concerning the interest and management of the Corporation, particularly with respect to strategic planning, organization structure, business plans, financial budgets, human resources and risk management;
- j) reviews at each Board meeting recent developments, if any, that may impact the growth strategy of the Corporation;
- k) communicates with the Board to keep it up-to-date on all major developments, including timely discussion of potential developments; and
- l) fosters effective relations with stakeholders and the communities served by the Corporation; acts as a key spokesperson for the Corporation.