

MANDATE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The mandate of the Chairman of the Board of mdf commerce inc. (the “Corporation”) sets out the responsibilities of the Chairman of the Board and what is expected of him. The Chairman of the Board is appointed by the board of directors. The primary role of the Chairman is to provide guidance to the Board to ensure its effectiveness and good governance. These responsibilities and expectations are in addition to the Chairman of the Board’s responsibilities pursuant to legislation, the Corporation’s articles and by-laws as well as those which may be specifically assigned to the Chairman of the Board from time to time by the Board of Directors.

The Chairman of the Board of the Corporation has the following responsibilities:

Effectiveness of the Board

- He ensures that the members of the Board of Directors work as a team, in an effective and productive manner, and demonstrates the necessary leadership to achieve this objective.
- He ensures that the resources available to Board members (particularly relevant and timely information) are sufficient to enable Board members to fulfill their responsibilities on the Board.
- He conducts an annual formal review of the Board and its committees’ effectiveness (including the individual contribution of each director)
- He meets every year with each director individually to facilitate a discussion about his or her contribution and that of other directors.

Management of the Board

- He ensures that the Board of Directors fulfills its mandate.
- He chairs the meetings of the Board of Directors and those of the independent directors.
- He establishes, in collaboration with the President and Chief Executive Officer and the Corporate Secretary, the agenda for each meeting of the Board of Directors.
- He takes the necessary measures so that the meetings of the Board of Directors are effective and productive and that an appropriate period of time is set aside to study and consider each item on the agenda.
- Once the potential nominees for the position of director of the Corporation have been identified by the Board of Directors, he meets with such nominees to explore their interest and aptitude to sit on the Corporation’s Board of Directors.
- He participates in the supervision and orientation of new directors.
- He recommends the composition of Board committees to the Human Resources and Corporate Governance Committee.
- When deemed appropriate, attends the meetings of Board committees and provides comments and advice to the members of these committees, as needed.

Senior Management

- He ensures that that relationships between the Board and management are conducted in a professional and constructive manner.
- He facilitates effective communication between directors and management, both inside and outside of Board meetings.
- He ensures that management implements decisions of the Board and its committees.
- He maintains an effective working relationship with the President and Chief Executive Officer.
- He discusses issues relating to the Corporation's strategic direction and operations with the President and Chief Executive Officer.
- In collaboration with the President and Chief Executive Officer, he ensures that the Corporation's strategic direction, including its mission, vision and values, are defined and submitted to the directors for approval.
- In collaboration with the President and Chief Executive Officer, he monitors progress on strategic planning and implementation.
- He participates, with the Human Resources and Corporate Governance Committee and the Board, in developing the President and Chief Executive Officer's annual goals and objectives for which the President and Chief Executive Officer is responsible.

Shareholders and other stakeholders of the Corporation

- He chairs meetings of shareholders.
- He fosters strong relationships between the Corporation and key stakeholders, including investors and shareholders, together with the President and Chief Executive Officer.

Adopted on August 6, 2019 by resolution of the Board of Directors.