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1 Currency of the Document

This mandate was reviewed and approved by the Board of Directors on February 26, 2019.

2 Corporate Secretary

2.1 Position Summary

The Corporate Secretary (the “Secretary”) is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements and to enable authorized persons to determine when, how, and by whom the Board's business was conducted. In order to fulfill these responsibilities, and subject to Pason’s bylaws, the Secretary records minutes of meetings, ensures their accuracy and availability, proposes policies and practices consistent with good corporate governance, submits various reports to the Board, maintains membership records and performs other duties as the need arises and/or as defined in the bylaws.

2.2 Duties and Responsibilities

- Ensures that accurate minutes of meetings are taken, approved and maintained in the corporate records.
- Ensures that the records of Pason are maintained and filed as required by law and made available when required by authorized persons. These records may include founding documents, lists of directors, Board and Committee meeting minutes, financial reports, and other official records.
- Ensure that members of Pason and the Board maintain official records. The Secretary ensures that these records are available when required for reports, elections, referenda and other votes.
- Ensures that proper notification is given of directors' and shareholders' meetings as specified in the bylaws.
- Manages the general correspondence of the Board of Directors except for such correspondence assigned to others.
- Participates in Board meetings as a non-voting member.
- Provides items for the agenda of Board meetings as appropriate.