

## **RISK OVERSIGHT COMMITTEE CHARTER**

### **1. Purpose**

The Risk Oversight Committee (the “Committee”) shall ensure the creation and implementation of a robust and effective system to identify, assess, monitor and manage all material and relevant risks to the Company and its stakeholders.

### **2. Membership and Quorum**

The Committee shall be composed of at least three (3) members of the Board of Directors, a majority of whom shall be independent including the Chairman. At least one (1) member should possess a range of expertise and adequate knowledge of the Corporation’s risk exposures to be able to develop appropriate strategies for addressing identified key risk areas. Should the required competency be not available internally, the Committee may, at its own discretion, appoint such number of advisors, consultants and experts as it may deem fit to assist it in performing its duties.

At its meetings, two (2) directors, one of whom must be an independent director, shall be sufficient to constitute a quorum. All decisions or resolutions of the Committee must have the affirmative vote of at least two (2) members of the Committee.

If the Board decides not to constitute the Committee, the duties and responsibilities of the Committee shall be performed by the Audit Committee, and the quorum requirement shall be the same as that of the Audit Committee.

### **3. Duties and Responsibilities**

The Committee shall meet at as often as possible to:

- a. Identify, assess and prioritize business risks and estimate the potential consequence to the Corporation, and
- b. Develop a Risk Management Plan in accordance with internationally recognized frameworks that defines the strategies and activities for managing and controlling key risk factors,
- c. Oversee the implementation of the Risk Management Plan, and
- d. Review and revise the Risk Management Plan.

In addition, the Committee shall:

- a. Recommend specific policies, guidelines and procedures to address unforeseen situations for approval by the Board;
- b. Recommend a system of risk thresholds for approval by the Board of Directors;
- c. Monitor the timely and accurate reporting of risks by management;
- d. Promote the professional development and training of Risk Oversight Committee members as well as the Company’s personnel engage in both risk management and control activities and risk-taking activities;
- e. Create and promote a risk culture that requires the highest standards of ethical behavior among all personnel; and

- f. Jointly with the Company's Audit Committee, certify on behalf of the Board of Directors as to the adequacy of the Company's internal controls and risk management system in the Annual Report.

#### **4. Assessment**

The Committee's performance shall be evaluated by assessing its charter, the composition of the Committee, the number of meetings, the duties and responsibilities of the Committee and the performance of each individual member.