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**GROUPE DYNAMITE INC.**

(THE “CORPORATION”)

**CHARTER OF THE BOARD OF DIRECTORS**

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Adopted by the Board of Directors on November 7, 2024

**CHARTER OF THE BOARD OF DIRECTORS  
OF  
GROUPE DYNAMITE INC.**

**1 PURPOSE AND RESPONSIBILITY OF THE BOARD**

**1.1 Purpose**

The board of directors (the “**Board**”) of Groupe Dynamite Inc. (the “**Corporation**”) acknowledges responsibility for the stewardship of the Corporation and its business. This stewardship function includes responsibility for the matters set out in this Charter, which form part of the Board’s statutory responsibility to manage, or supervise the management of, the business and affairs of the Corporation.

**1.2 Investor Rights Agreement**

Certain aspects of the composition and organization of the Board and the committees of the Board are governed by investor rights agreements or similar agreements which may exist from time to time between the Corporation and certain of its shareholders (the “Investor Rights Agreements”). Certain of the provisions of this Charter may be modified or superseded by the provisions of the Investor Rights Agreements. In the event of a conflict between this Charter and the Investor Rights Agreements, the Investor Rights Agreements shall prevail.

**2 REVIEW OF CHARTER**

The Board shall review and assess the adequacy of this Charter annually and at such other times as it considers appropriate and shall make such changes to this Charter as it considers necessary or appropriate.

**3 DEFINITIONS AND INTERPRETATION**

**3.1 Definitions**

In this Charter:

- (a) “**Audit Committee**” means the audit committee of the Board;
- (b) “**CEO**” means the Chief Executive Officer of the Corporation;
- (c) “**CFO**” means the Chief Financial Officer of the Corporation;
- (d) “**Chair**” means the Chair of the Board;
- (e) “**Charter**” means this Charter, as amended from time to time;
- (f) “**Director**” means a member of the Board;
- (g) “**Lead Director**” means the independent lead Director of the Board, if any;

- (h) **“Human Resources and Compensation Committee”** means the human resources and compensation committee of the Board;
- (i) **“Nominating and Governance Committee”** means the nominating and governance committee of the Board;
- (j) **“Shareholders”** means the shareholders of the Corporation; and
- (k) **“Stock Exchange”** means, at any time, the Toronto Stock Exchange, and any other stock exchange on which any securities of the Corporation are listed for trading at the applicable time.

### **3.2 Interpretation**

This Charter is subject to and shall be interpreted in a manner consistent with the articles and by-laws of the Corporation, the *Canada Business Corporations Act* (the “**CBCA**”), and any other applicable legislation.

## **4 CHAIR OF THE BOARD**

### **4.1 Board to Appoint Chair**

The Chair shall be an independent Director unless an independent Director is appointed to act as Lead Director with the mandate to ensure independent oversight of the business and affairs of the Corporation.

### **4.2 Chair to Be Appointed Annually**

The Board shall appoint the Chair and the Lead Director, if applicable, annually at the first meeting of the Board after a meeting of the Shareholders at which Directors are elected; provided, however, that if the appointment of the Chair or the Lead Director, as applicable, is not so made, the Director who is then serving as Chair and the Director who is then serving as Lead Director, if applicable, shall continue to hold such office until his or her successor is appointed.

### **4.3 Position Descriptions**

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Governance Committee concerning formal position descriptions for:

- (a) the Chair;
- (b) the Lead Director if the Chair is not an independent Director;
- (c) the chair of each standing committee of the Board; and
- (d) the CEO.

## **5 REMUNERATION OF DIRECTORS AND RETAINING ADVISORS**

### **5.1 Remuneration**

Directors shall receive such remuneration for their service as the Board may determine from time to time, in consultation with the Human Resources and Compensation Committee.

### **5.2 Retaining and Compensating Advisors**

Each Director shall have the authority to retain outside counsel and any other external advisors from time to time, as necessary to fulfill his or her duties as a Director, with the approval of the chair of the Nominating and Governance Committee.

## **6 MEETINGS OF THE BOARD**

### **6.1 Time and Place of Meetings**

Meetings of the Board shall be called and held in a manner consistent with and at any location contemplated in the Corporation's by-laws. For the avoidance of any doubt, meetings of the Board may be held, at the discretion of the Board, in person, telephonically and/or by other communications medium that permits all participants to communicate adequately with each other during the meeting.

### **6.2 Frequency of Board Meetings**

Subject to the Corporation's by-laws, the Board shall meet at least quarterly.

### **6.3 Invitees**

The Board may invite any of the Corporation's officers, employees, advisors, or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

### **6.4 Confidentiality and Privilege**

The proceedings and deliberations of the Board and its committees are confidential and privileged, where applicable. Each Director shall maintain the confidentiality and privilege, where applicable, of all information received in his or her capacity as a Director of the Corporation.

## **7 IN CAMERA SESSIONS**

### **7.1 In Camera Sessions of Non-Management Directors**

In connection with each meeting of the Board, the non-management Directors shall have the opportunity to meet without any member of management being present (including any Director who is also a member of management).

## **7.2 In Camera Sessions of Independent Directors**

If there are any non-management Directors who are not independent Directors, the independent Directors shall have the opportunity to meet at the conclusion of each meeting of the Board with only independent Directors present.

## **8 DELEGATION AND RELIANCE**

### **8.1 Delegation to Committees**

The Board may establish and delegate to committees of the Board any duties and responsibilities of the Board which the Board is not prohibited by law from delegating. However, no committee of the Board shall have the authority to make decisions which bind the Corporation, except to the extent that such authority has been specifically delegated to such committee by the Board.

### **8.2 Requirement for Certain Committees**

The Board shall establish and maintain the following standing committees, each having mandates that incorporate all applicable laws and Stock Exchange requirements:

- (a) Audit Committee;
- (b) Human Resources and Compensation Committee; and
- (c) Nominating and Governance Committee.

### **8.3 Composition of Committees**

The Board shall appoint and maintain in office members of each of its committees such that the composition of each such committee is in compliance with all applicable laws and Stock Exchange requirements, having regard to the recommendations of the Nominating and Governance Committee with respect to such matters. The standing committees set out in Section 8.2 shall be comprised of directors considered independent within the meaning of Regulation 58-101.

### **8.4 Review of Charters**

On an annual basis, the Board will review the recommendations of the Nominating and Governance Committee with respect to the charters of each committee of the Board. The Board will approve such changes to the charters as it determines appropriate.

### **8.5 Delegation to Management**

Subject to applicable laws and the Corporation's articles and by-laws, the Board may designate the offices of the Corporation, appoint officers thereto, specify their duties and delegate to them the powers to manage the business and affairs of the Corporation.

## **8.6 CEO Position Description**

Having regard to recommendations of the Nominating and Governance Committee, and in consultation with the CEO, the Board shall adopt a position description for the CEO which:

- (a) defines the responsibilities of the Corporation's management; and
- (b) sets out the overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration the goals and obligations relevant to the CEO's compensation.

## **8.7 Reliance on Management**

The Board is entitled to rely in good faith on the information and advice provided to it by the Corporation's management.

## **8.8 Reliance on Others**

The Board is entitled to rely in good faith on information and advice provided to it by advisors, consultants and such other persons as the Board considers appropriate.

## **8.9 Oversight**

The Board retains responsibility for oversight of any matters delegated to any committee of the Board or to management of the Corporation.

# **9 DUTIES OF DIRECTORS**

## **9.1 Fiduciary Duty and Duty of Care**

In exercising his or her powers and discharging his or her responsibilities, a Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## **9.2 Compliance with CBCA and Constatng Documents**

A Director shall comply with the provisions of the CBCA and the Corporation's articles and by-laws.

## **9.3 Compliance with the Corporation's Policies**

A Director shall comply with all policies of the Corporation applicable to members of the Board, as approved by the Board from time to time.

## **10 RESPONSIBILITIES OF DIRECTORS**

### **10.1 Responsibilities set out in Charter**

A Director shall review and participate in the proceedings of the Board necessary in order for the Board to discharge its duties and responsibilities as set out in this Charter.

### **10.2 Orientation and Education**

A Director shall participate in any orientation and continuing education programs developed for the Directors.

### **10.3 Meeting Preparation and Attendance**

In connection with each meeting of the Board and each meeting of a committee of the Board which the Director is a member, a Director shall:

- (a) review thoroughly the materials provided to the Director by management in connection with the meeting, provided that such review is practicable in view of the time at which such material was delivered to the Director; and
- (b) attend each meeting in person to the extent practicable (unless the meeting is scheduled to be held by teleconference or videoconference).

### **10.4 Assessment and Evaluation**

A Director shall participate in such processes as may be established by the Board for assessing and evaluating the Board, its committees, and individual Directors.

### **10.5 Other Responsibilities**

A Director shall perform such other functions as may be delegated to that Director by the Board or any committee of the Board from time to time.

## **11 BOARD RESPONSIBILITY FOR SPECIFIC MATTERS**

### **11.1 Responsibility for Specific Matters**

The Board acknowledges responsibility for the matters set out in Sections 12 to 16, recognizing that these matters represent in part responsibilities reflected in requirements and recommendations adopted by applicable securities regulatory authorities and the Stock Exchanges and do not limit the Board's overall responsibility for the stewardship of the Corporation and its business or its responsibility to manage, or supervise the management of, the business and affairs of the Corporation.

### **11.2 Delegation to Committees**

Whether or not specific reference is made to committees of the Board in connection with any of the matters referred to in Sections 12 to 16, the Board may direct any committee of the Board to consider such matters and to report and make recommendations to the Board with respect to these matters.

## **12 CORPORATE GOVERNANCE**

### **12.1 Governance Practices and Principles**

The Board shall be responsible for developing the Corporation's approach to corporate governance.

### **12.2 Governance Principles**

- (a) **Governance Principles.** The Board shall review and approve, if appropriate, a set of governance principles and guidelines appropriate for the Corporation (the "**Governance Principles**") having regard to the recommendations of the Nominating and Governance Committee.
- (b) **Amendments.** The Board shall review the Governance Principles at least annually and adopt such changes to the Governance Principles as it considers appropriate from time to time having regard to the recommendations of the Nominating and Governance Committee.

### **12.3 Governance Disclosure**

- (a) **Approval of Disclosure.** The Board shall approve disclosure about the Corporation's governance practices in any document before it is delivered to the Corporation's shareholders or filed with any securities regulatory authorities or the Stock Exchanges having regard to the recommendations of the Nominating and Governance Committee.
- (b) **Determination that Differences Are Appropriate.** If the Corporation's governance practices differ from those recommended by applicable securities regulatory authorities or the Stock Exchanges, the Board shall consider these differences and why the Board considers them to be appropriate having regard to the recommendations of the Nominating and Governance Committee.

### **12.4 Certification**

The Board shall review and approve, before it is filed, each certification required to be delivered by the Corporation's CEO or CFO to any Stock Exchange with respect to the Corporation's compliance with the corporate governance provisions of its listing agreement.

### **12.5 Delegation to Nominating and Governance Committee**

The Board may direct the Nominating and Governance Committee to consider the matters contemplated in this Section 12 and to report and make recommendations to the Board with respect to these matters.

## **13 RESPONSIBILITIES RELATING TO MANAGEMENT**

### **13.1 Integrity of Management**

The Board shall, to the extent feasible, satisfy itself:



- (a) as to the integrity of the CEO and other executive officers of the Corporation; and
- (b) that the CEO and other executive officers of the Corporation create a culture of integrity throughout the organization.

### **13.2 Succession Planning**

- (a) **General.** The Board shall be responsible for succession planning, including appointing, training, and monitoring the performance of the executive officers of the Corporation.
- (b) **CEO Succession.** Having regard to the recommendations of the Nominating and Governance Committee, the Board shall adopt:
  - (i) policies and principles regarding identifying and evaluating candidates as potential successors to the CEO; and
  - (ii) policies regarding succession in the event of an emergency or the retirement of the CEO.

### **13.3 Goals and Objectives of CEO**

The Board shall receive recommendations of the Human Resources and Compensation Committee with respect to the corporate goals and objectives that the CEO is responsible for meeting and shall approve those goals and objectives as appropriate.

### **13.4 Executive Compensation Policy**

The Board shall receive recommendations of the Human Resources and Compensation Committee and make such determinations as it considers appropriate with respect to:

- (a) the CEO's compensation;
- (b) the compensation of the other executive officers;
- (c) the compensation of the Directors;
- (d) incentive-compensation plans;
- (e) equity-based compensation plans; and
- (f) policies relating to the determination and payment of bonuses and benefits.

## **14 OVERSIGHT OF THE OPERATION OF THE BUSINESS**

### **14.1 Risk Management**

Taking into account the reports of management and such other persons as the Board may consider appropriate, the Board shall identify the principal risks of the Corporation's business and satisfy itself as to the implementation of appropriate systems to manage these risks.

## **14.2 Strategic Planning**

The Board shall:

- (a) adopt a strategic planning process and shall approve, on at least an annual basis, a long-term business strategic plan which take into account, among other things, the opportunities, and risks of the Corporation's business;
- (b) assess the appropriateness of the Corporation's objectives, whether the strategies are reasonably capable of being executed successfully, and whether its strategies, if successfully executed, are reasonably likely to achieve the stated objectives;
- (c) periodically review and, if advisable, approve the policies and processes generated by management relating to the authorization of major investments and significant allocations of capital;
- (d) monitor management's implementation of the business and strategic plan and the Corporation's progress towards achieving its objectives; and
- (e) ensure that all significant corporate transactions are submitted for its approval.

## **14.3 Internal Control and Management Information Systems**

The Board shall review the reports of management and the Audit Committee concerning the integrity of the Corporation's internal control and management information systems and, where appropriate, require management (overseen by the Audit Committee, as appropriate) to implement changes to such systems to ensure the integrity of such systems.

## **14.4 Disclosure Policy and Feedback Process**

- (a) The Board shall adopt a disclosure policy for the Corporation's communications with Shareholders, the investment community, the media, governments and their agencies, employees, and the general public, having regard to the recommendations of management and the Nominating and Governance Committee. Such policy shall be developed with reference to the requirements and recommendations of applicable securities laws and Stock Exchange requirements.
- (b) The Board shall establish a process pursuant to which the Board can receive feedback from securityholders and other stakeholders.

## **14.5 Financial Statements**

- (a) The Board shall receive regular reports from the Audit Committee with respect to the integrity of the Corporation's financial reporting system and its compliance with all regulatory requirements relating to financial reporting.
- (b) The Board shall review the recommendation of the Audit Committee with respect to the annual financial statements of the Corporation to be delivered to Shareholders. If appropriate, the Board shall approve such financial statements.

## 14.6 Capital Management

The Board shall receive regular reports from management on the structure and management of the Corporation's capital.

## 14.7 Business Code of Conduct

- (a) **Adoption of Business Code of Conduct.** The Board will adopt a business code of conduct for the Corporation (the "**Code**") having regard to the recommendations of the Nominating and Governance Committee. In adopting the Code, the Board will consider the recommendations of the Nominating and Governance Committee concerning its compliance with applicable laws and Stock Exchange requirements and other recommended best practices in governance.
- (b) **Compliance and Disclosure.** The Board will direct the Nominating and Governance Committee to monitor compliance with the Code and recommend disclosures with respect thereto. The Board will consider any report of the Nominating and Governance Committee concerning these matters, and will approve, if determined appropriate, the disclosure in respect of the Code.
- (c) **Waivers.** The Board shall consider any report of the Nominating and Governance Committee with respect to any waiver granted to a Director or an executive officer of the Corporation from complying with the Code and shall approve or reject such request as it deems appropriate.

## 15 NOMINATION OF DIRECTORS

### 15.1 Nomination and Appointment of Directors

- (a) The Board shall nominate individuals for election as Directors by the Shareholders, having regard to the recommendations of the Nominating and Governance Committee.
- (b) The Board shall adopt a process (having regard to the recommendations of the Nominating and Governance Committee) pursuant to which the Board shall consider:
  - (i) what competencies and skills the Board, as a whole, should possess;
  - (ii) what competencies and skills each existing Director possesses and which the Board, as a whole, possesses;
  - (iii) diversity on the Board, including diversity based on gender, sexual orientation, ethnicity, culture, heritage, education, and any other relevant considerations;
  - (iv) the mechanisms that should be adopted to ensure periodic Board renewal;
  - (v) the personality, integrity, and other qualities of each Director; and

- (vi) the appropriate size of the Board, with a view to facilitating effective decision-making.

## **16 BOARD EFFECTIVENESS**

### **16.1 Director Orientation and Continuing Education**

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Governance Committee concerning:

- (a) a comprehensive orientation program aimed at ensuring that all new Directors understand the nature and operations of the Corporation's business, the role of the Board and the committees of the Board and the contribution that individual Directors are expected to make to the Board; and
- (b) a continuing education program for all Directors that enables them to enhance their skills and abilities as Directors and ensure that their knowledge of the Corporation's business remains current.

### **16.2 Board, Committee and Director Assessments**

The Board shall adopt a process having regard to the recommendation of the Nominating and Governance Committee for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis.

### **16.3 Annual Assessment of the Board**

Each year, the Board shall assess its performance and effectiveness and review this Charter in accordance with the process established by the Nominating and Governance Committee.

Approved by the Board of Directors of the Corporation on November 7, 2024.