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**GROUPE DYNAMITE INC.**

**(THE “CORPORATION”)**

**CHAIR OF THE AUDIT COMMITTEE**

**POSITION DESCRIPTION**

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Adopted by the Board of Directors of the Corporation on November 7, 2024

**GROUPE DYNAMITE INC.**

**POSITION DESCRIPTION**

**CHAIR OF THE AUDIT COMMITTEE**

**1 GENERAL**

**1.1 Purpose**

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the audit committee (the “**Committee**”) of the board of directors (the “**Board**”) of Groupe Dynamite Inc. (the “**Corporation**”).

**1.2 Articles, By-Laws and Applicable Laws**

This position description 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*, and any other applicable legislation.

**1.3 Audit Committee Charter**

This position description should be read together with the charter of the Committee (the “**Charter**”), as the Charter may be amended from time to time.

**2 CHAIR OF THE AUDIT COMMITTEE**

**2.1 Appointment**

The Board shall appoint the Chair from the members of the Committee.

**2.2 Term**

The appointment of the Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders of the Corporation at which directors of the Corporation (the “**Directors**”) are elected; provided, however, that if the appointment of the Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

**2.3 Remuneration**

The Chair shall receive such remuneration as the Board may determine from time to time, in consultation with the human resources and compensation committee of the Board.

### **3 RESPONSIBILITIES OF THE CHAIR OF THE AUDIT COMMITTEE**

#### **3.1 Audit Committee Leadership**

The Chair shall provide leadership to the members of the Committee with a view of enabling the Committee to discharge its duties and responsibilities as set out in the Charter, including by promoting:

- (a) a thorough understanding of:
  - (i) the duties and responsibilities of the Committee; and
  - (ii) the relationship between the Committee and each of the Corporation's management, internal auditor, if any, and external auditor;
- (b) open and constructive discussions between the members of the Committee; and
- (c) effective decision-making by the Committee.

#### **3.2 Audit Committee Liaison**

The Chair shall be the liaison between the Committee and each of the Corporation's management, internal auditor, if any, and external auditor, promoting open and constructive discussions between them.

#### **3.3 Flow of Information**

The Chair shall promote the proper flow of information to the members of the Committee to keep them fully apprised of all relevant matters.

#### **3.4 Meetings of the Audit Committee**

In connection with the meetings of the Committee, the Chair shall be responsible for:

- (a) scheduling the meetings of the Committee;
- (b) organizing and presenting the agenda for the meetings of the Committee based on input from the other members of the Committee;
- (c) monitoring the adequacy of the materials provided to the members of the Committee by management of the Corporation in connection with the deliberations of the Committee;
- (d) ensuring that the members of the Committee have sufficient time to review the materials provided to them and to fully consider the business that comes before the Committee; and
- (e) presiding over the meetings of the Committee.

### **3.5 Other Responsibilities**

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Committee or the Board from time to time.

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