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**DYNAMITE
GARAGE**

GROUPE DYNAMITE INC.

(THE “CORPORATION”)

**CHAIR OF THE NOMINATING AND GOVERNANCE
COMMITTEE**

POSITION DESCRIPTION

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

GROUPE DYNAMITE INC.

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CHAIR OF THE NOMINATING AND GOVERNANCE COMMITTEE

1 GENERAL

1.1 Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the nominating and governance 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 Nominating and Governance 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 NOMINATING AND GOVERNANCE 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 NOMINATING AND GOVERNANCE COMMITTEE

3.1 Nominating and Governance 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 members of the Committee and each of the Corporation's management and any governance consultant or other advisor retained by the Committee;
- (b) open and constructive discussions between the members of the Committee; and
- (c) effective decision-making by the Committee.

3.2 Nominating and Governance Committee Liaison

The Chair shall be the liaison between the Committee and each of the Corporation's management and any governance consultant or other advisor retained by the Committee, 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 Nominating and Corporate Governance 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 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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