



GIVEX CORP.

**COMPENSATION, NOMINATING AND GOVERNANCE
COMMITTEE CHAIR POSITION DESCRIPTION**

(Adopted and approved by the Board on November 30, 2021)

Purpose

The chair (the “**Chair**”) of the Compensation, Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Givex Corp. (the “**Company**”) has the responsibilities and duties described below.

I. APPOINTMENT AND QUALIFICATION

The Chair will be appointed, serve and be removed in accordance with the Committee’s Charter (the “**Charter**”). The Chair will be “independent” as that term is defined in applicable laws, regulations, rules and listing standards.

II. DUTIES OF THE CHAIR

In addition to fulfilling his or her duties as an individual director, the duties of the Chair are to:

Leadership

- (a) serve as the Committee’s role model for responsible, ethical and effective decision-making;
- (b) independently and effectively lead the Committee in discharging all duties set out in its Charter and as are delegated to the authority of the Committee by the Board;

Ethics

- (c) foster effective, ethical and responsible decision-making by the Committee and its individual members;

Governance

- (d) oversee all aspects of the Committee’s direction and administration in fulfilling the terms of the Charter;
- (e) manage the affairs of the Committee to ensure that the Committee is organized properly and functions effectively;
- (f) with the Board’s input, oversee the structure, size, composition, membership (including independence and expertise) and activities delegated to the Committee;

Education

- (g) monitor developments and best practices relating to the Committee’s mandate and provide information and guidance to the Committee regarding such developments and practices and their potential adoption by the Company;

Committee Meetings

- (h) ensure the Committee meets as frequently as necessary to carry out its duties effectively and ensure that there is sufficient time during Committee meetings to fully discuss all business properly put before the Committee;
- (i) ensure that notice of all meetings of the Committee are provided to all Committee members, the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”) and the President;
- (j) chair, and together with the members of the Committee, management and external advisors, as appropriate, call, and set the agenda and determine the time and place for each Committee meeting, provided that if the Chair is not present, the members of the Committee, by a majority vote may select another Committee member to preside at the Committee meeting;
- (k) ensure that the Committee meets periodically in closed session with management and meets periodically without management present and chair each such session;
- (l) coordinate with the CFO and Corporate Secretary and management to ensure that:
 - (i) materials are delivered to Committee members in sufficient time in advance of Committee meetings for a thorough review;
 - (ii) matters are properly presented for consideration at Committee meetings;
 - (iii) Committee members express their viewpoints;
 - (iv) Committee members have an appropriate opportunity to question senior officers, management, employees, external auditors, experts and advisors regarding financial results, internal controls, the collection of financial information and all other matters of importance to the Committee; and
 - (v) Committee members work together constructively towards their recommendations to the Board;

Communication and Accountability

- (m) communicate with each Committee member and management to ensure that:
 - (i) each Committee member is heard and participates in decision making;
 - (ii) Committee members receive information from and are exposed to presentations from management to fulfill their Charter obligations; and
 - (iii) each Committee member is accountable to the Committee;
- (n) maintain effective communication and working relationships between Committee members, the Board, management and advisors;

- (o) arrange for the preparation, accuracy and distribution of Committee minutes to the Committee, the Board and the CEO, CFO and President;
- (p) ensure that the Committee promptly reports to the Board regarding its activities, findings and recommendations and makes Committee information available to any director upon request;
- (q) ensure that the Committee annually reviews and assesses its performance, effectiveness and contribution;

Advisors and Resources

- (r) ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;
- (s) coordinate with the Committee to retain, oversee and compensate independent advisors to assist the Committee in its activities; and

Other Duties

- (t) perform such other duties and responsibilities as may be delegated by the Board from time to time.