

MANDATE OF THE CHAIR OF THE BOARD OF DIRECTORS

The mandate of the Chair of the Board of Metro Inc. (the "Corporation") sets out the responsibilities of the Chair of the Board and what is expected of him or her. These responsibilities and expectations are in addition to the Chair of the Board's responsibilities pursuant to applicable legislation, the responsibilities and powers assigned to the Chair of the Board pursuant to the Corporation's articles and by-laws as well as those which may be specifically assigned to the Chair of the Board from time to time by the Board of Directors.

The Chair of the Board of the Corporation is responsible for the overall leadership of the Board of Directors and has the following responsibilities:

Effectiveness of the Board

- Ensuring that the members of the Board of Directors work as a team, in an effective and productive manner, and demonstrating the necessary leadership to achieve this objective;
- Ensuring that the Board of Directors has the administrative support necessary to perform its work;
- Ensuring that directors receive accurate, timely, complete, relevant, honest and clear information to perform their duties;
- Upholding rigorous standards of preparation for Board meetings so that all directors have read the materials in advance to ensure effective discussions and decision making.

Management of the Board

- Ensuring that the Board of Directors fulfills its mandate;
- Chairing the meetings of the Board of Directors and the meeting of directors without management being present;;
- Establishing, with the President and Chief Executive Officer, the agenda for each meeting of the Board of Directors;
- Taking the necessary measures so that the meetings of the Board of Directors are effective and productive and that an appropriate period of time is set aside to study and consider each item on the agenda;
- Once potential nominees for the position of director of the Corporation have been identified by the Corporate Governance and Nominating Committee, meeting with such potential nominees to explore their interest and aptitude to sit on the Corporation's Board of Directors;
- Meeting at least once a year with Board members to seek their feedback on Board and committee effectiveness and other matters;
- Attending the meetings of Board committees and providing comments and advice to members of these committees, as needed;
- Recommending Committee Members and Chairs for their appointment.

Senior executives, shareholders and other stakeholders of the Corporation

- Fostering a strong working relationship between the Board of Directors and senior management. Specifically, the Chair periodically meets with the President and Chief Executive Officer to discuss issues relating to governance and the Corporation's operations and results, and keeps the President and Chief Executive Officer informed of any comments and advice from directors;
- Chairing meetings of shareholders;
- Together with the President and Chief Executive Officer, fostering effective communication and strong relationships between the Corporation and key stakeholders including investors and shareholders;
- Ensuring that the Board participates in the Corporation's strategic planning process.