

MANDATE OF THE BOARD OF DIRECTORS

1. Purpose

The Board of Directors (the “**Board**”) is elected by the shareholders and is responsible for overseeing the management of the business and affairs of the Company in all respects.

2. Scope

The responsibilities of the Board extend to Metro Inc., its affiliated entities and their divisions. In this mandate, the word “Company” refers to Metro Inc., its affiliated entities and their divisions.

3. Composition and Organization

- 3.1 The Board determines its composition, size and the qualifications of its members taking into account applicable legal requirements and best practices.
- 3.2 Directors must have the knowledge, experience, skills and expertise and meet the expectations as determined by the Board from time to time.

4. Duties and Responsibilities

In addition to decisions requiring the Board's approval pursuant to the law or the Company's articles and by-laws, the Board assumes the responsibility for the following matters, either directly or through one of its committees:

4.1 Strategic planning and risk oversight

- 4.1.1 the approval of the Company's strategic plan and the oversight of its execution, the Board reviewing on an annual basis such plan to take into consideration relevant opportunities and risks;
- 4.1.2 the oversight and monitoring of the principal risks associated with the Company's activities to ensure the Company has appropriate systems, programs and practices to manage these risks;

4.2 Human resources

- 4.2.1 the appointment of the Company's senior executive officers;
- 4.2.2 the oversight of the Company's compensation philosophy and related practices;
- 4.2.3 the approval of objectives relevant to the President and Chief Executive Officer, the Executive Vice-President, Chief Financial Officer and Treasurer, and the Executive Vice-President and Chief Operating Officer;
- 4.2.4 the evaluation of the performance of the President and Chief Executive Officer with respect to objectives and the tracking of progress against such objectives of the Executive Vice-President, Chief Financial Officer and Treasurer and the Executive Vice-President and Chief Operating Officer;
- 4.2.5 the approval of the compensation of the Company's senior executive officers;
- 4.2.6 the oversight of the succession plans of the Company's senior executive officers;

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4.2.7 the establishment of rules of ethics for the directors, officers and employees of the Company and ensuring their application;

4.2.8 the monitoring of any major labour relations or human resources issues;

4.3 Audit matters

4.3.1 the review and approval of a policy dealing with the Company's disclosure of material financial information to shareholders and the public at large as well as the oversight of its application;

4.3.2 the review and approval of the Company's audited annual and interim financial statements, the MD&A, and all press releases relating to the financial statements;

4.3.3 the review and approval of all material disclosure documents, including the Annual Report, Annual Information Form and the Management Proxy Circular;

4.3.4 the oversight and monitoring of the integrity of the Company's internal control and management information systems;

4.3.5 the appointment, subject to approval by shareholders, and, when deemed advisable, the termination of the external auditor;

4.3.6 the appointment and, when deemed advisable, the replacement, reassignment or termination of the individual leading the internal audit function; and

4.3.7 the review of the qualifications, performance and independence of the external auditor and the internal audit function.

4.4 Corporate responsibility

4.4.1 the oversight of the Company's activities with respect to the Company's corporate purpose and corporate responsibility, which includes environmental, social and governance matters (ESG), and the approval of the Company's Corporate Responsibility Plan and related disclosure;

4.5 All other important decisions

4.5.1 the approval of all other important decisions including those relating to material investments and transactions;

5. Corporate governance

With regards to corporate governance, the Board:

5.1 develops the Company's approach to corporate governance and its corporate governance principles; and

5.2 ensures that the Company complies with the relevant corporate governance guidelines and disclosure requirements.

6. Board Structure and Composition

With regards to the structure of the Board and its composition, the Board:

- 6.1 identifies and recommends to the shareholders the nominees proposed to be elected as directors;
- 6.2 is responsible for succession planning at the Board level and elaborates a selection process for new directors;
- 6.3 develops and provides an orientation and education program for new directors as well as a continuing education program for all directors.
- 6.4 determines and approves director compensation;
- 6.5 reviews the indemnification procedure regarding directors' liability as well as directors' liability insurance coverage;
- 6.6 self-assesses its own effectiveness as well as that of its committees and of individual directors; and
- 6.7 establishes the committees or subcommittees which it considers advisable for the performance of the Board's duties and responsibilities and approves their mandate.

7. Management

Management is responsible for the day-to-day management of the Company's operations. The Board approves the general goals for the Company which management is responsible for meeting.

The Board's main expectations of management are the protection of the Company's interests and the long-term maximization of the shareholders' investment, while striking a proper balance with the short- and medium-term goals, as well as the interests of the employees, the customers and the stakeholders of the Company.

8. Outside consultant

The Board of Directors has the authority to retain, at the expense of the Company, any outside consultant necessary to allow it to carry out its duties.