



HIGHWOOD
ASSET MANAGEMENT LTD.

CFO POSITION DESCRIPTION AND MANDATE

**HIGHWOOD ASSET
MANAGEMENT LTD.**

The Chief Financial Officer (the "**CFO**") of Highwood Asset Management Ltd. (the "**Corporation**") has the responsibility and specific duties described below:

1. Appointment

The CFO will be appointed by the Board of Directors (the "**Board**") and will have the competencies and skills recommended by the Chief Executive Officer (the "**CEO**") and determined by the Board.

2. Responsibility

The CFO provides effective financial leadership to the Corporation to grow value responsibly, in a profitable and sustainable manner. With the CEO, the CFO sets the "tone" for management of the Corporation ("**Management**") to foster ethical and responsible decision making, appropriate management and best-in-class corporate governance practices.

3. Specific Duties

The CFO will:

- (a) *Leadership*
 - (i) provide financial leadership and vision to manage the Corporation in the best interests of its shareholders;
 - (ii) with the CEO, provide leadership in setting the Mission, Vision, Principles, Values, Strategic Plan and Annual Operating Plan of the Corporation, in conjunction with the Board; and
 - (iii) with the CEO, lead the growth of the Corporation's energy business in a profitable and sustainable manner through resourceful people, capitalizing on superior assets and innovation and operating in a socially responsible manner,
- (b) *Community*
 - (i) be a community leader and ensure that the Corporation contributes to the well-being and improvement of the communities in which it operates; and
 - (ii) serve as an external spokesperson and liaison for the Corporation including effectively managing relations with the Corporation's external stakeholders, especially stakeholders in the financial and investment communities,
- (c) *Corporate Social Responsibility, Ethics and Integrity*
 - (i) serve as the Corporation's governance liaison to financial rating agencies;
 - (ii) with the CEO, provide leadership to Management in support of the Corporation's commitment to Corporate Social Responsibility; and

- (iii) foster ethical and responsible decision making by Management,
- (d) *Governance*
 - (i) with the Corporate Governance and Nominating Committee, the CEO and other members of Management, as needed, ensure appropriate and timely disclosure of material information,
- (e) *Strategic Planning*
 - (i) with the CEO, ensure the development of a Strategic Plan for the Corporation to maximize shareholder value and recommend it to the Board for review and, in the Board's discretion, approval; and
 - (ii) with the CEO, ensure the implementation of the Strategic Plan and report to the Board in a timely manner on deviations from the Strategic Plan or any parameters established by the Board,
- (f) *Financial and Accounting Management*
 - (i) provide general supervision and management of the day-to-day financial and accounting affairs within the guidelines established by the Board, consistent with decisions requiring prior approval of the Board and the Board's expectations of Management;
 - (ii) with the CEO, ensure the development of an Annual Operating Plan including business plans, operational requirements, organizational structure, staffing and budgets that support the Strategic Plan;
 - (iii) with the CEO, ensure the implementation of the Annual Operating Plan and direct and monitor the activities and resources consistent with the strategic direction, financial limits and operating objectives approved by the Board;
 - (iv) ensure the Corporation maintains an appropriate capital structure to support its Annual Operating Plans and Strategic Plans;
 - (v) ensure the Corporation has sufficient liquidity to implement its business plans;
 - (vi) with the CEO, develop formal Authority Guidelines for Board's review and approval, delineating authority retained by the Board and authority delegated to the CEO and the other members of senior management. The Authority Guidelines shall also clearly state matters which should be presented to the Board and its Committees. These matters shall include significant changes to management structure and appointments; strategic and policy considerations; major marketing initiatives; significant agreements, contracts and negotiations; significant finance related and other general matters; and
 - (vii) approve commitments within the limits of delegated approval authorities,

- (g) *Risk Management, Financial Reporting and Regulatory Compliance*
 - (i) with the CEO, provide the Board assurance that the proper systems are in place to identify and manage business risks and that such risks are acceptable to the Corporation and are within the guidelines established by the Audit Committee and the Board;
 - (ii) with the CEO, ensure the accuracy, completeness, integrity, timeliness and appropriate disclosure of the Corporation's financial statements and other financial information through appropriate policies and procedures;
 - (iii) on behalf of the Audit Committee, liaise with the external auditors to ensure that the quarterly reviews and annual audits are conducted effectively and efficiently, and timely and complete responses are provided to audit findings or issues arising from the audit;
 - (iv) with the CEO, establish and maintain the Corporation's disclosure controls and procedures through appropriate policies and procedures;
 - (v) with the CEO, establish and maintain the Corporation's internal controls over financial reporting through appropriate policies and procedures;
 - (vi) with the CEO, ensure that the Corporation has complied with all regulatory requirements for the Corporation's financial information, reporting, disclosure requirements and internal controls over financial reporting;
 - (vii) provide required regulatory certifications regarding the Corporation and its activities; and
 - (viii) ensure appropriate financial, risk, accounting and auditing policies and procedures of the Corporation are developed, maintained, approved and disclosed, as appropriate,
- (h) *Other*
 - (i) carry out any other appropriate duties and responsibilities assigned by the Board or the CEO;
 - (ii) to honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the Corporate Governance and Nominating Committee at its next meeting; and
 - (iii) once or more annually, as the Board decides, this Position Description will be fully evaluated and updates recommended to the Board for consideration.