

Invesque

CHARTER OF THE BOARD OF DIRECTORS

The purpose of this mandate is to set out the mandate and responsibilities of the board of directors (the “**Board**”) of Invesque Inc. (the “**Corporation**”), subject to the provisions of applicable statutes and the Articles of the Corporation.

1. Composition

The Board shall be constituted with a majority of individuals who qualify as “independent” as defined in National Instrument 58-201 – *Corporate Governance Guidelines*.

2. Responsibilities of the Board of Directors

The Board is responsible for the stewardship of the Corporation and in that regard shall be specifically responsible for:

- (a) adopting a strategic planning process and approving, on at least an annual basis, a budget, and evaluating and discussing a strategic plan for the upcoming year which takes into account, among other things, the opportunities and risks of the Corporation’s business and investments;
- (b) supervising the activities and managing the investments and affairs of the Corporation;
- (c) approving major decisions regarding the Corporation;
- (d) defining the roles and responsibilities of management, including pursuant to the Corporation’s asset management agreement;
- (e) reviewing and approving the business and investment objectives to be met by management, including pursuant to the Corporation’s asset management agreement;
- (f) assessing the performance of and overseeing management, including pursuant to the Corporation’s asset management agreement;
- (g) reviewing the Corporation’s debt strategy;
- (h) identifying and managing risk exposure;
- (i) ensuring the integrity and adequacy of the Corporation’s internal controls and management information systems;
- (j) succession planning;
- (k) establishing committees of the Board, where required or prudent, and defining their mandate;
- (l) maintaining records and providing reports to shareholders (“**Shareholders**”) of the Corporation;
- (m) ensuring effective and adequate communication with Shareholders, other stakeholders and the public;
- (n) determining the amount and timing of dividends to Shareholders; and
- (o) acting for, voting on behalf of and representing the Corporation as a holder of shares of Invesque International Holdings Inc. and MHI Canada Holdings Inc. and their respective subsidiaries.

It is recognized that every director in exercising powers and discharging duties must act honestly and in good faith with a view to the best interest of the Corporation and its Shareholders. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In this regard, they will comply with their duties of honesty, loyalty, care, diligence, skill and prudence.

In addition, directors are expected to carry out their duties in accordance with policies and regulations adopted by the Board from time to time.

It is expected that Management will co-operate in all ways to facilitate compliance by the Board with its legal duties by causing the Corporation and its subsidiaries to take such actions as may be necessary in that regard and by promptly reporting any data or information to the Board that may affect such compliance.

3. Meetings

The Board will meet not less than four times per year: three meetings to review quarterly results; and one prior to the issuance of the annual financial results of the Corporation. The Board shall meet periodically without management present to ensure that the Board functions independently of management. At each Board meeting, unless otherwise determined by the Board, an in-camera meeting of independent directors will take place, which session will be chaired by the Lead Director. The Board shall maintain a policy which permits individual directors to engage outside advisors at the cost of the Corporation.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Management attendees who are not Board members will be excused for any agenda items which are reserved for discussion among directors only.

4. Board Meeting Agendas and Information

The Chair, in consultation with management of the Corporation, will develop the agenda for each Board meeting. Agendas will be distributed to the directors before each meeting, and all Board members shall be free to suggest additions to the agenda in advance of the meeting

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting. Reports may be presented during the meeting by members of the Board, management and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

5. Measures for Receiving Shareholder Feedback

All publicly disseminated materials of the Corporation shall provide for a mechanism for feedback of Shareholders.

6. Telephone Board Meetings

A director may participate in a meeting of the directors or in a committee meeting by means of telephone or, with the consent of all directors who wish to participate in the meeting, electronic or such other communications facilities, if all persons participating in the meeting are able to communicate with each other and a director participating in such a meeting by such means is deemed to be present at the meeting.

While it is the intent of the Board to follow an agreed meeting schedule as closely as possible, it is felt that, from time to time, with respect to time sensitive matters telephone board meetings may be required to be called in order for directors to be in a position to better fulfill their legal obligations. Alternatively, management may request the directors to approve certain matters by unanimous written consent.

7. Expectations of Management

Management shall be required to report to the Board at the request of the Board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects Management to promptly report to the Chair and, if applicable, the Lead Director any significant developments, changes, transactions or proposals respecting the Corporation or its subsidiaries.

8. Remuneration

Members of the Board, the Chair of the Board, the Lead Director and the Chairs of the various Board committees shall receive such remuneration for their service on the Board as the Board may determine from time to time, after taking into consideration the recommendation of the Governance and Nominating Committee of the Board.

9. Communications Policy

The Board approves the content of the Corporation's major communications to Shareholders and the investing public including the Annual Report, Management Information Circular, the Annual Information Form and any prospectuses which may be issued. The Audit Committee shall review and recommend to the Board the approval of the quarterly and annual financial statements (including the Management Discussion & Analysis) and press releases relating to financial matters. The Board also has responsibility for monitoring all of the Corporation's external communications. However, the Board believes that it is the function of management to speak for the Corporation in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public.

The Board shall have responsibility for reviewing the Corporation's policies and practices with respect to disclosure of financial and other information including insider reporting and trading. The Board shall approve and monitor the disclosure policies designed to assist the Corporation in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law. The Board shall review the Corporation's policies relating to communication and disclosure on an annual basis.

Generally, communications from Shareholders and the investment community will be directed to the President, who will coordinate an appropriate response depending on the nature of the communication. It is expected, if communications from stakeholders are made to the Chair or to other individual directors, that management will be informed and consulted to determine any appropriate response.

10. Internal Control and Management Information Systems

The Board has responsibility for the integrity of the Corporation's internal control and management information systems. All material matters relating to the Corporation and its business require the prior approval of the Board. Management is authorized to act, without Board approval, on all ordinary course matters relating to the Corporation's business.

The Audit Committee has responsibility for ensuring internal controls are appropriately designed, implemented and monitored and for ensuring that management and financial reporting is complete and accurate, even though management may be charged with developing and implementing the necessary procedures.