

## **WELLEX INDUSTRIES INC. EXECUTIVE COMMITTEE CHARTER**

This Executive Committee Charter (the "Charter") is promulgated by the Executive Committee (the "Committee") of Wellex Industries Inc. (the "Corporation") and adopted by the Board of Directors ("Board") of the Corporation to provide for the purpose, membership, structure operations, duties and responsibilities of the Committee, including the procedures which shall guide the conduct of its functions.

### **Section 1. Purpose**

Pursuant to the Manual of Corporate Governance of the Corporation (the "Manual"), the Committee shall advise and assist the officers of the Corporation in all matters concerning its interest and the management of its business and, whenever the Board is not in session, may in general exercise the powers of the Board in the management of the business and affairs of the Corporation.

### **Section 2. Structure**

#### **2.1 Composition**

The Committee shall be composed of three (3) members, all of whom are directors. The Chairman of the Board shall act as ex-officio Chairman of the Committee and two (2) other members of the Board shall sit as members of the Committee.

#### **2.2 Qualifications**

Each member of the Committee shall have the qualifications and none of the disqualifications of a director provided under the Manual.

#### **2.3 Term**

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

#### **2.4 Vacancy**

Any vacancy in the Committee caused by the death, resignation, removal or disqualification of a member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

#### **2.5 Compensation**

Each committee members shall receive such emolument or compensation as may be fixed by the Board pursuant to the By-laws.

## 2.6 Committee Secretary

The Corporate Secretary or in his absence, the Assistant Corporate Secretary, shall act as the Committee Secretary who shall prepare the minutes of the meetings and keep the records of the Committee.

## Section 3. Operation

### 3.1 Meetings

The Committee shall meet at such times and places as it considers appropriate, at least four (4) times a year. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Corporation, may call a meeting of the Committee.

The Chair shall preside in all meetings. In the absence of the Chair, any member shall preside. Meetings may be held, and the members can participate in meetings of the Committee, through teleconference, video conference or other similar means.

### 3.2 Quorum

Attendance of at least three (3) Committee members shall constitute a quorum for all meetings.

### 3.3 Voting

The affirmative vote of a majority of such quorum shall be required to authorize any corporate action.

### 3.4 Notices

A notice of each meeting of the Committee specifying the place, date, time, and agenda and matters to be discussed during the meeting shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least two (2) days prior to the date of the meeting. Each member shall give the Committee Secretary his address, facsimile number and electronic mail address for the service of notices of meetings. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

## Section 4. Duties and Responsibilities

### 4.1 The Committee shall have the following powers, duties and responsibilities:

- i. To advise and assist the officers of the Corporation in all matters concerning its interest and the management of its business;
- ii. Between meetings of the Board, to exercise all the powers of the Board as may be delegated to it by the Board; and,
- iii. Perform other duties and activities that the Board may consider appropriate in the context of this Charter.

### 4.2 The Executive Committee shall not have the authority or discretion to decide on the following matters:

- i. Any action for which shareholders' approval is required;
- ii. Distribution of cash dividends;
- iii. Filling of vacancies on the Board or in the Executive Committee;
- iv. Amendment or repeal of the By-laws or the adoption of new By-laws;
- v. Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
- vi. The exercise of powers delegated by the Board exclusively to other committees.

4.3 The Committee shall be guided by the Corporation's mission and vision in the fulfillment of its functions.

#### **Section 5. Reporting**

The Committee shall report directly to the Board all actions of the Committee at the meeting of the Board following such actions.

#### **Section 6. Resources and Authorities**

The Committee shall have the resources and authorities appropriate to discharge its function, duties and responsibilities including the authority to obtain advice from external consultants and functional specialists within the Company.

#### **Section 7. Effectivity**

This Charter shall take effect immediately upon approval by the Board.