



Logistec Corporation

Board of Directors' Responsibilities

Management is responsible for the management of the Company. The Board is responsible for the stewardship of the Company and for monitoring the actions of, and providing overall guidance and direction to, management.

In fulfilling its mandate, the Board shall, among other things:

SHAREHOLDERS

The Board shall act in the best interest of all shareholders.

COMMITTEES

The Board will establish an Audit Committee and a Governance and Human Resources Committee, each comprised entirely of independent directors. The Board will also establish an Executive Committee and a Pension Committee. The Board may establish such other committees as it deems necessary or desirable, to assist it in the fulfillment of its duties and responsibilities, with such terms of reference as the Board may determine, and may delegate from time to time to such committees or other persons any of the Board's responsibilities that may be lawfully delegated. The Board shall determine whether directors satisfy the requirements for membership on each such committee. The independent directors will from time to time, as they see fit, hold meetings without management.

STRATEGY

The Board adopts a strategic planning process and annually approves a strategic plan that takes into account, among other things, the opportunities and principal risks of the Company's business. The Board also ensures that appropriate risk management systems are implemented. Separately from the strategic plan, the Board also approves an annual budget for financial performance.

CORPORATE GOVERNANCE

Corporate governance issues are the responsibility of the full Board. This includes the disclosure thereof in the Company's annual report or management proxy circular. The Governance and Human Resources Committee assists the Board in developing, communicating and reviewing the Company's governance principles.

The Board periodically reviews a Disclosure Policy for the Company that, inter alia: addresses how the Company shall interact with shareholders, analysts and the public, and covers the accurate and timely communication of all important information. The Company communicates with its stakeholders through a number of channels including its website, and they in turn can provide feedback to the Company in a number of ways, including e-mail.

The Board, through its Audit Committee, monitors the integrity of the Company's internal control and management information systems.

The Board periodically reviews Company policies with respect to decisions and other matters requiring Board approval.

AUDIT, FINANCE AND RISK MANAGEMENT

The Board authorizes the Audit Committee to assist the Board in overseeing:

- (i) the integrity and quality of the Company's financial reporting, internal controls and procedures, and risk management;
- (ii) the Company's compliance with legal and regulatory requirements;
- (iii) the qualifications and independence of the Company's auditor; and
- (iv) the performance of the Company's internal accounting function and independent auditor.

SUCCESSION PLANNING

The Board develops, upon recommendation of the Governance and Human Resources Committee, and monitors a succession plan for executive officers of the Company.

OVERSIGHT AND COMPENSATION OF MANAGEMENT

The Board considers recommendations of the Governance and Human Resources Committee with respect to:

- (i) the appointment and compensation of executive officers of the Company at the level of Vice-President and above;
- (ii) the compensation philosophy for the Company generally;
- (iii) the adoption of any incentive compensation and equity based plans, including stock option, stock purchase or other similar plans, in which officers are or may be eligible to participate; and

- (iv) the Company's retirement policies and special cases.

The Board communicates to the CEO and periodically reviews the Board's expectations regarding management's performance and conduct of the affairs of the Company. The Board also periodically reviews the CEO's position description and objectives and his/her performance against these objectives.

ENVIRONMENTAL AND SAFETY MATTERS

The Board approves health & safety and environmental policies and procedures and reviews any material issues relating to environmental and safety matters and management's response thereto.

DIRECTORS' QUALIFICATIONS, COMPENSATION, EDUCATION AND ORIENTATION

The Board, through the Governance and Human Resources Committee, develops a process to determine, in light of the opportunities and risks facing the Company, what competencies, skills and personal qualities are required for new directors in order to add value to the Company while ensuring that a majority of the Board consists of individuals who are independent.

The Board, through the Governance and Human Resources Committee, develops a program for the orientation and education of new directors, to ensure that prospective candidates for Board membership understand the role of the Board and its committees and the contributions that individual directors are expected to make, and develops a program of continuing education for all directors.

The Board considers recommendations of the Governance and Human Resources Committee with respect to the level and forms of compensation for directors, which compensation shall reflect the responsibilities involved in being an effective director of the Company.

ASSESSMENT OF BOARD AND COMMITTEE EFFECTIVENESS

The Board considers recommendations of the Governance and Human Resources Committee for the development and monitoring of processes for assessing the effectiveness of the Board, the committees of the Board and the contribution of individual directors, which assessments shall be made annually. These results are assessed by the Chairman of the Board and/or the Chairman of the Governance and Human Resources Committee and are reported to the full Board, which decides on actions deemed necessary, if any. The number of directors enables the Board to operate in a prudent and efficient manner.

PENSION PLANS

The Board is responsible to oversee the management of the Company's pension plans and does this through a Pension Committee.

OUTSIDE ADVISERS

Directors may hire outside advisers at the Company's expense, subject to the approval of the Board, and have access to the advice and services of the Company's Secretary, who is also the Vice-President, Corporate and Legal Services.

As adopted by the Board of Directors on March 22, 2012