

EXACTEARTH LTD.
(the “Corporation”)

CHARTER OF DIRECTOR DUTIES AND EXPECTATIONS

1. RESPONSIBILITIES

Directors of the Corporation are responsible, jointly and severally, to provide oversight of the management of the business and affairs of the Corporation as set forth in the Charter of the Board of Directors of the Corporation (the “**Board**”). This mandate obliges the Board to provide policy direction for the Corporation and, in certain instances, to make specific decisions on behalf of the Corporation. Authorities not specially withheld by the Board pursuant to the Corporation’s delegation of authorities, and the authority to conduct the day to day operations of the Corporation, are delegated to management of the Corporation. The Board reserves authority to make decisions regarding the following:

- (a) Strategic planning process and approval of strategy.
- (b) Selection, goal-setting, evaluation and compensation of Directors and the Chief Executive Officer.
- (c) Management of risk, capital and internal controls.
- (d) Monitoring of progress against strategic and business goals.
- (e) Financial reporting and regulatory compliance.
- (f) Review and approval of material transactions.
- (g) Board operations and the evaluation of Board and individual Director effectiveness.

2. DUTIES

In carrying out these responsibilities the Board and each individual Director is obliged to exercise his/her powers and discharge his/her duties:

- (a) honestly and in good faith with a view to the best interests of the Corporation, and its shareholders as a group (fiduciary duty); and
- (b) with the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances (duty of care).

The first of these duties calls for a focus of “**loyalty**” to the Corporation and the shareholders as a group (but not individually). The second is an objective standard and requires all Directors, regardless of background, to be diligent by making inquiries and expending such effort as could reasonably be expected from a person of his/her experience and skill. Implied in this second duty is the requirement of the Board to aggregate the skill mix necessary among its Directors to effectively accomplish the Board’s responsibilities.

3. ATTRIBUTES AND EXPECTATIONS

With this context in mind, the Corporation establishes the following attributes and expectations for directors in order to achieve a mix of experiences, skills, behaviors, and ethical standards which effectively complement the Corporation's business strategy and help build an effective and efficient Board operation.

A. Character Attributes

Each Director must have the following attributes:

- (a) *Honesty and Integrity* – Demonstrated track record of honesty, integrity, and high ethical standards.
- (b) *Strategic Thinker* – Demonstrated track record of good business judgment and an ability to think strategically.
- (c) *Team Player* – Demonstrated ability to act professionally and courteously when engaging in group dialogue.
- (d) *Moral Courage* – Demonstrated ability to make tough decisions and take a stand without being stubborn.

B. Professional Attributes

Each Director must:

- (a) Be able to contribute to fulfilling the fiduciary, oversight, strategic and governance tasks of the Board of Directors of the Corporation, as outlined in the Corporation's Corporate Governance Framework and Standards.
- (b) Understand the difference between governance responsibilities of the Board and day-to-day management responsibilities of the Chief Executive Officer and his/her direct executive reports (the "**Executive Management Team**") and other managers of the Corporation.
- (c) Have specific knowledge and experience which will help support the development and/or implementation of the Corporation's business strategy.
- (d) Have an appropriate knowledge of business and industry issues.
- (e) Possess financial literacy skills and the ability to read and understand financial statements.
- (f) Possess communication and influencing skills that will assist the Board in conducting meaningful dialogue.
- (g) Have the ability to contribute to the board's effectiveness and performance.

- (h) Be available for the work of the Board and the committees of the Board (“Committees”)

C. Expectations

Each Director must:

- (a) Become oriented to and familiar with the Corporation’s business by attending initial briefings and tours with the Executive Management Team.
- (b) Attend the meetings of the Board and those Committees of which the Director is a member, and meetings of shareholders of the Corporation.
- (c) Prepare fully for the meetings of the Board and those Committees of which the Director is a member.
- (d) Contribute knowledgeably and meaningfully to the Board and Committee deliberations, inside and outside of meetings.
- (e) Listen carefully and apply the Director's individual skills, experience and knowledge effectively to strategic issues facing the Corporation.
- (f) Ask appropriate questions without monopolizing the conversation so as to add value and encourage discussion of key issues.
- (g) Make himself or herself available when needed.
- (h) Work effectively and constructively with Board colleagues and with the Executive Management Team as a team player.
- (i) Refrain from speaking about Board issues with non-Board members unless communicating decisions approved for release by the full Board, to ensure that the Board speaks with one voice.
- (j) Comply with the Corporation’s Code of Business Conduct and Ethics Policy (“Code”), review the Code annually, and certify compliance to the Chairman of the Governance and Nominating Committee.
- (k) Participate annually in the Board, Committee, and Director Effectiveness surveys in order to help the Board and its members become more effective.
- (l) Avoid conflicts of interest with the Corporation, disclose immediately any actual or perceived conflict, and when unavoidable recuse himself/herself from any particular matter related to that conflict.
- (m) Become a shareholder in the Corporation, and must hold all shares awarded to him or her pursuant to Share Unit awards for the duration of his or her tenure on the Board.

- (n) Remain current and proficient in the laws, regulatory regimes, policies, guidelines, and best practices relevant to being on the Board by continuing his/her education on a regular basis.

4. DUTY TO RESIGN

If the Director finds that he/she is unable to comply with this Charter, or if the shareholders do not support his/her re-election, a Director must resign from the Board.

Approved by the Board of Directors on February 4, 2016.