

## **MANDATE OF THE DISCLOSURE COMMITTEE**

### **1. GENERAL**

- 1.1 This mandate for the Disclosure Committee of Mattr Corp. (the “**Company**”) has been approved by the Audit Committee of the Board of Directors (the “**Board**”) of the Company.
- 1.2 The Disclosure Committee shall report to the Chief Executive Officer and the Chief Financial Officer of the Company (the “**Executives**”) with ultimate oversight of the Disclosure Committee resting with the Audit Committee. The Disclosure Committee shall generally be responsible for reviewing and assessing the Company’s material continuous disclosure in accordance with this mandate and the Company’s Disclosure Policy, as it may be amended from time to time.
- 1.3 The Disclosure Committee shall review and reassess this mandate periodically and recommend any suggested changes to the Audit Committee which may approve such changes if deemed appropriate.
- 1.4 The Company has a substantial and ongoing interest in, and is firmly committed to, disseminating accurate, consistent and timely information. The Company is also subject to, and is committed to complying fully with, laws and stock exchange requirements governing the nature, extent and timeliness of its disclosures and other disclosure-related matters.

### **2. MEMBERSHIP AND MEETINGS**

- 2.1 The Disclosure Committee shall consist of the Chief Executive Officer, Chief Financial Officer, Senior Vice President Legal and General Counsel, Vice President External Relations, Group President of each of the Company’s reporting segments and such other persons as are deemed appropriate by the Executives. All members or their delegates are expected to attend each meeting of the Disclosure Committee for which they receive notice.
- 2.2 The Disclosure Committee shall meet as necessary and as often as required to perform its duties, but at least four times per year, each prior to the quarterly filings for purposes of reviewing and approving such quarterly filings. Notice of the time and place of meetings shall be given in writing, by email to members of the Disclosure Committee reasonably in advance of such meeting provided however that the Disclosure Committee may hold *ad hoc* meetings in the event of material developments arising which require the Disclosure Committee to exercise its discretion regarding disclosure. In the event any such *ad hoc* meeting is called and it does not relate to quarterly filings, such meetings may be called by providing notice to only certain Disclosure Committee members, provided that a quorum exists for such meeting. A quorum for a meeting of the Disclosure Committee, other than a meeting relating to quarterly filings, shall be two members, provided that such members present include at least two of the Chief Executive Officer, Chief Financial Officer and Senior Vice President Legal and General Counsel. A quorum for a meeting of the Disclosure Committee relating to quarterly filings shall be the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President Legal and General Counsel and the Group Presidents of each of the Company’s Reporting Segments or their delegates. The Disclosure Committee shall keep a written record of its regularly scheduled meetings, noting what issues were discussed and decided, or recommended.

### **3. RESPONSIBILITIES**

- 3.1 The Disclosure Committee will assist the Executives in fulfilling their responsibility to establish, maintain and implement a system of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company under securities laws or stock

exchange rules is recorded, processed, summarized and reported within the time periods specified under such securities laws and stock exchange rules. The Disclosure Committee shall ensure that communications to the public regarding the Company are timely, factual, accurate, complete, broadly disseminated and, where necessary, filed with regulators in accordance with applicable securities laws.

3.2 The Disclosure Committee will assist the Executives in fulfilling their responsibility for overseeing the accuracy and timeliness of the disclosures made by the Company by undertaking the measures outlined below:

- a. establish, maintain and evaluate disclosure controls and procedures that are designed to ensure that (1) information required to be filed or submitted by the Company to appropriate securities regulatory authorities and other written information that the Company discloses is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Disclosure Committee, as appropriate, to allow timely decisions regarding any such required disclosure
- b. review the following in advance of issuance:
  - the Company's quarterly and annual financial statements, including the notes and management's discussion and analysis ("MD&A") related thereto, and other continuous disclosure filings with the Canadian securities commissions and other applicable regulatory authorities;
  - press releases containing material information and material change reports;
  - correspondence, if any, disseminated broadly to security holders; and
  - other matters as set out in the Disclosure Policy,

provided however, for greater certainty, the Audit Committee has primary responsibility for reviewing and recommending for approval to the Board the quarterly and annual financial statements of the Company and the MD&A and press releases related thereto;

- c. determine when events, developments, changes or other facts constitute material information or a material change in the affairs of the Company and when such events, developments, changes or other facts require public disclosure in accordance with the Disclosure Policy and applicable law;
- d. participate in discussions with and make recommendations to the Executives regarding decisions related to the materiality of information and determinations about whether to disclose information;
- e. review identified weaknesses in the disclosure process and any mistakes (i.e., inaccuracies, instances of selective disclosure) to determine the source and cause thereof, implement measures to address disclosure requirements on an ongoing basis and take appropriate steps to remedy any mistakes identified;
- f. report to the Board or any committee thereof, if requested or as necessary, regarding its activities, findings and recommendations;
- g. provide the Board or any committee thereof, if requested or as necessary, with reports on the effectiveness of the disclosure process; and
- h. review and update, if necessary, the Disclosure Policy as needed to comply with changing regulatory requirements, subject to approval of Audit Committee and the Board.

- 3.3 Each member of the Disclosure Committee shall have responsibility for bringing to the attention of the Disclosure Committee matters, facts and circumstances that could reasonably be expected to lead to a need for disclosure. In fulfilling the Disclosure Policy, each member will be responsible for properly informing himself or herself with respect to matters in his or her area of direct managerial responsibility.
- 3.4 In carrying out its duties, the Disclosure Committee will have access to the Company's auditors and other advisors.

<b>Document Control Summary</b>
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