



CURRENCY EXCHANGE INTERNATIONAL, CORP.

MANDATE OF THE CHAIR OF THE BOARD

As Approved by the Board of Directors on: January 22, 2025

Overview

Executive Sponsor	The Executive Sponsor of this Mandate is the Senior Director, Corporate Governance
Approvals	This Mandate shall be reviewed and approved by the Governance Committee and the Board of Directors.
Review Cycle	This Mandate shall be reviewed at least annually.
Scope	This Mandate applies to Currency Exchange International, Corp

1. Key Responsibilities

The Chair of the Board has the following key responsibilities:

- a) Managing the affairs and the development and effective functioning of the Board of Directors;
- b) Provides leadership in board governance, ensuring that the Board carries out its responsibilities effectively and separately from management;
- c) Manages the relationship between management and the Board; and
- d) Assists in managing engagement with external groups or advisors.

2. Definitions

- a) **Board**: the Board of Directors of the Corporation.
- b) **CEO**: the President/Chief Executive Officer of the Corporation.
- c) **Chair**: the Chair of the Board.
- d) **Corporation** or **CXI**: Currency Exchange International Corp and its subsidiaries.
- e) **Director**: refers to the members of the Board of the Corporation or its subsidiaries.
- f) **GC**: the Governance Committee of the Board.

3. Appointment and Qualifications

- a) The Chair of the Board is elected by the Board annually.
- b) To assist in fulfilling the responsibilities set out in this Mandate, the Chair has authority to retain, at CXI's expense, independent legal advice or other advisors and to approve the fees and terms of such retainer.

4. Board Leadership, Board Meetings and Information

The Chair shall:

- a) Chair Board Meetings and ensures that Board functions are effectively carried out and that the responsibilities of the Board are well understood by management and the Board.

- b) Ensure that Board meetings are conducted in an efficient, effective and focused manner.
- c) In consultation with the CEO and the Corporate Secretary, and relevant Committee Chairs, establish the annual schedule of Board and Board Committee meetings.
- d) Consult with Committee Chairs, other directors as appropriate, the CEO and the Corporate Secretary, to develop agendas and priorities for Board meetings and related events.
- e) Co-ordinate with the CEO and the Corporate Secretary to ensure the Board receives the appropriate quantity and quality of information in a timely fashion to enable it to make informed decisions.
- f) Ensure that sufficient time is allotted during Board meetings for the effective discussion of agenda items, key issues and concerns.
- g) Facilitate the candid and full discussion of all key matters that come before the Board.
- h) Facilitate the ongoing communication with and among directors.
- i) Build consensus, fosters effectiveness and develop teamwork within the Board.

5. Committees

The Chair shall:

- a) Coordinate with Committee Chairs to make recommendations to the Governance Committee (the GC) regarding Committee composition. will ensure that recommendations take into account the preferences, skills and experience of each Director.
- b) Provide support and guidance to Committee Chairs.
- c) Attend meetings of Committees to which he or she is appointed. Attend all other Committee meetings as often as possible subject to availability.

6. Director Evaluation and Development

The Chair shall:

- a) Work with individual Directors and the GC to ensure that Director orientation and continuing educations programs meet the needs of the Board.
- b) Together with the GC, ensure that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually.
- c) Together with the GC, ensure that the Board evaluation process is administered annually.
- d) Work with the Board and the GC regarding Board Chair succession planning.

7. Investor and Shareholder Relations

The Chair shall:

- a) Provide leadership to the Board in carrying out its responsibilities to shareholders.
- b) Where appropriate, represent CXI to external groups including investors, regulatory and governmental authorities and the financial community.

8. Management Relations

The Chair shall:

- a) Work with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board for review and approval.
- b) Provide advice to the CEO on major issues and acts as a sounding-board and counselor for the CEO.
- c) Facilitate effective communication between Directors and management, both inside and outside of meetings of the Board.
- d) Have unrestricted access to management.

9. Other Responsibilities

In addition to the foregoing list of responsibilities, the Chair of the Board may perform such other functions as may be necessary or appropriate in the circumstances as delegated by the Board.

10. Review of Mandate

The GC will review and assess the adequacy of this Mandate annually and submit any recommended changes to the Board for approval.