



## **BOARD OF DIRECTORS CHARTER**

### **3D Signatures Inc.**

#### **PURPOSE**

The Board of Directors (the “Board”) is responsible for providing independent oversight of the management and affairs of 3D Signatures Inc. (the “Company”) and its related corporate entities, including subsidiaries.

#### **MEMBERS**

The Board will be comprised of not more than seven directors, as determined by the Board, and in accordance with the by-laws of the Company. The majority of Board members will be independent.

All Board members will have the skills and abilities appropriate to their appointment as directors. It is recognized that the right mix of experiences, competencies and attributes will ensure that the Board will carry out its duties and responsibilities in the most effective manner.

#### **DUTIES AND RESPONSIBILITIES**

In carrying out its mandate, the Board has the following specific roles and responsibilities:

##### *Leadership*

1. Provide leadership and vision to supervise the management of the Company in the best interests of the Company.
2. Provide leadership in setting the Mission, Vision, Values, Strategic Plan and Annual Operating Plan of the Organization, in conjunction with the President and Chief Executive Officer (“CEO”) and senior management team.

##### *CEO*

3. Select, appoint, evaluate and, if necessary, terminate the CEO.
4. Receive recommendations on appropriate or required CEO competencies and skills from the Governance and Nominating & Compensation Committee.

5. Approve or develop the corporate objectives that the CEO is responsible for meeting and assess the CEO against those objectives.

#### *Succession and Compensation*

6. Implement a succession plan, including appointing, training and monitoring the performance of senior management, being those reporting directly to the CEO.
7. With the advice of the Governance and Nominating & Compensation Committee, approve the compensation of the CEO, review the compensation of senior management, and approve appropriate compensation programs for Company employees.
8. Approve the appointment of corporate officers.

#### *Ethics and Integrity*

9. Foster ethical and responsible decision making by the CEO and senior management.
10. Set the ethical tone for the Company, its CEO and senior management.
11. Take all reasonable steps to satisfy itself of the integrity of the CEO and Management and satisfy itself that the CEO and Management create a culture of sustainable business practices throughout the organization.
12. At the recommendation of the Governance and Nominating & Compensation Committee approve the Code of Conduct and Ethics.
13. Monitor compliance with the Code of Conduct and Ethics and decline or grant and provide for appropriate disclosure of any waivers of the Code of Conduct and Ethics.
14. With the Governance and Nominating & Compensation Committee, and the Board Chair, respond to potential conflict of interest situations.

#### *Governance*

15. With the Governance and Nominating & Compensation Committee, develop the Company's approach to corporate governance.
16. Once or more annually, as the Governance and Nominating & Compensation Committee decides, receive for consideration that Committee's evaluation and any recommended changes, together with the evaluation and any further recommended changes of another Board Committee, if relevant, to each of the following:

- i) Position Descriptions for the Board Chairs, Committee Chairs and directors;
- ii) Board Charter;
- iii) Audit Charter;
- iv) Governance and Nominating & Compensation Committee Charter;
- v) CEO Position Description.

17. At the recommendation of the Governance and Nominating & Compensation Committee, annually recommend to the shareholders, those individual Directors proposed to be nominated for election at the next Annual General Meeting of the Company.

18. At the recommendation of the Governance and Nominating & Compensation Committee, annually determine those individual Directors to be designated as independent.

#### *Board Chair*

19. At the recommendation of the independent directors of the Board, annually appoint an independent Director as the Chair of the Board.

#### *Committees*

20. Appoint an Audit Committee comprised of independent directors with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of annual and quarterly financial statements; (ii) compliance with accounting and finance based legal and regulatory requirements; (iii) the independent auditor's qualifications and independence; (iv) the system of internal accounting and financial reporting controls that senior management has established; (v) the performance of the external audit process and of the independent auditor; and (vi) the financial risk and financial integrity of the Company.

21. Appoint a Governance and Nominating & Compensation Committee comprised of independent directors with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to (i) key compensation and human resources policies; (ii) CEO and senior management compensation and evaluation; (iii) CEO and senior management succession and development; (iv) the development and implementation of principles and systems for the management of corporate governance; (v) identifying qualified candidates and recommending nominees for Director and Board Committee appointments; and, (vi) evaluations of the Board.

22. In the Board's discretion, appoint any other Board Committees that the Board decides are needed and delegate to those Board Committees any appropriate powers of the Board.

23. In the Board's discretion, annually appoint the Chair of each Board Committee.

24. Review the report of the Governance and Nominating & Compensation Committee on the assessment of Board Committee composition, and annually appoint Board Committees that

promote a knowledgeable and informed Board which demonstrates an adequate understanding of relevant matters.

#### *Delegations and Approval Authorities*

25. Annually delegate approval authorities to the CEO and senior management and review and revise them as appropriate.
26. Consider and, in the Board's discretion, approve financial commitments in excess of delegated approval authorities.
27. In the Board's discretion, delegate to the Board Chair the authority to grant pre-approvals for certain authorizations for expenditures to initiate or complete time-sensitive projects provided that those pre-approvals are presented in writing to be ratified by the Board at the next regularly scheduled meeting.
28. Review and, at the recommendation of the Audit Committee, approve the annual and quarterly financial results, financial statements, and any other publicly disclosed financial disclosure prior to making any of those financial disclosures public.
29. Consider and, in the Board's discretion, approve any matters recommended by the Board Committees.
30. Consider and, in the Board's discretion, approve any matters proposed by Management.

#### *Strategy*

31. Approve the development of the strategic direction.
32. Adopt a strategic planning process and, at least annually, approve a Strategic Plan for the Company, that takes into account, among other things, the opportunities and risks of the organization.
33. Monitor performance in light of the approved Strategic Plan.

#### *Annual Operating Plan/Budget*

34. At least annually, approve an Annual Operating Plan, the financing of which has been recommended by the Audit Committee, including business plans, operational requirements, organizational structure, staffing and budgets that support the Strategic Plan.
35. Monitor the performance in light of the approved Annual Operating Plan.

#### *Risk Management*

36. Ensure policies and procedures are in place to: identify the Company's principal business risks and opportunities; address what risks are acceptable to the Company; and, ensure that appropriate systems are in place to manage the risks.
37. Ensure policies and procedures designed to maintain the integrity of the Company's internal over financial reporting are in place.
38. Ensure policies and procedures designed to maintain appropriate auditing and accounting principles and practices are in place.
39. Ensure that processes are in place to address applicable regulatory, corporate, securities, and other compliance matters.

#### *Orientation / Education*

40. With the Governance and Nominating & Compensation Committee, oversee the development and implementation of the Director orientation program.
41. With the Governance and Nominating & Compensation Committee, oversee the development and implementation of the ongoing Director education program.

#### *Board Performance*

42. Oversee the process of the Governance and Nominating & Compensation Committee's annual evaluation of the performance and effectiveness of the Board, the Board Committees, and individual Board members.
43. Participate in an annual evaluation of Board performance by the Governance and Nominating & Compensation Committee.
44. Receive and consider a report and recommendations from the Governance and Nominating & Compensation Committee on the results of the annual evaluation of the performance and effectiveness of the Board.

#### *Board Meetings*

45. Receive a report from the CEO at each regularly scheduled meeting on the current matters relevant to the Company.
46. Meet at least four times annually and as many additional times as needed to carry out its duties effectively. The Board may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.

47. Meet in separate, non-management, in camera sessions at each regularly scheduled meeting.
48. Regularly meet in separate, independent and non-management in camera sessions via meetings of the fully independent committees.
49. Meet in separate, non-management, closed sessions with any internal personnel or outside advisors, as needed or appropriate.
50. A resolution in writing, signed by all members of the Board entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board. A copy of any such resolution in writing shall be kept with the Minutes of the proceedings of the Board.
51. Board meetings may be held in person, by means of telephone or other electronic communication means which permit all persons participating in the meeting to hear or communicate with each other.

#### *Advisors / Resources*

52. Retain, oversee, compensate and terminate independent advisors who assist the Board in its activities.
53. Receive adequate funding from the Company for independent advisors and ordinary administrative expenses that are needed or appropriate for the Board to carry out its duties.

## **PROCEDURAL MATTERS**

### *Board Chair*

The Board Chair shall be appointed annually by the Boards, at the recommendation of the Governance and Nominating & Compensation Committee.

If the Board Chair is not present at any meeting of the Board, the Chair of the meeting shall be chosen to preside from among the Board members present.

### *Secretary*

The Board shall have a Secretary who will be the Corporate Secretary of the Organizations. The recording function may be delegated to a recording secretary. The Corporate Secretary is ex-officio to the Board.

### *Notice of Meeting*

Notice of the time and place of every meeting may be given orally, in writing, by facsimile, by email or other electronic means of communication to each member of the Board at least 24 hours prior to the time fixed for such meeting, in accordance with the Bylaws, and preferably with a minimum of five working days notice.

The Agenda and Meeting materials shall be sent to each member of the Board prior to the date of the meeting, preferably with a minimum of five working days

A member may, in any manner, waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.

### *Quorum*

Fifty percent of the membership of the Board present in person or by telephone or other electronic communications means shall constitute a quorum.

### *Attendance at Meetings*

The Board Chair determines invitee attendance at the Board meetings. The CEO and senior management are expected to attend all meetings.

The Board may, by specific invitation, have other resource persons in attendance to assist in the discussion and consideration of matters on the Agenda.

### *Minutes of Meetings*

Minutes of Board meetings shall be sent to all Board members and be available to all Board members.

### *Support to the Board*

The Board identifies, through the Office of the CEO, the kind and frequency of information required by the Board.

The Board has access to any and all books and records of the Organization required for the Committee's execution of its responsibilities and, as necessary, discusses with the officers and employees, coordinated through the Office of the CEO, such records and relevant matters.

### *Confidentiality*

All deliberations of the Board, and all records, material and information pertaining to the Company obtained by a member of the Board must be considered confidential.

Board members must maintain the confidentiality of such deliberations and safeguard such records, material and information from improper access.

No alteration of the roles and responsibilities of the Board shall be effective without the approval of the Board.