Helus Pharma Inc.

ROLE AND MANDATE OF THE CHAIR

November 2020
Amended February 2026

HELUS PHARMA INC.

(the "Corporation")

ROLE AND MANDATE OF THE CHAIR

The responsibilities of the chair (the "**Chair**") of the board of directors (the "**Board**") of the Corporation consist of the following principal components:

Providing Leadership to Enhance Director Effectiveness

The Chair should be explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves:

- ensuring that the Board works as a cohesive team and providing the leadership essential to achieve this; and
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

Managing the Board

The Chair should be responsible for:

- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
    - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management of the Corporation;
    - ensuring that succession planning for the Board is carried out;
    - ensuring an adequate orientation and training program for new Board members;
    - once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and
    - ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

Assessing the Chief Executive Officer

The Chair should lead the Board in assessing the performance of the Chief Executive Officer.