

## Strategic Planning Committee Mandate

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### Purpose

The purpose of the Strategic Planning Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities relating to long-term strategy for Street Capital Group Inc, and Street Capital Bank of Canada, (together, the “Company”). This includes evaluation of significant risks and opportunities facing the Company and strategic decisions regarding investments, acquisitions, divestitures, and the Company’s entry into and exit from material lines of business. The function of the Strategic Planning Committee is to oversee the development and implementation of strategic initiatives and long term strategic planning. It is not the duty of the Committee to develop or implement the Company’s strategic plan. Instead, such duties remain the responsibility of the management of the Company, subject, however, to the general oversight responsibilities of the Board.

### Membership and Organization

#### **Membership**

The Strategic Planning Committee shall be comprised of at least three directors, a majority of whom shall be independent. Members shall be appointed by the Board based on nominations by the Corporate Governance and Committee and shall serve at the pleasure of the Board for such term or terms as the Board may determine. The Strategic Planning Committee shall designate one member of the Committee as its Chair.

### Meetings, Attendance and Preparation

The Strategic Planning Committee shall meet as frequently as needed. A quorum of the Committee shall consist of a majority of the members of the Committee. Members of the Committee are expected to attend meetings of the Committee and to review related meeting materials in advance. Directors may participate in meetings in person or by telephone or other electronic means. A Director participating by such means is deemed to be present at that meeting. The Committee may invite such persons as deemed appropriate to attend its meetings and to take part in the discussions and considerations of the affairs of the Committee.

Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary or his/her designate and subsequently presented to the Committee for approval.

### Responsibilities and Duties

The following principal responsibilities of the Strategic Planning Committee are set forth as a guide with the understanding that the Board may alter or supplement them as circumstances may require.

- Work with the Chief Executive Officer and the EVP Corporate Development to oversee and to provide guidance for the annual strategic planning process ensuring that a strategic plan and a strategic implementation plan are developed, adhered to and imbedded in the organization
- Work with the CEO and the EVP Corporate Development to oversee the development of an acquisition and divestment strategy that aligns with the Company’s long-term goals

- Work with the CEO and the EVP Corporate Development to oversee the review and recommendation of strategic decisions regarding the potential entry into new lines of business and exit from existing lines of business, acquisitions, joint ventures, investments or dispositions of businesses and material assets
- Review risks and opportunities of the proposed strategy and the effect of emerging or evolving competitive activity, governmental or legislative developments, and economic conditions as identified by the Company's strategic risk assessment and other processes
- Monitor the Company's progress in relation to strategic goals
- Report to the Board on its activities quarterly and evaluate its own performance annually
- Review the adequacy of this Mandate and recommend proposed changes from time to time as needed
- Carry out such other duties and responsibilities as the Chair of the Board may assign

In carrying out its responsibilities, the Strategic Planning Committee will draw on the expertise of the management and corporate staff and, when required or helpful, will work with management to hire outside advisors or experts to assist the Strategic Planning Committee with its work. Following consultation with the Chief Executive Officer and the Chief Financial Officer, the Strategic Planning Committee may, if necessary, retain independent counsel, experts or advisors that the Committee reasonably believes to be necessary.

### **Access to Management**

The Chair of the Committee will be responsible for regular communication with the EVP Corporate Development regarding the Company's strategic planning process, the Company's progress in implementing the Board-Approved Strategy, and the Strategic Implementation Plan. The Committee shall discuss with the Company's Chief Executive Officer, Chief Financial Officer, EVP Corporate Development, EVP of Capital Markets and Treasury, and the General Counsel or outside legal counsel any matters that could reasonably be expected to have a material effect on the Company's long-term strategies.

### **Mandate Review**

This Mandate will be reviewed and approved by the Board at least annually.