

Chair of the Governance and Nominating Committee

POSITION DESCRIPTION



1. General

1.1. Purpose

This position description describes the appointment, role and responsibilities of the chair (the "Chair") of the governance and nominating committee (the "Governance and Nominating Committee") of the board of directors (the "Board") of AutoCanada Inc. (the "Corporation").

1.2. Articles, By-Laws and Applicable Laws

This position description is subject to and shall be interpreted in a manner consistent with the articles and by-laws of the Corporation, the Canada Business Corporations Act, and any other applicable legislation.

1.3. Governance and Nominating Committee Charter

This position description should be read together with the charter of the Governance and Nominating Committee (the "Charter"), as the Charter may be amended from time to time.

2. Chair of the Governance and Nominating Committee

2.1. Appointment

The Board shall appoint the Chair from the members of the Governance and Nominating Committee.

2.2. Term

The appointment of the Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders of the Corporation at which Directors are elected; provided, however, that if the appointment of the Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

2.3. Remuneration

The Chair shall receive such remuneration as the Board may determine from time to time, as recommended by the Governance and Nominating Committee.

3. Responsibilities of the Chair of the Governance and Nominating Committee

3.1. Governance and Nomination Committee Leadership

The Chair shall provide leadership to the members of the Governance and Nomination Committee with a view of enabling the Governance and Nomination Committee to discharge its duties and responsibilities as set out in the Charter, including by promoting:

- a) a thorough understanding of:

- i. the duties and responsibilities of the Governance and Nomination Committee; and
 - ii. the relationship between the members of the Governance and Nominating Committee and each of the Corporation's management and any governance consultant or other advisor retained by the Governance and Nominating Committee;
- b) open and constructive discussions between the members of the Governance and Nomination Committee; and
 - c) effective decision-making by the Governance and Nomination Committee.

3.2. Governance and Nomination Committee Liaison

The Chair shall be the liaison between the Governance and Nominating Committee and each of the Board, other committees of the Board and the Corporation's management, and any governance consultant or other advisor retained by the Governance and Nominating Committee, promoting open and constructive discussions among them.

3.3. Flow of Information

The Chair shall promote the proper flow of information to the members of the Governance and Nomination Committee to keep them fully apprised of all relevant matters.

3.4. Meetings of the Governance and Nominating Committee

In connection with the meetings of the Governance and Nomination Committee, the Chair shall be responsible for:

- a) scheduling the meetings of the Governance and Nominating Committee and establishing the frequency of such meetings;
- b) organizing and presenting the agenda for the meetings of the Governance and Nominating Committee based on the input from the other members of the Governance and Nominating Committee and the Corporation's management;
- c) monitoring the adequacy of materials provided to the members of the Governance and Nominating Committee by management of the Corporation in connection with the deliberations of the Governance and Nominating Committee;
- d) ensuring that the members of the Governance and Nominating Committee have sufficient time to review the materials provided to them and to fully consider the business that comes before the Governance and Nominating Committee; and
- e) presiding over the meetings of the Governance and Nominating Committee.

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3.5. Other Responsibilities

The Chair shall perform such other functions:

- a) as may be ancillary to the duties and responsibilities described above; and
- b) as may be delegated to the Chair by the Governance and Nominating Committee or the Board from time to time.

Approved by the Board of Directors of the Corporation on March 6, 2024