



Executive Management Committee TERMS OF REFERENCE

1. Members

Refer to Appendix A: List of Members and Observers.

2. Introduction

GlycoNet's Executive Committee has been established to assist the Board of Directors with respect to overseeing the direction and management of the property, business and affairs of GlycoNet. The Executive Committee is a permanent committee of the Board of Directors, and had been given the authority, responsibility, and specific duties as described below.

3. Membership

The Executive Committee shall be comprised of a minimum of three (3) and maximum of five (5) members. The Chair and members of the Executive Committee shall be members of the Board of Directors, appointed by the Board of Directors, and will include the Chair and the Scientific Director as permanent members, and a minimum of one to a maximum of three additional Directors. The composition of the Executive Committee shall consist of a majority of independent directors. For the purposes of these terms of reference, a member is independent if they are not an employee of the organization and are free of any business or other relationship which could materially interfere with the exercise of their independent judgment, subject to appropriate disclosure, as the case may be.

4. Term

Members shall normally be appointed for a term of two (2) years, renewable.

5. Quorum

Quorum shall be a majority of its members present at the meeting, in person or by telephone.

6. Mandate

The Executive Committee will act on behalf of the Board of Directors when the Board is not in session and shall exercise all or any of the powers vested in the Board of Directors, save and except any powers to adopt, amend or repeal any by-laws of the Corporation or appoint any directors of the Corporation and do such other acts as must be performed by the directors themselves, under the law. The Executive Committee shall not pass any resolutions that would cause the Corporation to commit funds without receiving a prior specific mandate from the Board of Directors.

7. Reporting

The Chair of the Executive Committee will usually report at each meeting of the Board of Directors on all of its proceedings, if any, since the last meeting of the Board of Directors. Minutes of meeting shall be submitted to the Board of Directors for informational purposes.

8. History

The Terms of Reference of the Executive Committee were:

- Initially adopted by the Executive Committee on: July 14, 2015.
- Approved by the Board of Directors on: October 27, 2015.



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Appendix A: List of Members and Observers

Ms. Karimah Es Sabar (Chair)

CEO
Quark Venture

Mr. Joseph Garcia

Partner
Blake, Cassels & Graydon LLP

Dr. Todd Lowary (Scientific Director, Canadian Glycomics Network)

Professor, Department of Chemistry
University of Alberta

Dr. Nils Petersen

Professor Emeritus
University of Alberta

Mr. Stewart Roth

Former CEO
Guardian Chemicals

Dr. Stewart Fast (NCE Observer, Non-Voting)

Senior Program Manager
Networks of Centres of Excellence

Dr. Elizabeth Nanak (Observer, Non-Voting)

CEO
Canadian Glycomics Network