

<b>Section:</b> <b>Board of Directors</b>	<b>Date:</b> February 8 <sup>th</sup> , 2018
<b>Policy Title:</b> Board Diversity	<b>Approved By:</b> Board of Directors

1. Objective

This policy sets forth ABCRC’s approach to achieving and maintaining diversity on its board of directors (“**Board**”).

2. Policy Statement

ABCRC, its shareholders and its Board are of the view that director nomination and appointment decisions should be based on merit and remains committed to selecting the best person to fulfill these roles within the terms of the unanimous shareholders’ agreement dated April 21, 2011 among ABCRC and its shareholders (as amended from time to time, the “**USA**”). At the same time, they recognize that diversity is important to ensure that the profiles of directors provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management.

Initial responsibility for nominating board members is with the shareholders under the USA. If a shareholder fails to appoint a replacement director within 2 months of the date the vacancy arose, the Board shall appoint a replacement director.

The ability to draw on a wide range of viewpoints, backgrounds, skills and experience is important to ABCRC’s success. Furthermore, diversity helps ensure that a wide variety of perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be nuanced and comprehensive. ABCRC believes in the benefits of having a diverse Board and that it is not only an important element of good corporate governance, but it is also reflective of the communities where we live and work and essential to maintaining a competitive focus.

### 3. Board Appointments

In selecting qualified candidates to serve as directors the Board Chair asks the nominating shareholder to consider, and, in the instances where the Board finds the replacement director, the Board considers a wide range of diversity criteria, including, without limitation, gender, ethnicity, culture, geography, business experience, age and aboriginal status. This is to ensure that the Board, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.

The Board Chair, in consultation with the Governance Committee, is responsible for advising ABCRC's shareholders that the Board is looking for qualified persons for Board nominations that possess the competencies, skills, business and financial experience, leadership and level of commitment required of a director to fulfill Board responsibilities. The Board Chair sends to the applicable shareholder who is to nominate a person to the Board a letter setting out relevant information for that shareholder to keep in mind including a statement that ABCRC values diversity and inclusion on the Board and encourages the shareholder to canvas as wide a spectrum of perspectives as possible for potential nominees.

The Governance Guidelines adopted by the Board includes a statement to the effect that ABCRC values diversity and inclusion on the Board and encourages a process that canvases as wide a spectrum of perspectives as possible for potential candidates.

This policy recognizes that shareholders can nominate their own preferred nominees to the Board. ABCRC can only encourage its shareholders to consider skills, preferences and diversity and inclusion, knowing that doing so will be a benefit to the Board.