

BOARD OF DIRECTORS' MANDATE

Effective May 10, 2017

1. PURPOSE

- 1.1 The Board of Directors (the "**Board**") of Fortress Global Enterprises Inc. (the "**Company**") wishes to formalize the guidelines pursuant to which the Board governs the business of the Company. The guidelines are intended to be flexible and are intended to provide parameters and direction to the Board in conjunction with its obligations and mandate to oversee and direct the affairs of the Company.
- 1.2 The Board is responsible for the overall stewardship of the Company and for managing and supervising the management of the Company. The Board does not conduct day-to-day management of the Company; that is the responsibility of the officers. The Board shall at all times act in the best interests of the Company.

2. RESPONSIBILITIES

- 2.1 In discharging its responsibility, among other things, the Board should:
 - (i) require management to develop and maintain a strategic planning process which takes into account, among other things, the opportunities and risks of the Company's business and to bring its strategic and operating plans to the Board for review and approval on an annual basis or such other basis as may be required by the Board;
 - (ii) approve all capital plans and establish priorities in the allocation of funds for major capital projects on an annual basis or such other basis as may be required by the Board;
 - (iii) identify the principal risks of the Company's business and require management to implement appropriate procedures and systems to manage such risks;
 - (iv) plan for senior management succession, including the appointment of and monitoring of senior management's performance;
 - (v) require senior management to develop and maintain a strategy to communicate effectively with its security holders, investment analysts and the public generally and to accommodate and address feedback from security holders;
 - (vi) require management to maintain internal control and management information systems and, through Board committees or otherwise, to monitor these systems as it considers fit;
 - (vii) require senior management to implement systems to ensure the Company operates within applicable laws and regulations;
 - (viii) review actual results achieved by the Company against the objectives contained in the Company's plans and implement or cause to be implemented corrective action where indicated;

- (ix) arrange for the operating results of the Company to be presented by management to the Board on a regular basis;
- (x) require that the Board be kept reasonably informed of the Company's activities and performance and take appropriate action to correct inadequate performance;
- (xi) authorize the issuance of equity and debt securities of the Company;
- (xii) approve all public disclosure by the Company including press releases, financial results, management's discussion and analysis, material change reports, registration statements, prospectuses and other public continuous disclosure documents, other than: (a) press releases and public disclosure in the ordinary course of the Company's operations which do not include any earnings announcements, which may be approved by the Company's Chief Executive Officer, President and Chief Financial Officer, in consultation with the Company's legal counsel; and (b) press releases resulting from emergency or urgent situations which may be approved by the Company's Chief Executive Officer, President and Chief Financial Officer, in consultation with the Company's legal counsel;
- (xiii) review and consider all reports and recommendations of the Compensation Committee and approve all compensation of senior executive officers (including the Executive Chairperson, Chief Executive Officer and named executive officers) and directors;
- (xiv) require that proper procedures are established for the protection of shareholder value;
- (xv) ensure policies and procedures are in place to ensure the Company's compliance with applicable law, including timely disclosure of relevant corporate information and regulatory reporting; and
- (xvii) to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the Company.

2.2 The Board will give direction and guidance to management and will also keep management informed of its evaluation of the performance of the Company and of its senior officers in achieving and carrying out the Board's established goals and policies, and in advising management of any remedial action or changes which it may consider to be necessary.

3. ORGANIZATION OF THE BOARD

3.1 The composition of the Board shall comply with applicable corporate and securities laws.

3.2 Each year the Board shall review the relationship that each member of the Board has with the Company in order to satisfy itself that the relevant independence criteria have been met.

3.3 The Board members are expected to devote the time and attention to the Company's business and affairs necessary to discharge their duties as members of the Board effectively, which includes, but is not limited to, attendance at Board meetings and the review of any materials prepared in connection with such meetings. Subject to this requirement, the Board members shall not be subject to any restrictions with respect to their activities outside of their relationship with the Company, including their services as directors of other corporations or charitable organizations so long as such is in accordance with all of the Company's other policies and charters.

- 3.4 The Board may:
- (i) appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the *Business Corporations Act* (British Columbia) (the "Act"), a committee of the Board has no authority to exercise;
 - (ii) appoint a Chairman or Executive Chairman of the Board and prescribe his or her powers and duties;
 - (iii) appoint a Lead Director of the Board and prescribe his or her powers and duties;
 - (iv) appoint a Chief Executive Officer and prescribe his or her powers and duties;
 - (v) appoint a President and prescribe his or her powers and duties; and
 - (vi) in conjunction with the Chief Executive Officer, appoint the officers of the Company and prescribe their powers and duties.
- 3.5 If, and as long as, the Chairman or Executive Chairman of the Board is not an independent director, the Board shall appoint, from among its independent members and upon recommendation by its independent members, a Lead Director of the Board, to hold office until the earlier of: (i) the appointment of an independent Chairman or Executive Chairman of the Board; and (ii) the appointment of his or her successor by the Board. A Lead Director of the Board shall, if required in accordance with the foregoing, be appointed annually.
- 3.6 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.
- 3.7 In the event of a change of the status or credentials underlying a Board member's appointment to the Board, the member so affected should, on his or her own initiative, discuss the change with the Chairman so that there is an opportunity for the Board to review the continued appropriateness of Board membership under his or her new circumstances. Each case will be dealt with on its own merits, but as a rule, a member of the Board is expected to tender his or her resignation if there is a change in his or her credentials and circumstances.
- 3.8 Unless specified otherwise, the following procedural rules apply to committees of the Board:
- (i) The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise;
 - (ii) The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of any such committee may be held at any place in or outside Canada;
 - (iii) The Board may from time to time appoint such advisory bodies as it may deem advisable; and

- (iv) Each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman, and to regulate its procedure.
- 3.9 The Board currently consists of six directors. The Board shall have a minimum of three (3) and a maximum of twenty (20) directors, the number of directors within that range to be fixed by resolution of the Board from time to time. The size of the Board should enable its members to effectively and responsibly discharge their responsibilities to the Company.
- 3.10 Except as set out in the Articles of the Company, Board members shall be elected at the annual meeting of shareholders of the Company each year and shall serve until their successors are duly elected.

4. RESOURCES, MEETING AND REPORTS

- 4.1 The Board shall have adequate resources to discharge its responsibilities. The Chairman shall be empowered to engage advisors as may be appropriate from time to time to advise the Chairman on the Board with respect to duties and responsibilities.
- 4.2 The Board shall meet not less than four times per year.
- 4.3 The meetings of the Board shall ordinarily include the Chief Executive Officer (if not a director) and shall periodically include other senior officers as may be appropriate and as may be desirable to enable the Board to become familiar with the Company's management team and affairs.
- 4.4 The Chairman shall act as, or appoint a Secretary, who shall keep minutes of its meetings in which shall be recorded all actions taken by the Board. Such minutes shall be made available to the directors and shall be approved by the Board for entry in the records of the Company.
- 4.5 Each director is expected to be diligent in preparing for and attending meetings of the Board and any Committee of which he or she is a member. A director who is unable to attend a Board or Committee meeting may participate by teleconference.
- 4.6 Members of the Board shall have the right, for the purposes of discharging their respective powers and responsibilities, to inspect the relevant records of the Company and its subsidiaries.
- 4.7 Members of the Board, subject to approval of the Chair to the Corporate Governance and Environmental, Health and Safety Committee, may retain separate counsel to deal with issues relating to their responsibilities as members of the Board.