



BOARD MANDATE

Northview Fund (the “Fund”)

As of November 2, 2020

1. PURPOSE

The purpose of this Mandate is to set out the mandate and responsibilities of the board of trustees of the Fund (the “**Board**”). By approving this Mandate, the Board confirms its responsibility for overseeing the management of, and providing stewardship over, the Fund and its affairs. This stewardship function includes responsibility for the matters set out in this Mandate. The responsibilities of the Board described herein are pursuant to, and subject to, the provisions of applicable statutes and the Declaration of Trust of the Fund and do not impose any additional responsibilities or liabilities on the trustees at law or otherwise.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

2.1 Trustees

- (a) The Board is composed of trustees who are elected annually by the unitholders of the Fund. Trustees may also sit on the committees of the Board, upon recommendation by the Governance and Nominating Committee.
- (b) The Board shall ensure that the majority of trustees are qualified as unrelated: independent of management and free of conflicts that would impair the ability of a trustee to act in the best interest of the Trust. Trustees must also be aware of their relationship with significant unitholders (i.e. a unitholder with over 10% of the voting interests of the Fund).

2.2 Meetings

- (a) The Board shall meet regularly without management present through in camera sessions or at such other times and places as the Board may determine in accordance with the Declaration of Trust of the Fund.
- (b) Meetings of the Board shall be held at least four times annually, at the request of the Chair or otherwise in accordance with the Declaration of Trust of the Fund.
- (c) The Board will adhere to the meeting protocols set out in the Declaration of Trust of the Fund.

3. TRUSTEES’ RESPONSIBILITIES

The Board is explicitly responsible for the stewardship of the Fund. To discharge this obligation, the Board shall:

3.1 Strategic Planning Process

- (a) Provide input to management on emerging trends and issues.
- (b) Review and approve management's strategic plans.
- (c) Review and approve the Fund's financial objectives, plans and actions, including significant capital allocations and expenditures.

3.2 Monitoring and Supervising Tactical Progress and Conflicts of Interest

- (a) Supervise the activities of the Fund and manage the investments and affairs of the Fund.
- (b) Monitor the performance of the Fund against its strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
- (c) Overseeing the manager of the Fund and the fulfillment of its responsibilities under the Management Agreement.
- (d) Overseeing management of the Fund and the fulfillment of management's responsibilities in the operation of the Fund.
- (e) Monitoring and ensuring proper governance is followed in connection with potential and actual conflicts of interest.

3.3 Risk Assessment

- (a) Identify the principal risks of the Fund's businesses and ensure that appropriate systems are in place to manage these risks.
- (b) Participate in decision making with respect to specific risks in which the Board member has particular interest or expertise.

3.4 Senior Level Staffing

- (a) Monitor the Chief Executive Officer and Chief Financial Officer and monitor and evaluate other senior executives, and ensure management succession planning, if appropriate.
- (b) Approve a position description for the Chief Executive Officer including limits to management's responsibilities and corporate objectives which the Chief Executive Officer is responsible for meeting, all upon recommendation from the Governance and Nominating Committee.

3.5 Integrity

- (a) Ensure the integrity of the Fund's internal control and management information systems.

- (b) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Fund's own governing documents.
- (c) Ensure the integrity of the Chief Executive Officer and other executive officers.
- (d) Monitor compliance with the Code of Business Conduct and Ethics.
- (e) Create a culture of integrity throughout the organization.

3.6 Material Transactions, Major Decisions and Voting

- (a) Review and approve material transactions and major decisions of the Fund that are outside the scope of the authority delegated to the Fund's committees and senior management or any decisions the Board deems necessary or appropriate.
- (b) Act for, vote on behalf of, and represent the Fund as a holder of limited partnership units of Northview Canadian HY Holdings LP.

3.7 Disclosure

- (a) Maintain records and provide reports to unitholders of the Fund.
- (b) Adopt a communication policy and ensure effective and adequate communication with unitholders of the Fund, other stakeholders and the public.
- (c) Approve the content of the Fund's major communications to unitholders and the investing public.
- (d) Approve and monitor the disclosure policies designed to assist the Fund in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law.
- (e) Appoint the Lead Trustee or another independent, non-executive trustee, to be available to unitholders with concerns should communications with management fail to resolve the issue or such contact is inappropriate.

3.8 Distributions

- (a) Determine the amount and timing of distributions to unitholders of the Fund.

3.9 Monitoring Trustees' Effectiveness

- (a) Assess its own effectiveness in fulfilling the above and trustees' responsibilities, including monitoring the effectiveness of individual trustees.

3.10 Expectations and Responsibilities

- (a) Trustees are expected to attend all Board and committee meetings of which they are members. Trustees are expected to have reviewed meeting materials in advance of such Board or committee meetings, as applicable.

3.11 Other

- (a) Perform such other functions as prescribed by law or assigned to the trustees in the Declaration of Trust of the Fund, as it may be amended from time to time.

Reviewed and approved effective November 12, 2021