

TERMS OF REFERENCE FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer have the responsibility to:

1. Lead and manage ADENTRA Inc. ("ADENTRA" or the "Company") within parameters established by the Board of Directors of the Company (the "Board") and relevant committees.
2. Report to the Board.
3. Recommend the Company's strategic plan to the Board and to successfully implement the corresponding operational and capital plans.
4. Direct and monitor the activities of the Company in a manner that ensures that strategic, operational and capital plans are met and that the assets of the Company are safeguarded and optimized in the best interests of the shareholders.
5. Develop and implement operational policies to guide the Company within the limits prescribed by the Company constating documents and the framework of the strategic direction adopted by the Board.
6. Develop and recommend to the Board the overall corporate organizational structure and the appointment of Executive management.
7. Foster a culture that strives for continuous improvement in health, safety, environmental, social, governance and operational performance.
8. Ensure compliance with the Company's Code of Corporate Ethics and Behavior, and lead the organization in a manner aligned with the Company's values.
9. Develop and maintain an annual Board approved plan for the development and succession of senior management.
10. Manage and oversee the required interfaces between the Company and the public and to act as the principal spokesperson for the Company. This includes the responsibility for managing the equity and other financial market interfaces on behalf of the Company.

11. Meet regularly and as required with the Chair and other members of the Board to review material issues and to ensure that the Chair and other members of the Board are provided in a timely manner with all information.
12. Ensure that the Chair and other members of the Board have the access to management necessary to permit the Board to fulfill its statutory and other obligations.
13. Seek approval of the Board for expenditures in excess of those outlined in the Administrative Guidelines of the Board set out in Part V of the Terms of Reference of the Board of Directors.