



MANDATE OF THE COMMITTEE CHAIRS

GENERAL

Each of the Acquisition Committee, Audit Committee, Governance and Nominating Committee, Human Resources Committee and Quality and Risk Committee of the Board of Directors of Extendicare Inc. (each a “**Committee**”, collectively, the “**Committees**”) is chaired by a member of the Board of Directors of the Company (each a “**Committee Chair**”) who is responsible for the management, development and effective functioning of the Committee for which she/he has been appointed chair and for providing leadership in every aspect of its work.

Each Committee Chair shall be, to the extent contemplated in its mandate/charter or otherwise contemplated by laws:

- (a) independent for the purposes of, and pursuant to, the Company’s statement of corporate governance practices;
- (b) an “unrelated” and “independent” director, as defined in and for purposes of any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Company are from time to time listed; and/or
- (c) an “independent” director for purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument policy, guideline or interpretation under any such legislation.

SPECIFIC RESPONSIBILITIES

Each Committee Chair shall have specific responsibility for:

With Respect to Committee Effectiveness

- (a) Ensuring that the responsibilities and duties of the Committee, as outlined in its mandate/charter, are well understood and effectively executed by the Committee members;
- (b) Providing the necessary leadership and support to the members of the Committee in carrying out their duties and responsibilities, and ensuring the effective functioning of the Committee;
- (c) Dealing effectively with dissent and working constructively toward arriving at decisions;
- (d) Ensuring that the members of the Committee have the appropriate information and access to resources and senior management necessary to fulfill their responsibilities and duties and arranging for adequate resources to be available to the Committee more generally to support its work;
- (e) Ensuring that any external advisors retained by the Committee are appropriately qualified and independent;

With Respect to Committee Management

- (f) Managing the affairs of the Committee, including ensuring that the Committee is organized properly, functions effectively and meets its obligations and responsibilities under its mandate/charter;
- (g) In consultation with senior management and the Corporate Secretary of the Committee establishing a work plan/rolling calendar for the Committee and monitoring compliance with same;
- (h) Presiding as Chair of each meeting of the Committee;
- (i) Determining, in consultation with senior management and the Corporate Secretary of the Committee, the time and places of the meetings of the Committee and establishing agenda's therefore;
- (j) Co-ordinating with senior management and the Corporate Secretary of the Committee to ensure that matters to be considered by the Committee are properly presented and given the appropriate opportunity for discussion;
- (k) Taking all reasonable steps to ensure that the conduct of Committee meetings facilitates discussion and provides sufficient time for the analysis and discussion of the matters under consideration; and,
- (l) Reporting to the Board of Directors on the activities and recommendations of the Committee as contemplated by its mandate/charter and acting as a liaison between the Committee and the Board of Directors.