



AMENDED AND RESTATED MANDATE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors of the Corporation on February 27, 2004
Amended and restated on November 13, 2008

I- Role

The Corporation's Board of Directors (the "Board"), either directly or through Board committees, is ultimately responsible for the stewardship of the Corporation and executes its mandate directly or after considering recommendations from its related committees and Management.

Management is responsible for the Corporation's day-to-day activities and is charged with realizing strategic objectives approved by the Board within the scope of its authorized business activities, capitalization plan and Corporation directives. Management must report regularly to the Board on matters relating to short-term results and long-term development activities.

The Board of Directors provides governance to the Corporation and serves as partner with the Corporation's Management in achieving corporate objectives. A copy of this Mandate shall, at all times, be available on the Corporation's web site at www.ambrilia.com.

II- Mandate

Under its governing statute (*Canada Business Corporations Act*), the Board of Directors has the mandate to represent the shareholders of the Corporation and to supervise the financial, corporate and operational management of the Corporation. The Board carries out the functions, performs the duties and assumes the responsibilities entrusted to it by the law and regulations. The Board may delegate some of its responsibilities to Board committees and Management within the scope of the Corporation's General By-laws, the law and regulation. Therefore, day-to-day management of the Corporation's activities is entrusted to Senior Management, which reports to the Board. One of the key functions of the Board is to appoint the senior management team.

The functions and duties of Board members include, without limitation, the following functions and duties:

A- Appointment, assessment and succession planning of Senior Management

- Select and appoint the President and Chief Executive Officer of the Corporation.
- Oversee the appointment of the other members of Senior Management.
- Ensure that the officers of the Corporation have the capabilities and integrity required to conduct its business.
- Ensure that the Corporation has a succession plan for the President and Chief Executive Officer.

- Monitor the performance of the President and Chief Executive Officer and the other members of Senior Management with respect to pre-established objectives.

B- Compensation of Directors

- Establish the compensation of Directors.

C- Strategic Direction and Planning

- Ensure that the Corporation has a satisfactory strategic planning process.
- Approve the Corporation's strategic plan and review Senior Management's performance in implementing the plan.
- Review the strategic plan annually, taking into account opportunities and risks, and monitor the Corporation's performance against the plan.
- Ensure that the Corporation possesses the appropriate financial resources in order to efficiently conduct its strategic development plan and that these resources are used in the most judicious manner;
- Review and approve the Corporation's annual plans for financing the strategic plan.
- Approve the Corporation's annual operating budget and the strategic objectives of the Corporation submitted by Management at least once a year.
- Identify key business risks facing the Corporation and the existence or implementation of appropriate systems to manage these risks.
- Ensure that appropriate steps are taken in order to manage the financial and other business risks that the Corporation must face.
- Discuss with Management how the strategic environment is changing and the key strategic issues.
- Use its best efforts to protect the value of the assets of the Corporation.

D. Corporate Behavior and Governance

- Meet at least four times per year, or more if required, in order to efficiently supervise the management of the business of the Corporation and to fulfill its duties.
- Develop an approach to corporate governance, including the determination of principles and guidelines for the Corporation.
- Obtain reasonable assurance of the integrity of the President and Chief Executive Officer and other members of Senior Management, and that they uphold principles of integrity within the ranks of the Corporation.
- Monitor the integrity and effectiveness of the Corporation's internal controls and disclosure systems.

- Oversee the implementation of a Corporation Information policy and related procedures.
- Ensure that an efficient communication process is set up between the Corporation and its shareholders and, more specifically, but without limitation, ensure that the Corporation reports annually its results and its way of managing the business to the shareholders.
- Be available to receive and respond to feedback from stakeholders.

E. Personal Behaviour

- Keep up-to-date with the regular programs and employees of the Corporation.
- Upon request, join a committee of the Board and actively participate at its meetings.
- Be accessible, at least by telephone to other Board members, as required.
- Keep confidential all information obtained as a consequence of Board membership in preparation and transmitted in preparation of such meetings.
- Attend regular and special Board meetings.
- Get to know other members of the Board and promote collegial decision-making.
- Properly prepare for Board meetings by reading advance materials provided.

III- Decisions requiring Board approval

The Board considers that certain decisions and transactions are sufficiently important that management should require prior approval of the Board:

- The annual and quarterly financial statements.
- The annual budget.
- Any material external financing project as defined by the Board, with the exception of debts incurred in the normal course of the business.
- Strategic alliances.
- Material contracts.
- The acquisition and disposal of material assets (including fixed assets).
- The creation of subsidiaries.
- The payment of dividends.
- Any amendment to the articles or by-laws of the Corporation.
- Any issuance of options pursuant to the Stock Option Plan of the Corporation.

- Any projected issuance of securities from treasury by the Corporation as well as any projected redemption of such securities.
- The appointment of members of any committee of the Board.
- The appointment of officers of the Corporation.
- All matters requiring Board approval under the Canada Business Corporations Act

IV- External Advisors

In discharging its duties and responsibilities, the Board is empowered to retain external legal counsel or other external advisors, as it considers appropriate. The Corporation shall provide the necessary funds to secure the services of such advisors.

V- Composition of the Board

The Board shall consist of such number of Directors as it may determine from time to time by resolution. The Board must assure itself that it is composed of Directors who are sufficiently familiar with the business of the Corporation, and the risks it faces, to ensure active and effective participation in the deliberations of the Board. Directors should have diverse backgrounds and personal characteristics and traits as well as competencies and expertise that add value to the Corporation. Finally, a majority of the Directors must be independent as defined by National Policy 58-201 Corporate Governance Guidelines.

VI- Board Meeting Procedures

The Board follows the procedures established in the Corporation's General By-Laws.

VII- Records

The Corporation's Secretary keeps the registers and other records required by law and any other he would consider appropriate.

VIII- Effective Date

This written mandate was adopted by the Board of Directors at its February 27, 2004 meeting. It was amended and restated at during the November 13, 2008 Board meeting.