

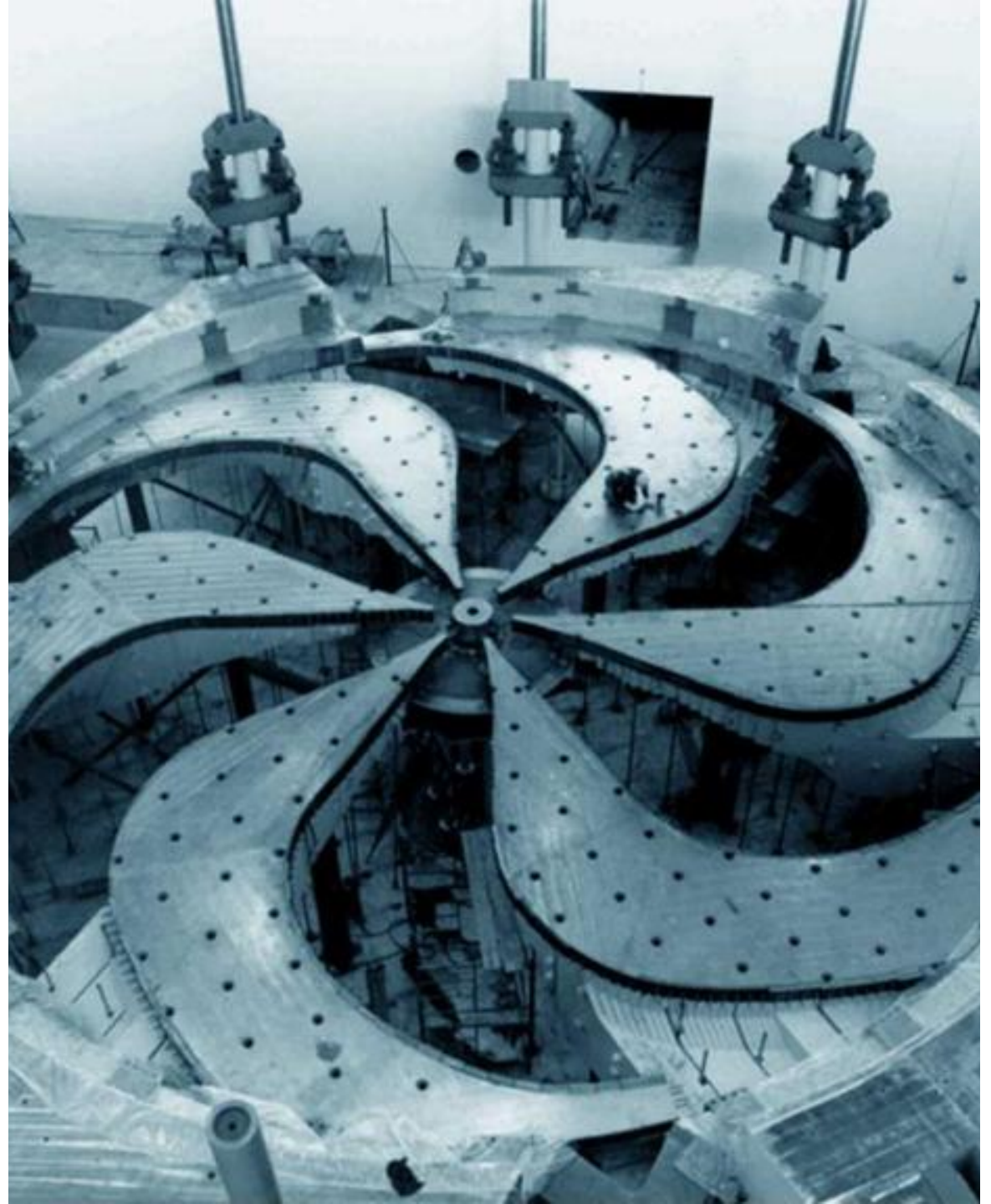


TARA

HR Policy # 35

Consulting & Professional
Services Liability Protection

November 9, 2021



HR Policy # 35

Consulting & Professional Services Liability Protection

INDEMNIFICATION

On May 26, 1987, reflecting the wish of TRIUMF to provide protection to TRIUMF employees from various types of liability that they may be exposed to when involved in TRIUMF related duties and assignments, the Board of Management adopted Motion #343, in the following terms: TRIUMF hereby undertakes to hold any director, officer or employee of TRIUMF harmless, and agrees to indemnify them, or their respective estates, against any liability, costs or expenses they sustain or incur by reason of having acted or acting honestly and in good faith in the course of their assigned duties as a director, officer or employee.

The purpose and intent of this Policy are to give effect to that Motion.

1. TRIUMF will indemnify any director or former director, officer or former officer, employee or former employee, or their respective estates (the "Professional") with respect to any claim of the nature described herein, whether civil or criminal, (other than an action by or in the right of TRIUMF) by reason of the fact that the Professional is or was a director, officer or employee of TRIUMF, or due to any act, error, or omission of the Professional in the course of his or her assigned duties with TRIUMF.
2. TRIUMF's indemnification will extend to expenses (including legal fees and disbursements), judgments, fines and amounts paid in settlement (if such settlement is approved in advance by TRIUMF) actually and reasonably incurred by the Professional in connection with such action or proceeding if the Professional acted or omitted honestly, without willful neglect or blindness, and in good faith in the course of his or her assigned duties. TRIUMF's indemnification does not extend to criminal or administrative charges where the Professional had reasonable grounds to believe that his or her conduct was unlawful.

Administration

Consulting & Professional Services Liability Protection

Policies & Procedures: TRIUMF INC. Board has approved all TRIUMF JV policies

*“**Joint Venture Policies**”) in order to provide for a smooth transition of the operations from the joint venture to the Corporation.*

***RESOLVED THAT** the Joint Venture Policies are hereby adopted as the policies, procedures, regulations, standards, plans, and related documents of the Corporation, except that in the event of any inconsistency between (i) the Corporation’s Articles, the Corporation’s By-law No.1, and any of the Corporation’s Terms of Reference, as applicable, and (ii) the Joint Venture Policies, the Corporation’s Articles, By-law No.1 or Terms of Reference, as applicable, will prevail.*

These resolutions are consented to by all of the Governors of the Corporation pursuant to Section 140 of the Canada Not-for profit Corporations Act, as evidenced by the signatures below.

***DATED** as of the 1st day of June, 2021.*

Thank you
Merci

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