

CHARTER OF THE BOARD OF DIRECTORS

NOVIK INC. (the “Company”)

The board of directors (hereinafter referred to as the “Board”) is responsible for orienting the business of the Company and for ensuring its continued development in the best interest of all the shareholders, and for the long term growth in the value of their investment. The Board must also supervise the management activities of the Company which have been assigned to the officers in order to ensure the compliance with all the applicable governance rules.

The Board may delegate certain tasks to the Board committee; however, the Board maintains the responsibilities outlined in this mandate.

COMPOSITION AND QUORUM

The Board shall be composed of at least three (3) members and at the most ten (10) members, the majority of which must be independents, as defined in the applicable corporate regulation. The Board shall be made up of members with various experience and area of expertise that will be most likely to allow them to fulfill their responsibilities in an enlightened manner.

RESPONSIBILITIES

1. Strategic Orientation

- Review and approve the Company's annual strategic business plan and the budget.
- Examine and, if necessary, approve any decision relating to the strategic orientation of the Company, including among others any mergers and business acquisitions, any significant changes in the stock ownership of the Company and any significant change in the orientation of the Company activities.

2. Finances and Internal Audits

- Ensure the integrity and accuracy of the financial information released to the public and, more specifically, approve the financial statements and the interim and annual management's discussion & analysis.
- Examine and approve substantial expenses for capital property, raising of funds, major loans and other important financial activities.
- Ensure that adequate control systems are in place to identify risks and to manage them.

3. Investor Relations

- Annually examine the Company's practices with respect to communication with investors, analysts and the public and establish general directives with respect to such communication.
- Revise and approve the management proxy circular for the annual meeting and any special meeting of the shareholders, as well as any other document requiring the approval of the Board.

4. Human Resources

- Choose, nominate and, if necessary, dismiss the President and Chief Executive Officer and approve the nomination and, if necessary, the dismissal of other executive officers.
- Ensure that the performance of the President and Chief Executive Officer and other executive officers are evaluated annually.
- Adapt the size and composition of the Board and its committee in order to meet the needs of the Company and, more specifically, annually approve the list of candidates for the position of director, in preparation for the election by the shareholders.
- Ensure, if necessary, to provide the Board with all the necessary trainings and information to allow it to efficiently carry out its functions.
- Approve the grant of options pursuant to the Stock Option Plan and revise the Plan if required.

5. Corporate Governance

- Ensure that the management runs the Company with competence while respecting the applicable regulations.
- Periodically revise the standards and practices concerning corporate governance, including the decisions that require the approval of the Board.
- Periodically adopt and revise the Company's code of conduct and ensure that it is respected.
- Establish a policy that authorizes the Board committee to use the services of external advisers, at the expenses of the Company, when circumstances justify it, and if the Chairman of the Board is informed of the use of such services.
- Receive the Chairman of the Board's annual report about his evaluation of the Board's overall efficiency in carrying out its mandate.
- Annually approve the composition of the Board committee, revise its mandate and ensure that the committee is actively carrying out its mandate.

6. Other

- Examine and, at the discretion of the Board, approve any decision with respect to any business or activity of the Company that the Board could be presented with from time to time.

OPERATING PROCEDURE

- The Board shall meet quarterly or more frequently if necessary.
- The Chairman of the Board, in conjunction with the President and Chief Executive Officer and the Secretary, shall draw up an agenda for each meeting of the Board. The agenda and the documentation shall be sent to the directors in advance.
- The independent directors may meet before or after each meeting of the Board.

Approved by the Company's board of directors on March 27, 2008.

Signed by: (s) *Michel Gaudreau*

MICHEL GAUDREAU
Chairman of the board of directors