

## **POSITION DESCRIPTION – THE CHAIR OF THE BOARD**

This position description describes the appointment, role and responsibilities of the Chairperson (the "Chair") of the Board of the Company. It should be read together with the Board mandate and position description of the Chief Executive Officer. This position description is subject to the requirements of applicable corporate laws and to the Company's articles and by-laws, all as amended from time to time.

### ***Office of the Chair***

The Board shall select and appoint the Chair of the Board at the first meeting of the Board following the annual meeting of shareholders each year, in a manner and upon the criteria that the Board deems appropriate at the time of selection, to continue in office until the next such meeting. If no successor is appointed at the end of such term, the Chair of the Audit Committee shall serve as the interim Chair until a successor is appointed.

### ***Responsibilities of the Chair***

#### ***Board Leadership***

The Chair will provide leadership to Directors in discharging their mandate as set out in the Mandate, including by:

1. leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
2. promoting cohesiveness among the Directors;
3. being satisfied that the responsibilities of the Board and its committees are well understood by the Directors; and
4. ensuring the appointment of the Chair of each of the Board's committees.

#### ***Relationship with Chief Executive Officer***

The Chair shall provide advice, counsel and mentorship to the Chief Executive Officer.

#### ***Information Flow***

The Chair shall promote the delivery of information to the Directors on a timely basis to keep the Directors fully apprised of all matters that could be material to Directors. The Chair shall be satisfied that the information requested by any Director is provided and meets the needs of that Director.

#### ***Meetings of the Board***

In connection with meetings of the Directors, the Chair shall be responsible for the following:

1. scheduling meetings of the Directors;
2. coordinating with the chairs of the committees of the Directors to schedule meetings of the committees;
3. ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Company;
4. setting the agenda for meetings of the Board;
5. monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
6. ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
7. presiding over meetings of the Directors; and
8. encouraging free and open discussion at meetings of the Board.

#### ***Other Responsibilities***

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Board from time to time.