

POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS



Position Description for the Chair of the Board of Directors (the “Chair”)

A. GENERAL

The Chair will in each year be elected by the Board of Directors (the “**Board**”) of the Corporation from among its members. The Chair is expected to be “independent” as defined in National Instrument 52-110, Audit Committees, as amended from time to time.

The Chair’s roles are to: (1) oversee the operations and affairs of the Board; and (2) facilitate the functioning of the Board independently of the Corporation’s management.

B. RESPONSIBILITIES

The Chair will:

- a. Ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently of senior management.
- b. Chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded.
- c. Determine procedures for Board meetings unless otherwise determined by the by-laws of the Corporation or a resolution of the Board.
- d. Ensure that the responsibilities of the Board are understood by both the Board and senior management and that the boundaries between the responsibilities of the Board and those of senior management are understood and respected.
- e. Maintain an effective relationship between the Board and senior management.
- f. Provide direction and advice to senior management, including helping to determine strategy, defining strategic issues, maintaining accountability to shareholders and other stakeholders and building relationships.
- g. Ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information.
- h. Ensure compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, managing and reporting information and other policies relating to the Board’s business.
- i. Provide leadership to ensure that the Board works as a cohesive team.
- j. With the President and Chief Executive Officer of the Corporation (“CEO”), develop schedules and agendas of meetings of the Board and its committees and verify that all items requiring Board and/or committee approval are appropriately tabled.

- k. Chair meetings of the shareholders of the Corporation.
- l. Work closely with the CEO to ensure that the Corporation maintains a healthy corporate governance culture.
- m. Promote best practices and high standards of corporate governance.
- n. Ensure that functions are delegated to appropriate committees and that those functions are carried out and the results reported to the Board.
- o. Ensure reasonable procedures are in place for Board and its committees to engage outside advisors at the expense of the Corporation in appropriate circumstances.
- p. Perform any other duties and responsibilities assigned by the Board.