

POSITION DESCRIPTION FOR THE CEO



Position Description for the Chief Executive Officer ("CEO")

A. GENERAL

The CEO will be appointed by the Board of Directors of the Corporation (the **"Board"**) and will have the competencies and skills recommended by the Human Resources and Compensation Committee and determined by the Board.

The fundamental responsibility of the CEO is the general direction and management of the business and affairs of the Corporation and its subsidiaries in accordance with the strategy and objectives approved by the Board within the authority limitations delegated by the Board. The CEO provides effective leadership for the Corporation to meet its objectives as determined by the Board from time to time. Together with the senior management team, the CEO sets the tone for fostering ethical and responsible decision making and appropriate management.

B. RESPONSIBILITIES

The CEO will:

- a. Demonstrate leadership values and integrity in all aspects of managing the Corporation and its subsidiaries in the best interests of its stakeholders.
- b. In conjunction with the Board, develop a multi-year strategic plan and an annual business plan.
- c. Set and implement the Corporation's and its subsidiaries' strategic objectives and business plans, develop and implement sound operating and financial plans, design an effective organizational structure, and determine staffing and budgets for the Corporation and its subsidiaries to meet its goals and objectives.
- d. Provide supervision and management of the day-to-day business affairs of the Corporation within the guidelines established by the Board, consistent with decisions requiring prior approval of the Board and the Board's expectations of management.
- e. Identify business opportunities and plan and direct investigations and negotiations pertaining to capital investments, mergers, joint ventures, material acquisitions of businesses, or the sale of major assets, and obtain Board approval of material transactions.
- f. Set an operational philosophy that is performance driven, while providing leadership to management in support of the Corporation's commitment to the DIRTT Code – Our Way of Doing Business.
- g. At the discretion of the securityholders and the Board, serve on the Board.
- h. Communicate in a timely, candid and comprehensive fashion with the Board and each of its committees on the progress of the Corporation towards the achievement of its strategic objectives and business plan.

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- i. Meet regularly with the Lead Director and other Board members to maintain an effective relationship and to ensure that the Board members are being provided with necessary information and resources to fulfill their responsibilities and statutory obligations.
 - j. With the Lead Director, 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. Serve as chief spokesperson and liaison for the Corporation, including effectively managing relations with the Corporation's external stakeholders, such as shareholders, the investment community, the media, governments and the public generally.
 - l. With the Chief Financial Officer of the Corporation ("**CFO**") and under the supervision of the Audit Committee:
 - establish and maintain the Corporation's disclosure controls and procedures through appropriate policies and procedures, including the Corporation's Disclosure and Insider Trading Policy, and serve as a member of the Corporation's Disclosure Committee;
 - identify all significant risks to the Corporation's business and ensure that procedures are established to mitigate the impact of such risks in the best interest of stakeholders;
 - ensure the accuracy, completeness, integrity and appropriate disclosure of the Corporation's financial statements and other financial information through appropriate policies and procedures; and
 - ensure that the Corporation complies with all regulatory requirements for the Corporation's financial information, reporting, disclosure requirements and internal controls over financial reporting.
 - m. With the CFO, direct and monitor the activities and resources of the Corporation and its subsidiaries, consistent with the strategic direction, financial limits and operating and financial objectives approved by the Board.
 - n. Together with the Human Resources and Compensation Committee:
 - ensure, through supervision and performance assessment, that the Corporation and its subsidiaries have an effective senior management team and an up-to- date plan of succession and development for the CEO, the CFO and the other members of senior management;
 - direct the selection and retention of senior management; and
 - develop compensation and benefit plans for senior management.
 - o. Ensure that the Corporation and its subsidiaries maintain an appropriate capital structure and sufficient liquidity to support their respective operating plans and strategic and financial objectives.
 - p. Perform any other duties and responsibilities assigned by the Board.