

Chair of the Board – Position Description

The Chair of the Board of Directors is responsible for the effective functioning of the Board.

The Chair of the Board of Directors shall be appointed by the Board of Directors for a one-year term at the first meeting of the Board of Directors following the annual meeting of securityholders each year **provided if there is a vacancy in such office the Chair of the Compensation, Nominating and Governance Committee, or if such office is also vacant, then the Chair of the Audit Committee shall fill the vacancy until such time as it is filled by the Board of Directors.**

The Chair of the Board of Directors shall:

1. Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:
 - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
 - Providing appropriate information from management to enable the Board and committees to exercise their accountabilities;
 - Ensuring that all items requiring Board and committee approval are appropriately tabled;
 - Ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - Ensuring that external advisors retained or to be retained by the Board are appropriately qualified and independent;
 - Ensuring that the Board has access to such members of senior management as may be required by the Board.
2. Chair every meeting of the Board and encourage free and open discussion at meetings of the Board.
3. Chair every meeting of shareholders and respond to such questions as are put to the Chair of the Board of Directors at any such meeting.
4. Receive notices and materials for all committee meetings and attend all such meetings whenever possible.
5. Together with the Compensation, Nominating and Governance Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors.

6. Act as liaison between the Board and management.
7. Carry out other duties as requested by the Board as a whole, depending on need and circumstances.

Dated: July 30, 2018

Approved by: Compensation, Nominating & Governance Committee
Board of Directors