

POSITION DESCRIPTION OF CHAIR

The Chair of the Board of Directors of the Company (the “**Board**”) is principally responsible for overseeing the operations and affairs of the Board. In fulfilling his or her responsibilities, the Chair will be responsible for:

- (a) providing leadership to foster the effectiveness of the Board;
- (b) ensuring there is an effective relationship between the Board and senior management of the Company;
- (c) ensuring that the appropriate committee structure is in place and assisting the Compensation and Corporate Governance Committee in making recommendations for appointment to such committees;
- (d) in consultation with the other members of the Board and the Chief Executive Officer of the Company (to the extent the Chair is not also serving as the Chief Executive Officer), preparing the agenda for each meeting of the Board;
- (e) ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (f) chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) chairing all shareholder general meetings;
- (h) together with the Compensation and Corporate Governance Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board’s committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Compensation and Corporate Governance Committee for changes when appropriate;
- (i) consulting with the Compensation and Corporate Governance Committee on candidates for nomination or appointment to the Board;
- (j) ensuring that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the executive officers of the Company any issues that are preventing the Board from being able to carry out its responsibilities;
- (k) providing additional services required by the Board; and
- (l) participating in the hiring, evaluation and succession planning of the Chief Executive Officer.