

POSITION DESCRIPTION OF LEAD INDEPENDENT DIRECTOR

A Lead Independent Director will be required in the event that the Chair of the Board of Directors is not independent. The Lead Independent Director will facilitate the functioning of the Board of Directors of the Company (the “**Board**”) independently of management of the Company and provide independent leadership to the Board. In fulfilling his or her responsibilities, the Lead Independent Director will be responsible for:

- (a) ensuring that the Board functions independently of management of the Company and other non-independent directors;
- (b) enhancing the effectiveness of the Board;
- (c) working with the Chair to ensure 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) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, 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; in addition, chairing each board meeting at which only non-management directors are present.
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of the Company on corporate governance issues and other matters;
- (g) calling meetings of the independent directors of the Company and ensuring that such meetings are regularly held and, in any event, at least once annually;
- (h) providing recommendations and advice to the Compensation and Corporate Governance Committee on candidates for nomination or appointment to the Board;
- (i) recommending, where necessary, the holding of special meetings of the Board;
- (j) working with the Chair and the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its

responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and

- (k) if deemed advisable, being available for direct communication with the shareholders of the Company;
- (l) if deemed advisable, retaining outside advisors to report to the Board; and
- (m) providing additional services required by the Board.