

POSITION DESCRIPTION FOR THE LEAD DIRECTOR

I. General

- A.** The Board of Directors has created the position of Lead Director to be filled if the Board Chair is not an independent director as defined by applicable governance guidelines or regulations.
- B.** The Lead Director is an independent Director appointed annually by the Board following the AGM to hold office until the earlier of: (i) the appointment of an independent Board Chair; and (ii) the next AGM, unless the member is unable to serve or is removed from office. A casual vacancy may be filled at any time by the Board to hold office until the next AGM.
- C.** The Lead Director's primary focus is to assist the Board Chair and, where appropriate or required, provide leadership for the independent directors in matters that concern the Board Chair and to ensure that the Board's agenda meets the needs of the Company and the independent directors.
- D.** While undertaking his/her responsibilities, the Lead Director works co-operatively with the Board Chair and the Chief Executive Officer (the "**CEO**").
- E.** The duties and responsibilities of the Lead Director shall be reviewed annually by the full Board.

Specific Responsibilities

- A.** Without limitation to the foregoing, the Lead Director has the responsibility to:
 - 1.** Review the agenda for board meetings with the Board Chair and the CEO and make recommendations as required;
 - 2.** Understand the responsibilities of the Board Chair and chair Board meetings when the Board Chair is unavailable or when a motion involving the Board Chair is being discussed;
 - 3.** Ensure the independent directors meet in-camera in conjunction with regular quarterly meetings of the Board, or additional meeting when requested by any independent director, chair such meetings and communicate the results of such meetings to the Board Chair and the CEO;
 - 4.** Provide support/advice to the Nominating & Governance Committee in the annual performance evaluation of the Board Chair;
 - 5.** In conjunction with the Board Chair, facilitate the process of individual director evaluations; and
 - 6.** Performs such other functions that the Board or the Chair of the Board may reasonably request.