

**Title: Terms of Reference for the Chair of the Board**

***Approved by Board of Directors: February 28, 2018***

**Appointment**

The Chair of the Board will be appointed annually by the board of directors (the "board"). Where a vacancy occurs at any time, the board will fill it. The Corporate Governance & Compensation Committee will review these terms of reference and recommend any changes for approval by the board.

**Qualifications**

The Chair of the Board will be an "unrelated" and "independent" director as defined in the applicable laws, regulations and listing standards of any stock exchange upon which the securities of the Corporation are from time to time listed.

**Responsibilities**

The Chair of the Board will:

- A) facilitate the effective operation and management of, and provide strong leadership to, the board;
- B) work with management in setting the agenda for meetings of the board;
- C) chair each meeting of the board, including the in-camera sessions after each meeting, and ensure they are conducted in an efficient and effective manner;
- D) respond to the concerns of any directors, including concerns which are not readily or easily discussed in a full meeting of the board;
- E) ensure the appropriate organization, content and flow of information to the board;
- F) ensure that the board understands the boundaries between board and management responsibilities;
- G) assist the Corporate Governance & Compensation Committee in the annual performance evaluation of the board, board committees, and individual directors;
- H) monitor compliance by the directors of the Corporation's corporate governance guidelines, including those related to minimum share ownership, meeting attendance, and board interlocks;
- I) chair meetings of the shareholders of the Corporation;
- J) act as a resource for, and counsel to, the Chief Executive Officer; and
- K) facilitate the Corporation's efforts to create and maintain measures that allow for shareholders to communicate with the board.