POSITION DESCRIPTION FOR CHAIR OF THE BOARD

Purpose

The Chair of the Board shall be a director who is designated by the full Board to act as the leader of the Board. Pursuant to its charter, the Nominating, Governance & Corporate Compensation Committee (the "Committee") of the Board is responsible for administering this position description.

Who May Be Chair

The Chair will be selected amongst the directors of the Company who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board. The Chair will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

Responsibilities

The following are the responsibilities of the Chair. The Chair may delegate or share, where appropriate, certain of these responsibilities with the Nominating, Governance & Corporate Compensation Committee and/or any other independent committee of the Board:

1) Chairing all meetings of the Board in a manner that promotes meaningful discussion.

2) Providing leadership to the Board to enhance the Board's effectiveness, including:

    a) Ensuring that the responsibilities of the Board are well understood by both management and the board;

    b) Ensuring that the Board works as a cohesive team with open communication;

    c) Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;

    d) Together with the Governance & Corporate Compensation Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and

    e) Together with the Governance & Corporate Compensation Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the Board is assessed at least annually.

3) Managing the Board, including:

    a) Preparing the agenda of the Board meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;

    b) Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;

    c) Ensuring meetings are appropriate in terms of frequency, length and content;

    d) Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;

    e) Ensuring that a succession planning process is in place to appoint senior members of management when necessary;

f) Together with any special committee appointed for such purpose, approaching potential candidates once identified, to explore their interest in joining the Board and proposing new nominees for appointment to the Board and its committees; and

g) Ensuring procedures are established to assess and recommend new nominees for appointment to the Board and its committees.

4) Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Nominating, Governance & Corporate Compensation Committee to ensure that the Company is building a healthy governance culture.

5) At the request of the Board, representing the Company to external groups such as shareholders and other stakeholders, including community groups and governments.

Review

The Committee will annually review and reassess the adequacy of this position description and submit any recommended changes to the Board for approval.

This Position Description was last reviewed on October 27, 2023, with minor amendments.