

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 their responsibilities, the Chair will be responsible for:

- (a) providing leadership to foster development and fulfillment of the Company’s strategic objectives by the Board;
- (b) ensuring that the functioning of the senior management of the Company is consistent with the objectives of enhancing shareholder and stakeholder value in a safe, environmentally sound and socially responsible manner;
- (c) ensuring that the appropriate committee structure and composition is in place to effectively implement corporate objectives set out by the Board;
- (d) ensuring that the Company’s communication is consistent with the objectives established by the Board;
- (e) engaging with senior management of the Company or, as necessary, directly with shareholders and other stakeholders of the Company to effectively communicate corporate objectives, particularly as they relate to the prevailing macro-economic, political and financial conditions;
- (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) together with the Corporate Governance and Nominations 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 Corporate Governance and Nominations Committee for changes when appropriate;
- (h) consulting with the Corporate Governance and Nominations Committee on candidates for nomination or appointment to the Board;
- (i) 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; and
- (j) providing additional services required by the Board.