



**POSITION DESCRIPTION FOR CHAIR OF THE BOARD ("CHAIR")
PRINCIPLES AND RESPONSIBILITIES**

A. Principles

1. The Board will meet annually as a committee of the whole to nominate the Chair for the forthcoming year;
2. The Chair will qualify as "Independent" of the Corporation, as such term is defined in National Instrument 52-110, and in accordance with requirements set forth in Section 303A.02 of the New York Stock Exchange Listed Company Manual;
3. The Chair is the external representative of the Board;
4. The Chair, in conjunction with the President and Chief Executive Officer ("CEO"), will be the link between the Board and management, and together will have the authority to ensure the flow of information from management to the Board;
5. The Chair shall serve as a member of every committee of the Board, unless otherwise directed by the Board.

B. Responsibilities

The Chair will carry out duties as requested by the Board depending on need and circumstances and specifically will:

Managing the Board

1. Conduct all meetings of the Board of Directors and meetings of Shareholders;
2. Schedule Board meetings in a manner that enables the Board and its committees to perform their duties and responsibilities while not interfering with the flow of operations of the Corporation;
3. In consultation with the CEO, other Directors, and Committee Chairs, prepare the agendas for Board meetings in accordance with the Board's objectives and with management's priorities, and define the quality, quantity and timeliness of material prepared by management for communication to the Board;
4. Communicate with and be available for discussion with members of the Board between meetings of the Board;

5. Oversee the activities of the Corporate Secretary relating to the functioning of the Board;
6. Approve in consultation with the other Directors, the retention of consultants who report directly to the Board other than those consultants independently retained by a Committee of the Board in accordance with the Committee's mandate; and
7. Ensure that responsibilities and duties defined in the position descriptions have been fulfilled.

C. Managing the Relationship Between Board and Management

1. In consultation with the CEO, ensure that the Board is well informed of all material matters and in a timely manner; and
2. Review presentations and material to be communicated to the Board, so as to assist management to meet the Board's expectations.

D. Communications

1. Act as the principal liaison between the Board and the CEO on sensitive issues; and
2. Speak on behalf of the Board within and without the Corporation when requested to do so and in consultation with the CEO.