

**STELLA-JONES INC.**  
("the Corporation")

**CHAIRMAN OF THE BOARD**

**POSITION DESCRIPTION**

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**Function**

The Chairman of the Board is elected by the Board of Directors each year for a one-year term following the annual meeting of shareholders. The Chairman of the Board is responsible for the effective functioning of the Board to ensure the Board's full discharge of its duties. The Chairman shall preside at all meetings of the Board of Directors and at all meetings of the shareholders of the Corporation. He may call meetings of the Board and of any committee of the Board, whenever deemed necessary.

**Responsibilities of the Chairman**

The Chairman of the Board shall:

1. Provide leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities.
2. Establish a yearly calendar for Board meetings, including date, time and place, for Board approval.
3. Require the Board to meet as many times as necessary for the Board to carry out its duties and responsibilities effectively.
4. In consultation with the CEO, CFO, Secretary and other members of senior management, as appropriate, review and approve the meeting agendas to ensure all required business is brought before the Board.
5. Chair every meeting of the Board and encourage free and open discussion at meetings of the Board.
6. Ensure that all items requiring Board approval are appropriately tabled.
7. Ensure that the mandate of the Board is reviewed and if necessary, revised no less than once each year.
8. Ensure the Board's activities and performance are consistent with and fulfill the Board's mandate.
9. Manage the process of appraising the performance of the Board and report thereon, no less than once each year, to the Board.
10. Discuss with each Board member individually his or her performance at least once each year.
11. Assign specific tasks to Board members when necessary.
12. Authorize, where appropriate, the hiring of outside counsel (legal or other) at the request of one or more independent directors.
13. Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent.
14. Maintain close contact with the CEO, all committee chairpersons and all directors on all matters affecting the business of the Corporation.
15. Perform all duties of a regular Director.

16. Act as a liaison between shareholders and the Board of Directors.
17. Chair every meeting of shareholders and respond to such questions as are put to the Chairman of the Board of Directors.
18. In the absence of the Chairman, the Vice-Chairman will replace the Chairman and carry out his duties.

Reviewed and approved by the Board of Directors on December 12, 2017.