

SCHEDULE “A”

POSITION DESCRIPTION OF THE BOARD CHAIR (the “Board Chair”)

The Board Chair is a director who is designated by the Board. The Board Chair’s key role is to take all reasonable measures to ensure that the Board (i) has structures and procedures in place to enable it to function independently of management, (ii) carries out its responsibilities effectively and (iii) clearly understands and respects the boundaries between Board and management responsibilities.

The Board Chair’s responsibilities include the following:

(a) *With respect to leadership to enhance Board effectiveness*

- taking all reasonable steps to ensure that the Board works as a cohesive group and providing the leadership essential to achieve this;
- taking all reasonable steps to ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work and permit it to properly make major decisions when such decisions are required.

(b) *With respect to the management of the Board*

- chairing Board meetings and meetings of shareholders;
- setting the agenda for the Board, in consultation with the chief executive officer (the “CEO”);
- adopting procedures allowing the Board to conduct its work effectively and efficiently;
- working closely with the CEO to ensure that management strategies, plans and performance matters are presented to the Board;
- overseeing committee structure and composition, as well as the scheduling and management of meetings;
- periodically reviewing with the Corporate Governance, Compensation and Nominating Committee (the “**Governance Committee**”) the size and composition of the Board and its committees to favour effective decision-making;
- recommending committee chairs to the Board, in consultation with the Governance Committee;
- taking all reasonable steps to ensure that the conduct of Board meetings provides adequate time for serious in-depth discussion of relevant issues;
- taking all reasonable steps to ensure that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board.

(c) *With respect to Board quality and continuity*

- meeting, from time to time, with the Governance Committee to review Board, Board committee, committee chairs and Board members' performance and to discuss nominees as directors to be submitted to the Board for its approval;

(d) *With respect to relationships between the Board, management and with external groups*

- providing advice and counsel to the CEO;
- facilitating the conduct of relationships between the Board and management in a professional and constructive manner. This involves working closely with the CEO, the General Counsel (if applicable) to take all reasonable steps to ensure that the Company is building a healthy governance culture;
- ensuring that management is aware of any concerns of the Board, shareholders and other stakeholders;
- leading the Board in monitoring and evaluating the performance, strategies, aims and directions of the investment team, to ensure the accountability of the investment team;
- at the request of the Board or the CEO, representing the Company to external groups such as shareholders and others stakeholders;
- ensuring that the Company and, where applicable, the Board are appropriately represented at official functions and meetings with aforementioned groups.