

## **ESPIAL GROUP INC.**

### **CHAIR OF THE BOARD POSITION DESCRIPTION**

#### **PURPOSE**

The primary responsibility of the Chair of the board of directors (the “Board”) is to provide leadership to the Board to enhance Board effectiveness. The Chair shall set the "tone" for the Board and its members to foster ethical and responsible decision-making and ensure that directors are kept informed of appropriate corporate matters.

#### **APPOINTMENT**

The Chair will be “independent” (in accordance with applicable securities laws and applicable stock exchange rules), and shall have such skills and abilities appropriate to the appointment as shall be determined by the Board.

The Chair of the Board is responsible to act in the best interests of the Company and its shareholders, in accordance with applicable legislation and best practices in board governance.

The Chair of the Board shall be a duly elected or appointed member of the Board and shall be appointed as Chair by the Board.

#### **SPECIFIC RESPONSIBILITIES**

In addition to the Chair's responsibilities as a director of the Company (as provided in the *Canada Business Corporations Act*, the Company's articles, Board Mandate and other corporate governance policies and guidelines, as may be established and amended from time to time by the Board), the Chair of the Board shall have the specific responsibilities set out below and shall have such other powers, duties and special assignments as the Board may specify:

- (a) consulting with the President and Chief Executive Officer (the “CEO”) and the Secretary of the Corporation in determining the dates and locations of Board meetings and shareholders meetings;
- (b) presiding at meetings of the Board and meetings of the shareholders of the Corporation;
- (c) setting the schedule and agenda for Board meetings with input from the lead independent director, the other directors, the CEO and other senior management of the Corporation where appropriate;
- (d) assisting the chairs of Board committees in developing agendas for Board committee meetings that will enable the Board committees to successfully carry out their responsibilities;

- (e) ensuring that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders;
- (f) arranging for senior management and others to attend Board meetings where appropriate;
- (g) facilitating the delivery of accurate, timely and clear information to the Board to enable the Board to successfully carry out its responsibilities;
- (h) coordinating the activities of the Board committees with the activities of the Board;
- (i) assigning tasks to appropriate directors and Board committees;
- (j) acting as the principal interface between the Board and the CEO;
- (k) providing advice, counsel and mentorship to the CEO, other directors and senior management of the Corporation;
- (l) together with the CEO, speaking for the Corporation in its communications with shareholders and the public; and
- (m) performing such other functions as may reasonably be requested by the Board.