



**POSITION DESCRIPTION FOR THE
CHAIR OF THE BOARD OF DIRECTORS**

I. FUNCTION

The primary responsibility of the Chair of the board of directors (the “**Board**”) of Tantalus Systems Holding Inc. (the “**Company**”) is to provide leadership to the Board to enhance the Board’s effectiveness. The Board has ultimate accountability for the supervision of management of the Company and for oversight of the relationships between the Board, management, shareholders and other stakeholders of the Company. The Chair of the Board, as the presiding member, must ensure that the management of these relationships is effective, efficient and furthers the best interests of the Company.

II. SPECIFIC RESPONSIBILITIES

In fulfilling his or her responsibilities, the Chair of the Board will:

- A. oversee the Board’s discharge of the duties assigned to it by law, in the constating documents of the Company and the Company’s corporate governance guidelines;
- B. take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
- C. oversee the responsibilities delegated to Board committees, including, but not limited to, those relating to governance, performance evaluation and compensation, financial reporting and oversight of internal controls;
- D. liaising with any committee responsible for investigating allegations of bribery, corruption, fraud or other serious misconduct that requires elevation to the Chair of the Board;
- E. assist in reviewing and monitoring the long-term business plan, strategies and policies of the Company and the achievement of its objectives;
- F. establish procedures to govern the effective and efficient conduct of the Board’s work;
- G. schedule meetings of the Board and work with committee chairs to coordinate the schedule of meetings for committees;
- H. organize and present agenda for Board meetings based on input from directors and management;
- I. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of each meeting;
- J. preside over Board meetings and conduct the meetings in an efficient, effective and focused manner;
- K. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;
- L. work with the committees appointed by the Board so that they have a proper structure and appropriate assignments;
- M. oversee the functions delegated to the committees and monitor each committee’s work to see that these functions are carried out and results are reported to the Board;
- N. oversee the appropriate communication of management strategy, plans and performance to the Board;
- O. act as a liaison between the Board and management;
- P. communicate with the senior officers of the Company so that they are aware of concerns of the Board, shareholders and other stakeholders of the Company;
- Q. chair meetings of the shareholders;
- R. together with the Chief Executive Officer, represent the Company to stakeholders and external groups, including, without limitation, shareholders, creditors, consumer groups, local communities where the Company operates and all levels of government;
- S. together with the Chief Executive Officer, serve as the chief spokesperson for the Company; and
- T. carry out other duties as requested by the Board as needs and circumstances arise.