

ROLE DESCRIPTION FOR EXECUTIVE CHAIRMAN OF THE BOARD

1. PURPOSE

- a) The Executive Chairman of the Board of Directors shall facilitate the operations and deliberations of the Board and the satisfaction of the Board's functions and responsibilities under its mandate.

2. GENERAL

- a) **Appointment and Removal of Executive Chairman of the Board** — The Executive Chairman of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the Company's shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Executive Chairman. The Executive Chairman shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Executive Chairman or the resignation, disqualification or removal of the Executive Chairman from the Board.
- b) **Qualifications** — The Executive Chairman shall be a member of the Board and satisfy any independence standards required for a Board chairman of a board of directors under Applicable Requirements (as defined in the Management Proxy Circular).
- c) **Access to Management and Outside Advisors** — The Executive Chairman shall have unrestricted access to the Company's management and employees. The Executive Chairman shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist him or her in fulfilling his or her responsibilities and to set and pay the respective compensation for these advisors, subject to the approval of the Board. The Company shall provide appropriate funding, as determined by the Executive Chairman, for the services of these advisors.

3. FUNCTIONS AND RESPONSIBILITIES

The Executive Chairman shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Executive Chairman by the Board. In addition to these functions and responsibilities, the Chairman shall perform the duties required of a chairman of a board of directors by the binding requirements of any stock exchanges on which the Company's securities are traded, and all other applicable laws and regulations (collectively, the "Applicable Requirements").

a) Board Management

- i. **Chair of Board Meetings** — The Executive Chairman shall chair Board meetings. The Executive Chairman may vote at a Board meeting on any matter requiring a vote.
- ii. **Board Meetings** — In consultation with the Company's Chief Executive Officer, the Executive Chairman shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.
- iii. **Director Appointments and Nominations** — The Executive Chairman shall provide input to the Board for the approval of (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees, subject to the Applicable Requirements related to independence.
- iv. **Access to Management and Outside Advisors** — On an ongoing basis, the Executive Chairman shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisers for the purposes of the Board fulfilling its mandate.
- v. **Director Performance** — At least an annual basis, the Executive Chairman shall lead the review and assessment of director attendance, performance and compensation and the size and composition of the Board.
- vi. **Shareholder Meeting** — Chair the annual and any special meeting of the shareholders – Ensure that all business that is required to be brought before a meeting of shareholders is brought before such meeting.
- vii. **Execution of Documents** — The Executive Chairman shall sign all contract, documents or instruments in writing which require his signature.

b) Advisory Matters Relating to the Chief Executive Officer

- i. **Input on Chief Executive Officer Matters** — The Executive Chairman shall provide input to the Board and the Compensation Committee of the Board, as applicable, in respect of the appointment, removal, evaluation, succession and compensation of the Chief Executive Officer.
- ii. **Meeting with Chief Executive Officer** — At least quarterly, the Executive Chairman shall meet with the Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Executive Chairman shall communicate with the Chief Executive Officer, on behalf of the Board regarding concerns or comments of the Board, shareholders or other stakeholders.

- c) **Succession** — The Executive Chairman shall participate and provide input, as required, to the Board on succession plans in respect of the Executive Chairman position.
- d) **Strategic Planning** — At least annually, the Executive Chairman shall review management's strategic planning initiatives.
- e) **Communication with Shareholders** — At least annually, in conjunction with the Board and the Chief Executive Officer, the Executive Chairman shall review the effectiveness of the Company's shareholder communications plan.
- f) **Acquisitions** — The Executive Chairman shall direct the Company's review and analysis of all potential acquisitions.
- g) **Other functions and responsibilities** — The Executive Chairman shall perform such other functions as are delegated to him by the Board including exercising the authority of the Chief Executive Officer in the unlikely event that the Chief Executive Officer is absent and is unable to act and action on the part of the Chief Executive Officer is urgently required to protect the interests of the Company.

4. REPORTING TO THE BOARD

The Executive Chairman shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

5. CURRENCY OF THE EXECUTIVE CHAIRMAN'S MANDATE

This role description was last reviewed and approved by the Audit Committee and the Board of Directors of TECSYS Inc. on July 5, 2018.