

Lead Director of the Board of Directors Policy and Mandate

The Board of Directors have determined that, as there is no Chairman, the Board shall appoint a lead director (the "Lead Director") who shall be an independent member of the Board of Directors to lead the Board to fulfill its duties effectively and independent of Management. The Lead Director shall hold such position until the Board determines otherwise, or until such Lead Director ceases to be an independent member of the Board of Directors of the Corporation.

The Lead Director shall:

1. Provide Leadership to Enhance Board Effectiveness

- The Lead Director shall be entitled to request materials, receive notice and attend all meetings of the Board and the Committees.
- The Lead Director shall have primary responsibility for ensuring that the Board carries out its responsibilities effectively. This includes:
 - o Ensuring that the responsibilities of the Board are well understood by both the Board and management and that the boundaries between the Board and management are clearly understood and respected;
 - o Providing leadership to ensure that the Board works in an independent and cohesive fashion;
 - o Ensuring that the Board has the requisite resources to support its work effectively;
 - o Ensuring that a process is in place to regularly assess the effectiveness of the Board, the Committees and the contribution of individual directors to the effectiveness of the Board and the Committees; and
 - o Ensuring that a process is in place to monitor legislation and best practices which relate to the responsibilities of the Board.

2. Managing the Board

- The Lead Director shall be responsible for:
 - o Consulting with the CEO in setting the agenda for Board meetings;
 - o Ensuring Board leadership in times of crisis;
 - o Where functions are delegated to Board Committees, ensuring that the functions are carried out as represented and that results are reported to the Board;
 - o Chairing regular meetings of the independent Board members without management present and acting as a liaison between the independent directors and the CEO on sensitive issues; and
 - o Chairing Board meetings.

3. Acting as Liaison between the Board and Management

- The Lead Director shall work to ensure that the relationships between the Board and management are conducted in a professional and constructive manner; and
- The Lead Director shall work with the CEO to ensure that the conduct at Board meetings provides adequate time for serious discussion of relevant issues and appropriate information is made available to the Board members on a timely basis.