

EUREKA 93 INC.
Position Description – Chairman of the Board of Directors

The Chairman of the Board of Directors (the "**Board**") of Eureka 93 Inc. (the "**Company**") shall have the responsibilities, authorities and specific duties as described below.

Appointment

1. The Chairman will be a duly elected member of the Board and will be appointed, serve and be removed at the pleasure of the Board. The Chief Executive Officer or any other full-time executive officer of the Company may not serve as Chairman.

Duties of the Chairman

2. In addition to fulfilling his or her duties as an individual director, the duties of the Chairman are to:
 - (a) foster responsible, ethical and effective decision making;
 - (b) provide overall leadership to the Board;
 - (c) manage the affairs of the Board to ensure that the Board functions effectively and operates independently from management, including liaising with the Human Resources and Corporate Governance Committee and implementing any recommendations, or acting upon any feedback, received from such committee in order to optimize the effectiveness of the Board;
 - (d) coordinate with management to ensure that processes are in place to appropriately and effectively involve the Board in the development and review of the Company's strategic plans and business plans;
 - (e) take reasonable steps to ensure that the other members of the Board understand their responsibilities and duties and execute them as effectively as possible;
 - (f) call and schedule, or request the Chief Executive Officer or other executive officer to call and schedule, each meeting of the Board;
 - (g) preside at each meeting of the Board and at each meeting of the shareholders of the Company;
 - (h) coordinate with management and the General Counsel of the Company to ensure that:
 - (i) documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review;
 - (ii) matters are properly presented for the Board's consideration at meetings;
 - (iii) the Board has an appropriate opportunity to discuss issues at each meeting; and
 - (iv) the Board has an appropriate opportunity to question executive officers, management, employees, external auditors, experts and advisors regarding any and all matters of importance to the Board and the Company;

- (i) communicate with each Board member to ensure that:
 - (i) each director has the opportunity to be heard and participate in decision making; and
 - (ii) each director is accountable to the Board and to each Committee on which he or she serves;
- (j) arrange for an *in-camera* portion, without management present, at every meeting of the Board and communicate any pertinent items arising from the *in-camera* session to the Chief Executive Officer following such session;
- (k) arrange with the Corporate Secretary for the preparation, accuracy and distribution of all minutes of the Board;
- (l) ensure that each Committee of the Board, following their meetings:
 - (i) reports to the Board regarding their activities, findings and recommendations; and
 - (ii) makes Committee information available to any director upon request;
- (m) act as a liaison between management, the members of the Board and the chairs of the various committees of the Board;
- (n) assist in maintaining effective working relationships between Board members, external auditors, experts, advisors, executive officers and management;
- (o) in collaboration with the Human Resources and Corporate Governance Committee and the Board, assist with and evaluate the development of the Chief Executive Officer and the Chief Financial Officer, including completion of an annual evaluation of the Chief Executive Officer and provision of feedback directly to the Chief Executive Officer on an ongoing basis;
- (p) in collaboration with the Chief Executive Officer and the Chief Financial Officer, as applicable, monitor the implementation of the Company's business and financing plans with a view to ensuring that the Company will have sufficient funding to execute its strategic and business plans; and
- (q) be available to provide advice, counsel and mentorship on various matters that the Chief Executive Officer or Chief Financial Officer, as applicable, might request.