



POSITION DESCRIPTION – LEAD DIRECTOR

Lead Director

The term “**Corporation**” refers to Cervus Equipment Corporation, the term “**Board**” refers to the Board of Directors of the Corporation, the term “**Chair**” refers to the chairperson of the Board and the term “**Lead Director**” refers to the lead independent director of the Board appointed by the Board as set forth herein.

The purpose of the position of Lead Director is to support the Chair in providing independent leadership for the Board, in particular, its independent directors, and to assist the Board in discharging its duties, responsibilities and obligations independently of management.

Appointment and Term of the Lead Director:

1. The Nominating & Governance Committee, in conjunction with the Chair, shall be responsible for recommending a candidate for the position of Lead Director from among the independent, unrelated members of the Board. The Board shall be responsible for approving and appointing the Lead Director, any time the Board determines that the appointment of a Lead Director is appropriate.
2. The Lead Director shall hold such office at the pleasure of the Board.

Duties and Responsibilities of the Lead Director:

In fulfilling his or her responsibilities, the Lead Director has responsibility to:

3. Support the Chair in providing independent leadership to the independent directors and to the Board as a whole to enable the Board to function independently of management.
4. meet regularly with the Chair to discuss any board issues, lead director or individual director issues, to discuss ways of improving board meetings including board and senior management interaction, management reporting and board materials and any issue to help improve board performance.
5. assist the Chair occasionally with meetings with the CEO, individual directors or external stakeholders on sensitive matters.
6. Review with the Chair and Chief Executive Officer of the Corporation items of importance for consideration by Board.
7. Preside over Board meetings if the Chair is not present. At such meetings, the Lead Director shall assume the duties and responsibilities of Chair.
8. Provide interim leadership in the event of an unplanned event which results in a vacancy in the position of Chair.
9. Act as a liaison between the independent directors and the Chair, on sensitive issues and otherwise.



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10. Serve as Board ombudsman, so as to ensure that questions or comments of individual directors are heard and addressed.
 11. As deemed appropriate by the Lead Director, consult and meet with any or all of the independent directors, and where appropriate represent such directors in discussions with management or the Board on corporate governance issues and other matters.
 12. Promote best practices and high standards of corporate governance.
 13. Carry out such other duties as requested by the Board as needs and circumstances arise.

Review of Position Description

The Board shall review the adequacy of this Position Description annually.

Document Control Information

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