

## POSITION DESCRIPTION OF CHAIR OF THE BOARD

The Chair of the Board of Directors (the “**Board**”) of ECN Capital Corp. (the “**Company**”) is principally responsible for overseeing the operations and affairs of the Board. In fulfilling his or her responsibilities, the Chair will be responsible for:

- (a) providing leadership to foster the effectiveness of the Board;
- (b) ensuring there is an effective relationship between the Board and senior management of the Company;
- (c) ensuring that the appropriate committee structure is in place and assisting the Compensation and Corporate Governance Committee in making recommendations for appointment to such committees;
- (d) in consultation with the other members of the Board (including the Vice-Chair of the Board) and the Chief Executive Officer of the Company, preparing the agenda for each meeting of the Board;
- (e) ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (f) chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) chairing all shareholder meetings;
- (h) together with the Compensation and Corporate Governance Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board committees and individual directors, with a view to ensuring that they are each fulfilling their respective responsibilities and duties, and making recommendations to the Compensation and Corporate Governance Committee for changes when appropriate;
- (i) consulting with the Compensation and Corporate Governance Committee on candidates for nomination or appointment to the Board;
- (j) working with the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities;
- (k) advising the Company on strategic projects;
- (l) together with the Vice-Chair of the Board and the Compensation and Corporate Governance Committee, as applicable, advising on succession planning, including the orderly succession of management of the Company; and
- (m) providing additional services required by the Board.

The Chair may, from time to time, delegate to the Vice-Chair of the Board those duties and responsibilities set out in this Position Description as he or she deems to be fit and appropriate and for such period of time as may be determined by the Chair in his or her discretion.