
**POSITION DESCRIPTION FOR THE CHAIR OF
THE BOARD OF DIRECTORS OF MATTR CORP.**

FUNCTION:

The prime responsibility of the Chair of the Board of Directors (the "**Board**") of Mattr Corp. (the "**Company**") is to provide leadership in order to enhance overall Board effectiveness in meeting its mandate, including its responsibility for the stewardship and oversight of the Company on behalf of shareholders and other stakeholders.

SPECIFIC RESPONSIBILITIES:

The Chair of the Board will be an independent director who, in fulfilling their responsibility, will:

1. Oversee the discharge by the Board of duties assigned to it by law and as set out in the Board Mandate of the Company;
2. Oversee the responsibilities delegated to all Board committees and attend committee meetings as deemed appropriate;
3. Schedule meetings of the Board and work with committee chairs to co-ordinate the scheduling of meetings for Board committees; organize and present the agenda for Board meetings based on input from directors and management; and oversee the distribution of meeting materials to the Board in a manageable form, sufficiently in advance of meetings;
4. Preside over Board meetings and conduct the meetings in an efficient, effective and focused manner; ensure adequate time for discussion to permit all points of view to be expressed; and ensure adequate discussion amongst: (i) Board members without management present; and (ii) with only the CEO present;
5. Assist the Board in fulfilling the goals it sets by assigning specific tasks to members of the Board;
6. In conjunction with the Governance and Sustainability Committee, ensure that policies and processes to govern the Board's work are effective to enable the Board to exercise effective oversight and due diligence in the fulfillment of its mandate;
7. Work with the Governance and Sustainability Committee to plan Board and committee composition, recruit appropriately skilled directors and plan for their succession in accordance with then current Canadian public company regulations and the Company's commitments to Board diversity;
8. Work with the Governance and Sustainability Committee to participate in the Board evaluation process and meet with individual directors, if appropriate, to provide constructive feedback and advice;
9. Ensure that the Board works as a cohesive and inclusive team and provide leadership essential to achieve this objective, including by facilitating communication among directors;
10. Work closely with CEO and senior management to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues;
11. Act as a liaison between the Board and management and ensure there is meaningful

communication of management's strategy, plans and performance to the Board;

12. Provide direction and advice to the CEO and other senior management of the Company;
13. As the representative of the Board, and in specific consultation with the Compensation and Organizational Development Committee, communicate regularly with the CEO regarding performance goals and expectations of the CEO, as well as the performance evaluation of the CEO;
14. Chair meetings of the shareholders;
15. Together with the CEO, be available to, and liase with, external groups such as shareholders and other stakeholders, including local community groups and government;
16. Carry out other duties as requested by the Board, as needs and circumstances arise.