



**GREENLANE RENEWABLES INC.  
(the "Company")**

**POSITION DESCRIPTION FOR CHAIR OF THE BOARD**

**(Adopted by the Board on July 25, 2019)**

The prime responsibility of the Chair of the Board of Directors (the "Board") is to provide leadership to the Board in the discharge of its duties assigned to it by law, in the constating documents of the Company and in the Board Mandate.

The Board has ultimate accountability for supervision of management of the business and affairs of the Company. Critical to meeting this accountability is the relationship between the Board, management, shareholders and other stakeholders. The Chair is responsible for overseeing these relationships and acting as the presiding member of the Board with a view to ensuring that these relationships are effective, efficient and further the best interests of the Company.

This Position Description should be read in conjunction with the Board Mandate and the Position Description for the CEO.

The Chair is appointed annually by majority vote of the non-management directors.

**Responsibilities of the Chair**

The Chair's responsibilities fall generally within three categories and are as follows:

***Working with Management***

- Acts as the primary spokesperson for the Board to the CEO and management;
- Supports executive management, and the CEO in particular, to successfully execute the strategic plan;
- Ensures the CEO and executive management are fully aware of expectations and concerns of the Board, other stakeholders, and the public;
- Works with the CEO to ensure all information requested by directors or Board committees is provided and meets their needs;
- Ensures the Board receives adequate, timely and comprehensive updates from management on all issues important to the long-term success and welfare of the company;
- Builds consensus and collaborative relationships between the Board, individual directors, and executive management;

- Provides informal performance feedback to the CEO, as well as an annual performance review based on the formal advice of the Human Resources and Compensation Committee;
- Ensures successful preparation and execution of CEO and executive management succession plans;
- Ensures a well-documented long term corporate strategy is in place, approved by the Board, and that the strategy is kept current;
- Works with management to develop regular periodic reporting on corporate results, operating plans, risk assessment, issue analysis and performance reporting both internally and externally, and in compliance with statutory requirements;

### ***Working with Other Directors***

- Ensures directors are alert to their obligations to the Company, shareholders, management and other stakeholders and pursuant to law;
- Takes steps to foster the Board's understanding of its responsibilities and boundaries with management;
- Establishes procedures for organizing and conducting the Board's work, including formation of committees, and assignment of responsibilities including committee chairmanship to individual directors;
- Works with committee chairs to ensure their committees function effectively and fulfill the expectations of the Board on the work delegated to them;
- Ensures that directors are fully informed of all material matters and strategic challenges in a timely fashion and with sufficient detail and analysis to make effective decisions;
- Calls meetings of the directors and, in consultation with the CEO, ensures that the agenda for such meetings covers appropriate strategic issues comprehensively and effectively and that appropriate information is distributed to the Board in a manageable form, sufficiently in advance of meetings;
- Chairs Board meetings and establishes procedures as necessary so that meetings of the Board are conducted in an efficient, effective and focussed manner;
- Ensures major Company initiatives have proper and timely Board understanding, consideration, oversight and approval and facilitates a full and candid discussion of all matters that come before the Board;
- encourages an atmosphere of openness and trust on the Board, builds teamwork, and establishes a cohesive group without losing diversity of opinion and objectivity;

- Maintains appropriate communication and liaison between directors and management between meetings, and referees the interactions to ensure appropriate governance distinctions between management and the Board are maintained;
- Builds consensus and develops effective working relationships between directors and between the Board and other stakeholders, including major shareholders;
- Consults with the CEO and the Corporate Governance and Nominating Committee with respect to identification of appropriate candidates for nomination as directors; approaches Board-approved candidates to extend an invitation to join the Board;
- Provides director candidates with briefing material and acts as liaison between the candidate and the Board to ensure the individual receives appropriate orientation and introductions to other Board members;
- Reviews and assesses director attendance, performance and compensation and the size and composition of the Board, in conjunction with relevant committees of the Board; initiates discussions with individual directors where improvement is required;
- Meets one-on-one with directors annually to assess areas where the Board and/or committees can operate more effectively;
- Carries out other duties as requested by the Board;

***Relations with Shareholders, Other Stakeholders and the Public***

- Oversees preparation and dissemination of information about the Company to shareholders, including meeting materials;
- Acts as Chair at shareholder meetings; and
- In conjunction with management, ensures the Company is appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups as appropriate; and undertakes public service activities in connection with the Company's policies and objectives.