

ADCORE INC.

POSITION DESCRIPTION FOR CHAIR OF THE BOARD

This Position Description applies to the chair (the “**Chair**”) of the board of directors (the “**Board**”) of Adcore Inc. (the “**Corporation**”). The Board is responsible for the stewardship of the Corporation and is required to supervise the management of the business and affairs of the Corporation in accordance with the *Canada Business Corporations Act* (the “**CBCA**”) and the regulations thereunder, as well as the Corporation’s by-laws (the “**By-laws**”). The Chair of the Board will oversee the relationships between the Board, senior management and the shareholders of the Corporation and act as the presiding member of the Board with a view to ensuring these relationships are effective, efficient and further the best interests of the Corporation. This Position Description should be read together with the Mandate of the Board of Directors (the “**Mandate**”).

Specific Responsibilities

The primary responsibility of the Chair of the Board is to act as the leader of the Board to enhance its effectiveness. The Chair of the Board is specifically responsible for:

- (a) providing leadership to the Board by promoting, amongst other things:
 - (i) an understanding by both members of the Board and management of the duties and responsibilities of the Board and the relationship between the Board, senior management and the shareholders of the Corporation;
 - (ii) general cooperation between members of the Board; and
 - (iii) ensuring that the Board acts and functions independently from management in fulfilling its fiduciary obligations.
- (b) overseeing the Board’s timely and diligent discharge of the duties and responsibilities set out in the CBCA, the By-laws and the Mandate;
- (c) governing the conduct of the Board by:
 - (i) establishing procedures to govern the Board's work and ensure the Board's full discharge of its duties;
 - (ii) scheduling meetings of the Board and working with Board committee chairs to coordinate the schedule of meetings for Board committees;
 - (iii) chairing meetings of the Board and establishing procedures necessary so that meetings of the Board are conducted in an efficient and effective manner;
 - (iv) developing and setting the agenda for Board meetings with the assistance of the Chief Executive Officer and the Secretary;
 - (v) overseeing the distribution of materials to the Board in a manageable form, sufficiently in advance of meetings and otherwise ensuring the proper flow of information to the Board from senior management; and
 - (vi) helping the Board fulfil the goals it sets by assigning specific tasks to members of the Board;
- (d) assisting Board committees by:

- (i) working with the Board committees appointed by the Board, to assist them in carrying out their responsibilities;
 - (ii) overseeing the functions delegated to the Board committees and monitoring their work to see that these functions are carried out and results are reported to the Board; and
 - (iii) receiving notices and materials for all committee meetings and attending such meetings to the extent the Chair considers necessary or advisable;
- (e) being available to directors who have concerns that cannot be addressed at meetings of the Board;
 - (f) chairing meetings of the shareholders and, as applicable, other securityholders of the Corporation in accordance with the CBCA and the By-laws;
 - (g) acting as a liaison between the Board and management, including communicating with senior management so that it is aware of concerns and needs of the Board and the shareholders and other stakeholders of the Corporation;
 - (h) providing advice, counsel and mentorship to the Chief Executive Officer;
 - (i) overseeing the appropriate communication of management's strategy, plans and performance to the Board to ensure proper flow of information to the Board, and reviewing the adequacy and timing of documentary materials;
 - (j) together with the Chief Executive Officer, representing the Corporation to external groups, including the shareholders of the Corporation and other parties such as customers, suppliers, the media and government;
 - (k) in consultation with the Board, engaging, at the expense of the Corporation, such outside advisors as the Chair determines to be necessary or advisable for the Board to carry out its duties; and
 - (l) carrying out other duties as requested by the Board, as needs and circumstances arise.

The Chair of the Board is not expected to devote his or her full time and attention to carrying out these responsibilities. Rather, the Chair of the Board should be able to devote time sufficient to carry out these responsibilities and duties.

Approved and adopted: March 2, 2022.