

ADCORE INC.

POSITION DESCRIPTION FOR LEAD DIRECTOR

This Position Description applies to the lead director (“**Lead Director**”) 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**”). Critical to the Board meeting these responsibilities is the relationship between the Board, senior management and the shareholders of the Corporation. The Chair of the Board and Lead Director will oversee these relationships and act as the presiding members 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 prime responsibility of the Lead Director is to provide leadership to the Board where the Chair is not independent, to ensure that the Board operates independently of management and that the Board’s agenda will enable it to successfully carry out its duties.

The Lead Director is specifically responsible for:

- (a) with the Chair, developing and setting the Board’s agenda to ensure that:
 - (i) the Board carries out its duties and responsibilities as set out in the Mandate;
 - (ii) appropriate time is scheduled for each agenda item at Board meetings; and
 - (iii) agendas for Board meetings are set in consultation with other directors and senior management;
- (b) with the Chair, ensuring that materials for Board meetings are sent by management to the directors in a manageable form, sufficiently in advance of meetings;
- (c) chairing Board meetings in the absence of the Chair;
- (d) convening and chairing separate meetings of the independent directors from time to time as appropriate;
- (e) determining and conveying to the Chair items that the independent directors wish to have raised with the Board generally;
- (f) as requested by the Board, acting as a liaison between the Board and Chair; and
- (g) fulfilling all other responsibilities as assigned by the Board, in the manner expected by the Board.

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

Approved and adopted: March 2, 2022.