

Title: Position Description of Committee Chairs

Issued and Approved By: Board of Directors

Review Cycle: Annually

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A. Appointment and Term

The chair (the “**Chair**”) of each committee (a “**Committee**”) of the Board of Directors (the “**Board**”) of WildBrain Ltd. (the “**Company**”) shall be appointed by the Board annually and serve until his or her resignation or removal. If there is a vacancy in any such office, then the members of the applicable Committee shall appoint one of its members to fill the vacancy by a majority vote of the full Committee.

B. General Responsibilities

The Chair of each Committee leads the Committee in all aspects of its work and is responsible for effectively managing the affairs of the Committee and ensuring that it is properly organized and functions efficiently.

C. Specific Responsibilities

Without limiting the foregoing, the Chair of each Committee shall:

1. provide leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in its charter and as otherwise may be appropriate;
2. in consultation with the chair of the Board and the Chief Executive Officer, ensure that there is an effective relationship between management and the members of the Committee;
3. chair meetings of the Committee and encourage free and open discussion, stimulate debate, and provide adequate time for discussion of issues at each meeting of the Committee; if the Chair is unavailable, the members in attendance may select one of them to act as chair of the meeting;
4. in consultation with the Chair of the Board, the Chief Executive Officer, the Corporate Secretary, and other appropriate management personnel, including the Chief Financial Officer, for the Audit and Risk Management Committee, and the EVP, Global Talent for the Human Resources and Compensation Committee, determine the frequency, dates, and locations of meetings of the Committee;
5. in consultation with the Chief Executive Officer, the Corporate Secretary, and other appropriate management personnel, including the Chief Financial Officer, for the Audit and Risk Management Committee, and the EVP, Global Talent for the Human Resources and Compensation Committee, review the annual work plan, meeting agendas, and briefing materials to ensure all required business is brought before the Committee to enable it to efficiently carry out its duties and responsibilities;
6. ensure, in consultation with the chair of the Board, that all items requiring the Committee’s approval are appropriately tabled;

7. ensure the proper flow of information to the Committee and review with the Chief Executive Officer, the Corporate Secretary, and other appropriate management personnel, including the Chief Financial Officer, for the Audit and Risk Management Committee, and the EVP, Global Talent for the Human Resources and Compensation Committee, the adequacy and timing of materials in support of management's proposals;

8. report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee; and

9. carry out any special assignments or any functions as requested by the Board.

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