

**Title: Position Description of the Chair of the Board of Directors****Issued and Approved By:** Board of Directors**Review Cycle:** Annually**Last Revision Date:** February 10, 2021**A. Appointment and Term**

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

**B. General Responsibilities**

Along with the Board, the Chair assumes responsibility for the stewardship of the Company. In doing so, the Chair manages the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively, operates independently from management, and meets obligations and responsibilities relating to corporate governance matters.

**C. Specific Responsibilities**

Without limiting the foregoing, the Chair shall:

1. provide overall leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Board mandate and as otherwise may be appropriate;
2. be kept well-informed on the major affairs and operations of the Company, on the economic and regulatory environment in which it operates, and will maintain regular contact with the Chief Executive Officer and other senior executive officers of the Company;
3. monitor the progress of management on the Company’s strategic plan, annual operating and capital budgets, policy implementation, and succession planning;
4. serve as a liaison between the Board and management of the Company and act as an advisor to and sounding board for the Chief Executive Officer;
5. chair all meetings of the Board unless unable to attend, in which case the vice-chair will chair, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors, and confirming that clarity regarding decision-making is reached and accurately recorded;
6. encourage open questions and discussion and promote a spirit of collegiality at Board meetings;
7. determine the frequency, dates, and locations of meetings of the Board, of committees of the Board, and of meetings of shareholders;

8. in consultation with the Chief Executive Officer and the Corporate Secretary, decide and approve the meeting agendas to ensure all required business to be brought before the Board to enable it to efficiently carry out its duties and responsibilities;
9. ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without non-independent directors and management personnel present;
10. ensure the proper flow of information to the Board and review, with the Chief Executive Officer and the Corporate Secretary, the adequacy and timing of materials in support of management personnel's proposals;
11. in collaboration with the Corporate Governance and Nominations Committee and its chair, support the director recruitment process and review and assess director attendance, compensation, performance, and the size and composition of the Board and its committees and make recommendations to the Board for approval;
12. in collaboration with the Corporate Governance and Nominations Committee and its chair, support the orientation of new, and the continued education of, incumbent directors;
13. attend committee meetings as a member or observer, as appropriate;
14. foster ethical and responsible decision-making and a healthy governance culture;
15. chair the annual meeting and any special meeting of shareholders;
16. approve the agenda to be brought before a meeting of shareholders before such meeting;
17. exercise the authority of the Chief Executive Officer in the event that the Chief Executive Officer is absent and is unable to act and action on the part of the Chief Executive Officer is urgently required to protect the interests of the Company; and
18. carry out special assignments or any functions of the Board.

\* \* \* \* \*