

# CANWEL BUILDING MATERIALS GROUP LTD.

(the “Corporation”)

## *POSITION DESCRIPTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS*

### **I. GENERAL**

#### **1. Purpose**

This position description describes the appointment, role and responsibilities of the chairman (the “**Chairman**”) of the board of directors of the Corporation (the “**Board**”).

A “**Director**” means any member of the Board.

#### **2. Applicable Legislation**

This position description is subject to and shall be interpreted in a manner consistent with the *Canada Business Corporations Act* (Canada) and any applicable legislation and regulations (including the rules and policies of the stock exchange on which the Corporation’s securities are listed), all as may be amended or amended and restated from time to time.

#### **3. Charter**

This position description should be read together with the written mandate of the Board that has been adopted by the Board, as such mandate may be amended or amended and restated from time to time (the “**Mandate**”).

#### **4. Office**

The Board shall appoint the Chairman at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting. If the Board does not appoint a Chairman, the Director who is then serving as Chairman shall continue as a Chairman until his or her successor is appointed.

#### **5. Remuneration**

Provided that the Chairman is an independent director, the Chairman shall receive such remuneration as the Board may determine from time to time.

## **II. RESPONSIBILITIES OF THE CHAIRMAN**

### **1. Board Leadership**

The Chairman will provide leadership to the Directors in discharging the Mandate, including by:

- (a) leading, managing and organizing the Board consistent with the approach to governance adopted by the Board from time to time;
- (b) promoting cohesiveness among the Directors without losing diversity of opinion and objectivity; and
- (c) being satisfied that the responsibilities of the Board and its committees are well understood by the Directors.

### **2. Relationship with Management**

The Chairman shall provide advice, counsel and mentorship to the Corporation's management team, including its Chief Executive Officer, Chief Financial Officer, Presidents, Vice Presidents, General Counsel, and Corporate Secretary, as applicable, including, without limitation, by promoting the understanding by the Directors of the duties and responsibilities of the Directors and distinct role of management.

### **3. Information Flow**

The Chairman shall promote the provision of information from Corporation's management team to the Directors on a timely basis to keep the Directors apprised of matters which are material to Directors. The Chairman shall be satisfied that the information requested by any Director is provided as appropriate and meets the needs of such Director.

### **4. Meetings of the Board**

In connection with meetings of the Directors, the Chairman shall be responsible for the following:

- (a) assisting with scheduling meetings of the Directors;
- (b) assisting with setting the agenda for meetings of the Directors;
- (c) presiding over meetings of the Directors;
- (d) co-ordinating with the chairs of the committees of the Board to schedule committee meetings;
- (e) ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out its duties to supervise the management of the business and affairs of the Corporation;

- (f) monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (g) ensuring that the Directors have sufficient time to review the materials provided to them and to adequately discuss the business that comes before the Board; and
- (h) encouraging free and open discussion at meetings of the Board.

## **5. Meetings of Shareholders**

Unless otherwise determined by the Board, the Chairman shall preside over meetings of the Corporation's shareholders.

## **6. Position Description Review**

The Board shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

## **7. Other Responsibilities**

The Chairman shall perform such other functions as may be ancillary to the duties and responsibilities described above (including, as applicable, any duties and responsibilities allocated to the Chairman related to communication with shareholders and regulators and Director development), and as may be delegated to the Chairman by the Board from time to time, including, but not limited to:

- (a) helping to establish a culture that promotes the values of the organization and enhances the reputation and goodwill of the Corporation;
- (b) being visible externally, and at management's request, to work with the CEO and members of the senior management team;
- (c) providing input on Board composition;
- (d) serving as an ex-officio member of all board committees as may be considered advisable; and
- (e) performing other functions as may be ancillary to the duties and responsibilities described above.