



**DREAM UNLIMITED CORP.  
(the “Corporation”)**

**POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS AND  
THE CHAIR OF EACH BOARD COMMITTEE**

**A. POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS**

**FUNCTION:**

The primary responsibility of the chair of the board of directors of the Corporation (the “**Board**”) is to provide leadership to the Board to enhance Board effectiveness. The Board has ultimate accountability for supervision of the activities of the Corporation. Critical to meeting this accountability is the relationship between the Board, management, the shareholders and other stakeholders of the Corporation. The chair of the Board, as the presiding member, must oversee that these relationships are effective, efficient and further the best interests of the Corporation.

**SPECIFIC RESPONSIBILITIES:**

In fulfilling his or her responsibility, the chair of the Board will:

1. oversee the Board’s discharge of its duties assigned to it by law, in the by-laws of the Corporation and in the Board mandate;
2. take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
3. oversee the responsibilities delegated to all committees of the Board, including, but not limited to compensation, performance evaluations and internal control systems;
4. assist in reviewing and monitoring the long term business plan, strategies and policies of the Corporation and its subsidiaries and the achievement of their objectives;
5. establish procedures to govern the effective and efficient conduct of the Board’s work;
6. schedule meetings of the Board and work with committee chairs to coordinate the scheduling of meetings for committees;
7. in collaboration with management of the Corporation, organize and present agendas for Board meetings based on input from directors;
8. oversee the distribution to the Board of information required for the proper performance of its duties in a manageable form, sufficiently in advance of the meeting;
9. preside over Board meetings and conduct the meetings in an efficient, effective and focused manner;
10. preside over meetings of the independent directors of the Board and ensure that matters raised during these meetings are reviewed with management and acted upon in a timely fashion;

11. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;
12. work with the committees appointed by the Board, so that they have a proper structure and appropriate assignments, and make initial recommendations for appointments to such committees;
13. oversee the functions delegated to the committees and monitor the committees' work to see that these functions are carried out and results are reported to the Board;
14. ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the committees of the Board and individual directors;
15. oversee the appropriate communication of management strategy, plans and performance to the Board;
16. act as a liaison between the Board and management;
17. communicate with the senior officers of the Corporation, so that they are aware of concerns of the Board, the shareholders and other stakeholders of the Corporation;
18. work with management to monitor the progress on succession planning;
19. chair meetings of the shareholders of the Corporation;
20. together with the chief responsible officer, represent the Corporation to external groups, including the shareholders of the Corporation, creditors, consumer groups, local communities and all levels of government; and
21. carry out other duties as requested by the Board, as needs and circumstances arise.

**B. POSITION DESCRIPTION FOR THE CHAIR OF EACH BOARD COMMITTEE**

To fulfill his or her responsibilities and duties, the Chair of each Committee shall:

1. facilitate the effective operation and management of, and provide leadership to, the Committee;
2. chair meetings of the Committee;
3. set the agenda for each meeting of the Committee and otherwise bring forward matters for consideration within the mandate of the Committee;
4. facilitate the Committee's interaction with management, the Board and other committees of the Board;
5. act as a resource and mentor for other members of the Committee;
6. report to the Board on matters considered by the Committee, its activities and compliance with the Committee's Charter; and

7. perform such other duties and responsibilities as may be delegated to the Chair by the Committee from time to time.

The Governance and Nominating Committee shall review and reassess the adequacy of the position descriptions annually and otherwise as it deems appropriate and recommend changes to the Board.