

Role Description of the Lead Director of the Board of Directors

1. PURPOSE

- (1) The primary function of the Lead Director of the Board of Directors is to ensure that there is an Independent Director available to deal with issues or comments which any Director may have in relation to the independence and overall functioning of the Board of Directors and its Committees.

2. GENERAL

- (1) **Appointment and Removal of the Lead Director of the Board** — The Lead Director of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the shareholders of Corus or between annual general meetings upon the resignation, death, disqualification or removal of the Lead Director. The Lead Director shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Lead Director or the resignation, disqualification or removal of the Lead Director from the Board.
- (2) **Access to Management and Outside Advisors** — The Lead Director shall have access as required to management and employees of Corus and access to Outside Advisors as approved in advance by the Executive Chair of the Board.

3. FUNCTIONS AND RESPONSIBILITIES

The Lead Director shall perform the functions and have the responsibilities set out below as well as undertaking any other matters that are specifically delegated to the Lead Director by the Board.

- (1) **Independence of the Board** — The Lead Director is empowered to ensure that the Board of Directors acts in an independent and proper manner and that the Board has at its disposal all resources necessary to enable the Board to carry out its mandate in a proper and effective manner.
- (2) **Board Meeting Agenda's** — The Lead Director shall have input into the agenda of each meeting of the Board and shall participate in the preparation of the same.
- (3) **Duties and Responsibilities of the Board** — The Lead Director, in conjunction with the Corporate Governance Committee of the Board shall ensure that:
 - (a) each Board member understands his or her responsibility as a member of the Board and that distinctions between the role of the Board and management are clearly understood and adhered to;
 - (b) a proper assessment process is in place for the Board as a whole, each Board member and each Committee of the Board; and
 - (c) governance issues are adhered to in keeping with the makeup of Corus as a controlled corporation.



4. REPORTING TO THE BOARD

- (1) The Lead Director shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this Role Description and, if necessary, shall make recommendations to the Board for its approval on such matters.

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